

# ***ACE STONE CRAFT LIMITED***

**24<sup>TH</sup> ANNUAL REPORT**

**2015-16**

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Mr. Anil Arya  
Non-Executive Director

Mr. Sandeep Kumar  
Non-Executive Independent Director

Mr. Amit Jindal  
Non-Executive Independent Director

Mr. Shiv Shankar Singhal  
Non-Executive Independent Director

Ms. Seema Malhotra  
Non-Executive Independent Director

Mr. Jatin Garg  
Executive Director

## COMPANY SECRETARY

Ms. Geetanjali Sharma

## CHIEF FINANCIAL OFFICER

Mr. Satyendra Singh Rawat

## MANAGER

Mr. Kamal Kumar

## AUDITORS

VBR & Associates  
Chartered Accountants

## REGISTERED OFFICE

Plot No.1210, Mahanadivihar  
P.O. Nayabazar, Cuttack  
Orissa, 753004 India

## CORPORATE OFFICE

304, Vikas Surya Tower  
DC Chowk, Sector-9  
Rohini, New Delhi-110085  
**Telephone:** +91 - 011 - 47055534  
**Website:** [www.acestonecraft.com](http://www.acestonecraft.com)  
**Email id:** [contactus@acestonecraft.com](mailto:contactus@acestonecraft.com)

## REGISTRAR & SHARE TRANSFER AGENT

MAS Services Limited

T-34, IInd Floor, Okhla Industrial area  
Phase-II, New Delhi-110020  
Phone No.: +91-11-26387281 82  
E-mail: [info@masserv.com](mailto:info@masserv.com)

# ANNUAL REPORT 2015-16

## WHATS INSIDE

S.No.	Content	Page No.
1.	Directors Report	1
2.	Annexure to Directors Report	
	Extract of Annual Return(MGT-9)	Annexure I 7
	Secretarial Audit Report	Annexure II 17
3.	Report on Corporate Governance	22
4.	Compliance Certificate on Corporate Governance	37
5.	CEO and CFO Certification	38
6.	Independent Auditors Report	39
7.	Balance Sheet	43
8.	Statement of Profit & Loss	44
9.	Cash Flow Statement	45
10.	Notes forming part of Financial Statement	47
11.	Notice of 24th Annual General Meeting	56

## **Directors' Report**

### **DEAR MEMBERS,**

Your Directors are pleased to present the 24th Annual Report together with the audited financial statement for the financial year ended March 31, 2016.

### **FINANCIAL RESULTS**

The financial performance of the Company for the year ended March 31, 2016 is summarized below:

(Amount in Rs.'000)

<b>Financial Results</b>	<b>2015-16</b>	<b>2014-15</b>
Total Income	13469.99	8146.72
Profit/ (Loss) before Interest and Tax	12146.94	6139.89
Interest	1838.60	5844.61
Profit/Loss before Tax	308.54	295.28
Provision for Taxation	95.34	91.24
Profit/ (Loss) after Tax	213.20	204.04

### **RESULT OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS**

The profit before tax was Rs. 308.54 and Net profit carried to the Balance Sheet is Rs. 213.20. The Performance of the Company is expected to be better in the coming years.

### **DIVIDEND**

The Board of Directors of the Company does not recommend any dividend for the financial year ended March 31, 2016.

### **MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented as follows:

#### **Discussions on Financial Performance With Respect to Operational Performance**

During the year under review, the total income of your Company was Rs 13,469.99 as compared to Rs. 8146.72 in the previous year. The performance of the Company is expected to be better in the coming years.

#### **Risk and Concerns**

The Company is planning to grow its Business with innovations, changes and varying levels of resources available to stone craft industry.

#### **Cautionary Statement**

"Management Discussion and Analysis" report contains forward looking statements, which may be identified by the use of the words in that direction, or connoting the same. All the statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditure and financial results are forward looking statements.

## ACE STONE CRAFT LIMITED

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The Company's actual results, performance or achievements could thus differ materially from those projected in such forward looking statements. The Company assumes no responsibility to public, to amend, modify or revise any forward looking statements on the basis of subsequent developments, information or events.

### **DEPOSITS**

The Company has not accepted any deposits during the financial year under review.

### **SHARE CAPITAL**

There has been no change in the capital structure of the Company as no new shares were issued by the Company during the period under consideration. The paid up share capital of the Company at the end of financial year 2015-16 is Rs. 23,49,21,000/- (Rupees Twenty Three Crore Forty Nine Lacs Twenty One Thousand Only) which is same as it was at the end of the financial year 2014-15.

### **CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI.

A detailed Corporate Governance Report of the Company in pursuance of Regulation 72 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report of the Company. The requisite Certificate from a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Regulation 72 is attached to the Corporate Governance Report.

### **DIRECTORS**

Mr. Shiv Shankar Singhal was appointed as an Additional Director (Independent Director) w.e.f. May 26, 2016 and he shall hold office upto the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing the candidature of Mr. Shiv Shankar Singhal for appointment as a Non-executive Independent Director, not liable to retire by rotation for a term upto 5 (five) consecutive years upto May 25, 2021.

The present term of Mr. Sandeep Kumar and Ms. Seema Malhotra as an Independent Director of the Company will expire at the ensuing Annual General Meeting. The Company has received requisite notice in writing from members proposing the candidature of Mr. Sandeep Kumar and Ms. Seema Malhotra for the office of Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years from the date of ensuing Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 72 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the Companies Act, 2013 and the Articles of Association of the Company, Mr. Jatin Garg retires by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment. Your Board has recommended his re-appointment.

Mr. Saurabh Goyal, Executive Director and Mr. Rakesh Kumar Singal, Additional Director of the Company, resigned from the Directorships of the Company with effect from April 02, 2016 and May 26, 2016 respectively. The Board places on record its deep appreciation for the valuable contribution made by them during their tenure as Directors of the Company. The Company does not have any Managing Director or Whole-time Director.

## ACE STONE CRAFT LIMITED

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The Company has formulated a policy on performance evaluation of the Independent Directors, Board and its Committees and other individual Directors which shall be based on, inter alia, criteria like attendance, effective participation, domain knowledge, access to management outside Board Meetings and compliance with the Code of Conduct, vision and strategy and benchmark to global peers.

On the basis of policy for performance evaluation of Independent Directors, Board, Committees and other individual directors, a process of evaluation was carried out. The performance of the Board, individual directors and Board Committees were found to be satisfactory.

### **KEY MANAGERIAL PERSONNEL**

The Board of Directors of the Company has appointed Mr. Satyendra Singh Rawat as the Chief Financial Officer of the Company with effect from August 12, 2015. Further, the Board of Directors of the Company appointed Mr. Kamal Kumar as the Manager of the Company for a period of five years with effect from March 30, 2015.

During the year under review, Mr. Narendra Singh Company Secretary of the Company ceased to be the Company Secretary of the Company and Ms. Geetanjali Sharma was appointed as the Company Secretary & Compliance Officer of the Company with effect from March 03, 2016.

### **SUBSIDIARIES /JOINT VENTURES /ASSOCIATE COMPANIES**

During the year under review, no company became or ceased to be a Subsidiary/Joint Venture/Associate of the Company.

### **SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURT**

No significant and/or material orders were passed by any Regulators/Courts/Tribunals which impact the going concern status of the Company or its future operations.

### **MATERIAL CHANGES AND COMMITMENTS**

There is no material changes and commitments affecting the financial position of the company which have occurred between the end of financial year of the company to which the financial statements relate and the date of report.

### **NUMBER OF MEETINGS OF THE BOARD**

During the financial year ended on March 31, 2016, 8 (eight) Board Meetings were held and the maximum time gap between any two Board meetings was less than 120 days. Further, details of the meetings of the Board and its Committees are given in the Corporate Governance Report, forming part of the Annual Report.

### **COMPOSITION OF AUDIT COMMITTEE**

The Audit Committee of the Company comprises of Mr. Sandeep Kumar, Chairman, Non-Executive Independent Director, Mr. Anil Arya Non-Executive Director and Ms. Seema Malhotra, Non-Executive Independent Director. All the recommendations of Audit Committee were accepted by the Board.

### **COMMITTEES OF THE BOARD**

Pursuant to requirement under Companies Act, 2013 and Listing Regulations the Board of Directors has constituted various Committees of the Board such as Audit Committee, Nomination and Remuneration Committee, Stakeholders; Relationship Committee and Risk Management Committee. The details of composition and terms of reference are mentioned in the Corporate Governance Report.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Pursuant to Section 135 of Companies Act, 2013, the company doesn't satisfy any criteria mentioned in the said section. Therefore, it is not required to constitute a CSR Committee.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, with respect to Directors Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts for the financial year ended March 31, 2016, the applicable Accounting Standards read with the requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit and loss of the Company for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts of the Company for the financial year ended March 31, 2016 on a „going concern' basis;
- v) the Directors have laid down internal financial control to be followed by the Company and that such internal financial control are adequate and were operating effectively; and
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **RISK ASSESSMENT/ MANAGEMENT**

The Company has formulated and adopted a Risk Management Policy. The Board of Directors of the Company is responsible for the direction and establishment of internal control to mitigate material business risks. The policy is framed to identify the element of risk for achieving its business objective and to provide reasonable assurance that all the material risks, misstatements, frauds or violation of laws and regulations will be mitigated. The Company has constituted a Risk Management Committee. The Committee shall inter alia oversee, evaluate and implement the Risk Assessment Policy and Manual of the Company and suggest effective measures to counter or mitigate the risks.

## **VIGIL MECHANISM**

The Company promotes ethical behaviour in all its business activities. Towards this, the Company has adopted a policy on Vigil Mechanism and Whistle Blower. The Company has constituted an Ethics & Compliance Task Force to process and investigate a protected disclosure made under the policy. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice or victimization. The Audit Committee oversees the Vigil Mechanism. The policy on vigil mechanism and whistle blower is available on Company's website at <http://www.acestonecraft.com/> and may be accessed at <http://acestonecraft.com/policy.html>

## **RELATED PARTY TRANSACTIONS**

During the year, the Company had not entered into any contract/ arrangement/ transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The policy on dealing with Related Party Transaction and policy for determining Material Subsidiaries are posted on the Company's website at [www.acestonecraft.com](http://www.acestonecraft.com) and may be accessed at <http://www.acestonecraft.com/pdf/policy-on-materiality-of-related-party-transaction.pdf>

## **INTERNAL FINANCIAL CONTROL**

The Company has adequate system of internal financial control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company also checks and verifies the internal financial control and monitors them.

## **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

Details of Loans given, Investments made, Guarantees given and Securities provided are given in Note Number 11 to the financial statement.

## **EXTRACT OF ANNUAL RETURN**

Extract of the Annual Return in the prescribed format is annexed with this report and marked as ***Annexure I***

## **AUDITOR & AUDITOR'S REPORT**

M/s.VBR & Associates Chartered Accountants, were appointed as Auditors of the Company for a period of three years at the 23rd Annual General Meeting held on July 24, 2015 and the appointment was subject to ratification at each Annual General Meeting. The Company has received confirmation from them to the effect that their ratification of appointment is within the prescribed limits under the Companies Act, 2013 and that they are not disqualified for holding the office of the Auditors. Accordingly, the Board recommends ratification of their appointment as Statutory Auditors of the Company by the members.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

## **SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

The Board had appointed M/s. Jain Akshi and Associates, Company Secretaries, to conduct the Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016, in the prescribed format is attached herewith as ***Annexure II*** to this report.

## **INTERNAL AUDITOR**

The Company has appointed M/s. Maheep Mandeep and Co., Chartered Accountants, as an Internal Auditor of the Company for the for the financial year 2015-16, to conduct internal audit on a quarterly basis.

## **PARTICULARS OF EMPLOYEE AND MANAGERIAL REMUNERATION**

During the year under review, the Company does not have any employee who is drawing the remuneration in excess of the limits prescribed by provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5 (1), (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **RISK MANAGEMENT POLICY**

The Board of Directors of the company is of the view that currently no significant risk factors are present which may threaten the existence of the company.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the following information is provided:

## ACE STONE CRAFT LIMITED

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### a) **Conservation of Energy**

The Company is not an energy intensive unit, hence alternate source of energy may not be feasible. However, regular efforts are made to conserve the energy. Further, use of low energy consuming LED lightings are being encouraged.

### b) **Technology Absorption**

The Company is conscious of implementation of latest technologies in key working areas. Technology is ever- changing and employees of the Company are made aware of the latest working techniques and technologies through workshops, group e-mails, and discussion sessions for optimum utilization of available resources and to improve operational efficiency.

Your Company is not engaged in manufacturing activities, therefore, certain disclosures on technology absorption and conservation of energy etc. are not applicable.

There is no expenditure on Research and Development.

### c) **Foreign Exchange Earnings and Outgo**

There is no foreign exchange earnings and outgo

### **Acknowledgment**

Your Directors wish to place on record their appreciation for the continuous support extended by all the employees, shareholders, customers, Joint venture partners, investors, government authorities and bankers for their continued support and faith reposed in the Company.

**For and on behalf of the Board of Directors**

Sd/-  
**Anil Arya**  
Director  
DIN:05153603

Sd/-  
**Jatin Garg**  
Director  
DIN:06871101

**Place: New Delhi**  
**Date: June 30, 2016**

# ACE STONE CRAFT LIMITED

## ANNEXURE – I

### FORM NO. MGT-9

#### EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON MARCH 31, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and administration) Rules, 2014]

I.	REGISTRATION AND OTHER DETAILS	
i)	CIN	L26994OR1992PLC003022
ii)	Registration date	11 <sup>th</sup> March, 1992
iii)	Name of the Company	Ace Stone Craft Limited
iv)	Category of the Company	Public Company
v)	Address of the Registered Office and Contact details	Plot No.1210, Mahanadivihar, P.O. Nayabazar, Cuttack, Orissa, PinCode:753004 and +91 - 011 - 47055534 <b>E-mail:</b> contactus@acestonecraft.com
vi)	Whether Listed Company	Yes
vii)	Name, address and Contact details of the Registrar & Transfer Agent	<b>MAS Services Limited</b> T-34, II <sup>nd</sup> Floor Okhla Industrial Area Phase-II New Delhi 110020 <b>Phone No.:</b> +91-11-2638 7281 82, 83 <b>E-mail:</b> info@masserv.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The Company is going to start a new infrastructure project in Alwar, Rajasthan.

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

No Company has become or ceased to be a Holding, Subsidiary or Associate of the Company.

# ACE STONE CRAFT LIMITED

## IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individuals/HUF	0	0	0	0	0	0	0	0	0
(b) Central Govt./State Govt(s)	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	3400500	0	3400500	14.475	3400500	0	3400500	14.475	0
(d) Banks/FI	0	0	0	0	0	0	0	0	0
(e) Any Other (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total (A)(1)</b>	<b>3400500</b>	<b>0</b>	<b>3400500</b>	<b>14.475</b>	<b>3400500</b>	<b>0</b>	<b>3400500</b>	<b>14.475</b>	<b>0</b>
<b>(2) Foreign</b>									
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b) Other - Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	0	0	0	0	0	0	0	0	0
(d) Banks/ FI	0	0	0	0	0	0	0	0	0
<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>3400500</b>	<b>0</b>	<b>3400500</b>	<b>14.475</b>	<b>3400500</b>	<b>0</b>	<b>3400500</b>	<b>14.475</b>	<b>0</b>
<b>(B) PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds/UTI	0	0	0	0	0	0	0	0	0
(b) Financial Inst/Banks	0	0	0	0	0	0	0	0	0
(c) Central Govt./State Govt	0	0	0	0	0	0	0	0	0

## ACE STONE CRAFT LIMITED

(d) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e) Insurance Companies	0	0	0	0	0	0	0	0	0
(f) Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
(g) Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(h) Any Other (specify) FDI	0	0	0	0	0	0	0	0	0
<b>Sub Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2) Non-Institutions</b>									
(a) Bodies Corporate	11416900	1200	11418100	48.60	11416700	1200	11417900	48.59	0.01
(b) Individuals i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	381200	1216700	1597900	6.80	378200	1217100	1595300	6.79	0.01
(b) Individuals ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	4860000	2167300	7027300	29.91	4860000	2170500	7030500	29.92	(0.01)
(c) Any other (specify)									
Non-resident Indian./OCB	42600	5000	47600	0.20	43200	4000	47200	0.20	0.00
Clearing Member	700	0	700	0.00	700	0	700	0.00	0
<b>Sub Total (B)(2)</b>	<b>16701400</b>	<b>3390200</b>	<b>20091600</b>	<b>85.51</b>	<b>16698800</b>	<b>3392800</b>	<b>20091600</b>	<b>85.50</b>	<b>0.01</b>
<b>TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+ (B)(2)</b>	<b>16701400</b>	<b>3390200</b>	<b>20091600</b>	<b>85.51</b>	<b>16698800</b>	<b>3392800</b>	<b>20091600</b>	<b>85.51</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Sub Total (C)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A) + (B) + (C)</b>	<b>20101900</b>	<b>3390200</b>	<b>23492100</b>	<b>100</b>	<b>20099300</b>	<b>3392800</b>	<b>23492100</b>	<b>100</b>	<b>0</b>

(ii) Shareholding of Promoters/Promoters group

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	%of total Shares of the company	%of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Real Gains Infrastructures Limited	340500	14.48	0	340500	14.48	0	0
	<b>Total</b>	<b>340500</b>	<b>14.48</b>	<b>0</b>	<b>340500</b>	<b>14.48</b>	<b>0</b>	<b>0</b>

(iii) Change in Promoters' Shareholding (please specify ,if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):		<b>There is no change in promoter shareholding during the year</b>		
	At the End of the year				

## ACE STONE CRAFT LIMITED

### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>For Each of the Top 10 Shareholders</b>				
1.	<b>Shreeshanku Realtors Private Limited</b>				
	At the beginning of the year	3300000	14.04	3300000	14.04
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
	At the End of the year(or on the date of separation, if separated during the year)	3300000	14.04	3300000	14.04
2.	<b>Glider Realcon India Private Limited</b>				
	At the beginning of the year	3275000	13.94	3275000	13.94
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
	At the End of the year(or on the date of separation, if separated during the year)	3275000	13.94	3275000	13.94
3.	<b>Uphill Buildwell Private Limited</b>				
	At the beginning of the year	3220000	13.70	3220000	13.70
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
	At the End of the year(or on the date of separation, if separated during the year)	3220000	13.70	3220000	13.70

## ACE STONE CRAFT LIMITED

4.	<b>Suman Aggarwal</b>				
	At the beginning of the year	1146000	4.87		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	30-06-2015 Transfer	200	1145800	4.86
		30-09-2015 Transfer	1700	1144100	4.86
		31-12-2015 Transfer	1300	1142800	4.86
	At the End of the year(or on the date of separation, if separated during the year)	1142800	4.86	1142800	4.86
5.	<b>Vrindavan Buildwell Private Limited</b>				
	At the beginning of the year	1100000	4.68	1100000	4.68
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
	At the End of the year(or on the date of separation, if separated during the year)	1100000	4.68	1100000	4.68
6.	<b>Parveen Aggarwal</b>				
	At the beginning of the year	1000000	4.25	1000000	4.25
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
	At the End of the year(or on the date of separation, if separated during the year)	1000000	4.25	1000000	4.25
7.	<b>Suman Aggarwal</b>				
	At the beginning of the year	1000000	4.25	1000000	4.25
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
	At the End of the year(or on the date of separation, if separated during the year)	1000000	4.25	1000000	4.25

## ACE STONE CRAFT LIMITED

8.	<b>Satish Kumar Arya</b>				
	At the beginning of the year	950000	4.04	950000	4.04
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
	At the End of the year(or on the date of separation, if separated during the year)	950000	4.04	950000	4.04
9.	<b>Satish Kumar Arya</b>				
	At the beginning of the year	1000000	4.25	1000000	4.25
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
	At the End of the year(or on the date of separation, if separated during the year)	1000000	4.25	1000000	4.25
10.	<b>Anupam Goel</b>				
	At the beginning of the year	660000	2.80	660000	2.80
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
	At the End of the year(or on the date of separation, if separated during the year)	660000	2.80	660000	2.80

## ACE STONE CRAFT LIMITED

### (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
NIL					

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD / WTD/ Manager				Total Amount
		Mr. Kamal Kumar Manager		---	----	
1	Gross salary	2,04,000		-	-	2,04,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,04,000		-	-	2,04,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profit	-	-	-	-	-
	- others, specify...	-	-	-	-	-
5	Others ,please specify	-	-	-	-	-
	Total (A)	2,04,000		-	-	2,04,000

## ACE STONE CRAFT LIMITED

### B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of MD / WTD/ Manager	Total Amount
NIL			

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary Ms. Geetanjali Sharma	CFO Mr. Satyendra Singh Rawat	Total
1	Gross salary	-	2,40,000	2,40,000	4,80,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- Others, specify	-	-	-	-
5	Others ,please specify	-	-	-	-
	Total (A)	-	2,40,000	2,40,000	4,80,000

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

There were no penalties/punishment/compounding of offences for breach of any section of Companies Act, 2013 against the Company or its Directors or other officers in default, if any, during the year.

**For and on behalf of the Board of Directors**

Sd/-  
**Anil Arya**  
Director  
DIN:05153603

Sd/-  
**Jatin Garg**  
Director  
DIN:06871101

**Place: New Delhi**  
**Date: June 30, 2016**

## ANNEXURE – II

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016  
[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

**To,**  
**The Members,**  
**Ace Stone Craft Limited**  
Plot No. 1210, Mahanadivihar P.O  
Nayabazar, Cuttack , Orrisa-753004  
**CIN: L26994OR1992PLC003022**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ACE STONE CRAFT LIMITED** (hereinafter referred as “the Company”). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

#### **Management’s Responsibility for Secretarial Compliances**

The Company’s Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the records, standards and procedures followed by the Company in respect of secretarial compliances.

We believe that audit evidence and information obtained from the Company’s management is adequate and appropriate for us to provide a basis for our opinion.

#### **Opinion**

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 and made available to us, according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); **Not Applicable on the company as company has not accepted/made any FDI, ODI or ECBs during the financial year**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India , 1992 (“SEBI Act”);
  - (a) The Securities and Exchange Board of India( Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Listing Obligations and Discourse Requirements) Regulations 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable as the Company did not issue any security during the Financial Year under review**
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines , 1999; **Not Applicable as the Company did not issue any ESOP or ESPS during the Financial Year under review**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as the Company did not issue any debt security during the Financial Year under review**
- (g) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents ) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered as Registrar to an Issue and Share transfer Agent during the year under review**
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable as the Company has not delisted its Equity shares from any Stock Exchange during the financial year under review** and
- (i) The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998; **Not Applicable as the Company has not bought back any of its securities during the Financial Year under review**

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India (to the extent applicable).
- II. The Equity Listing Agreements entered into by the Company with Delhi Stock Exchange Ltd. and Bhubaneshwar Stock Exchange Ltd. Recognition of both stock exchange stands expired on the end of the said Financial Year.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit we hereby report that in our opinion, the Company has during the financial year ended 31<sup>st</sup> March 2016 complied with the aforesaid laws. Material compliances are listed in the Annexure to this report.

We further report that, the Compliance by the Company abiding and adherence to applicable financial and taxation laws like direct taxation and indirect taxation laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Auditor and other designated professionals.

## ACE STONE CRAFT LIMITED

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Based on the information received and records maintained by the Company, we further report that:

1. The composition of Board of Directors of the Company is duly constituted with proper quorum of Executive Directors, Non-Executive Directors and Independent Directors in respect of Board Meetings, General Body Meetings and Committee Meetings. No changes in the composition of the Board of Directors took place during the period under review. Further, composition of Key Managerial Personnel is changed due to few appointment and resignations during the Financial Year.
2. Adequate notices were issued and given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent to them in advance. There is a system in place exists a system for Directors to seek and obtain further information and clarification on the agenda items in order to understand the gravity of the matters on critical issues for active participation in the meeting.
3. The minute book of the meetings are duly recorded and signed by the Chairman. The decisions of the Board Meetings and Committee Meetings were unanimous and no dissenting views have been recorded.

Based on the Compliance mechanism established by the Company and on the basis of the information provided by its officers, agents and authorized representatives of the Company, we are of the opinion that the management has:

- i. Adequate systems in place and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- ii. During the audit period there is no specific event/action in pursuance of the above referred laws, rules, regulations, guidelines etc. having a major bearing on the material affairs of the company.

**For Jain Akshi and Associates  
Company Secretaries**

**Akshi Jain  
Proprietor  
ACS: 32912  
CP: 12109**

**Place: Delhi  
Date: June 30, 2016**

## **ANNEXURE TO THE REPORT**

In our opinion and to the best of our information and according to the examination carried out by us and explanations furnished and representations made to us by the Company, its officers and agents, we report that the Company has, during the year under review, complied with the provisions of the Acts, the Rules made thereunder and the Memorandum and Articles of Association of the Company with regard to:-

1. Maintenance of various Statutory Registers and Documents and making necessary entries therein;
2. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies, regional director, central government, Company Law Board or any other such authorities;
3. Service of documents by the Company to Stock Exchanges, Auditors and Registrar of Companies;
4. Constitution of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Share Transfer Committee & Risk Management Committee.
5. Appointment re-appointment and Extension of UV Asset Reconstruction Company Limited for acting as a Resolution Agent.
6. Appointment, re-appointment and Retirement of Directors and payment of remuneration to them.
7. Disclosure of interests and concern in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities by Directors;
8. Establishing a Vigil Mechanism and providing to complainants, if any, unhindered access to the Chairman of the Audit Committee;
9. Establishing a Risk Management Policy in terms of provision of Clause 49 of Listing Agreement & Regulation 17(9) of SEBI Listing Regulations (LODR) 2015 & contemporary practices of good corporate governance;
10. Constituting a policy for prevention of Sexual Harassment of Women at workplace in terms of provision of Prevention, Prohibition and Redressal Act, 2013;
11. Constituting a Corporate Social Responsibility Committee in terms of provision of Companies Act, 2013 is not applicable to the Company;
12. Constituting a policy for prevention of documents in terms of provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
13. Constituting a Remuneration Policy for Directors, Key Managerial Personnel and Other Employees in terms of provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
14. Constituting a policy on Familiarization Programmes for Independent Directors in terms of provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
15. Constituting a policy on determination of materiality of events and dissemination of information in terms of provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
16. Constituting a policy on materiality of related party transactions and on dealing with Related Party Transactions in terms of provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

## ACE STONE CRAFT LIMITED

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17. Constituting archival policy in respect items/ matters covered under regulation 30 in terms of provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
18. Appointment and fixation of remuneration of Statutory Auditor;
19. Appointment of Internal Auditor;
20. Notice of Meetings of Board and Committee thereof;
21. Report of the Board of Directors for the Financial Year ended 31<sup>st</sup> March 2015;
22. Closure of Register of Members;

**For Jain Akshi and Associates  
Company Secretaries**

**Akshi Jain  
Proprietor  
ACS: 32912  
CP: 12109**

**Place: Delhi  
Date: June 30, 2016**

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANYS PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on corporate governance aims at enhancing the shareholders value. The corporate governance philosophy is driven by the interest of stakeholders and business needs of the Company. The principles of corporate governance emerge as the cornerstone of the Company's governance philosophy.

The Long-term interests of the stakeholders are served by continuous adherence and enforcement of the principles of good corporate governance. To keep pace with an evolving global environment, the Company continuously innovates and adapts governance practices to meet new demands. This ensures efficient conduct of the affairs of the Company, which, in turn, helps the Company achieve its goal of maximizing value for all its stakeholders.

The Company's governance philosophy is based on the fair and transparent disclosure of issues related with the Company's business, financial performance, and other matters of stakeholders' interest.

The Company complies with all statutory and regulatory requirements on corporate governance and has constituted the requisite committees to look into issues of financial reporting, investor grievance and executive remuneration.

The Company has adopted various codes and policies to carry out its duties in an ethical manner. Some of these codes and policies are:

- Code of Business conduct and Ethics for Directors and Senior Management
- Familiarisation Programmes for Independent Directors
- Policy on Website Archival
- Vigil Mechanism and Whistle Blower Policy
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Code of Conduct to Regulate, Monitor and Report Trading by Insiders.

### 2. BOARD OF DIRECTORS

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. Current composition of the Board and category of Directors is as follows:

<b>Category</b>	<b>Name of the Directors</b>
<b>Independent Directors</b>	Mr. Sandeep Kumar
	Mr. Amit Jindal
	Ms. Seema Malhotra
	Mr. Shiv Shankar Singhal*
<b>Non-Executive Non-Independent Directors</b>	Mr. Anil Arya
<b>Executive Directors</b>	Mr. Jatin Garg

\*Appointed as Additional Director w.e.f. May 26, 2016

None of the Directors, are inter se, related to any other Director on the Board.

## **Selection of Independent Directors**

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under the law. All the Independent Directors have given the requisite declarations of independence during the year.

## **Meetings of Independent Directors**

The Company's Independent Directors meet at least once in every financial year without the presence of Non-Independent Directors and management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the other Independent Directors. Independent Directors shall take appropriate steps to present their views to the Board.

## **Familiarisation programmes for Board Members**

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are presented at Board and Board Committees.

The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <http://acestonecraft.com/pdf/policy-on-familiarisation-programmes-for-i-directors.pdf>

## **Code of Conduct**

The Code of Conduct of all the Directors/Management Personnel ("the Code"), as adopted by the Board, is a comprehensive Code applicable to Directors and Management Personnel.

A copy of the Code has been put on the Company's website ([www.acestonecraft.com](http://www.acestonecraft.com)). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

The Board Members and the Senior Management personnel affirmed compliance with the code on an annual basis, and a declaration to this effect has been given by the Director as below:

I hereby confirm that the Company has obtained affirmation from all the members of the Board and Senior Management that they have complied with the code of conduct for Board Members and Senior Management in respect of the financial year 2015- 16.

Mr. Anil Arya  
Director

## ACE STONE CRAFT LIMITED

### Director's Profile

A brief resume of Directors, nature of their expertise in specific functional areas and names of companies in which they hold Directorships, Memberships / Chairmanships of Board Committees and their shareholding in the Company are provided below:

- (a) **Mr. Sandeep Kumar (DIN: 07000717)**, 31 years, has done B.com from Punjab University. He is the Member of the Institute of Chartered Accountant of India. Mr. Sandeep Kumar has an extensive background and experience in Finance, Banking, Mergers & Acquisitions, Strategic Planning, Restructuring Operations, Export Marketing, International Business Relations, Collaborations and Joint Ventures.

Mr. Sandeep Kumar joined the Board of the Company on October 20, 2014. He doesn't hold any shares of the Company in his name.

He is not related to any other Director, or Key Managerial Personnel of the Company.

- (b) **Ms. Seema Malhotra (DIN: 07143078)**, 36 years, has done Bachelor of Science from DAV PG college Dehradun. She has an extensive background and experience in stock trading business.

Ms. Seema Malhotra joined the Board of the Company on March 30, 2015. She doesn't hold any shares of the Company in his name.

She is not related to any other Director, or Key Managerial Personnel of the Company.

- (c) **Mr. Shiv Shankar Singhal (DIN: 07177451)**, 64 years, has done Bachelors in Law. He is an Advocate by profession. He has an extensive background in handling Legal matters, Taxation matters including sales Tax, VAT and other taxes.

Mr. Shiv Shankar Singhal joined the Board of the Company on May 26, 2016. He doesn't hold any shares of the Company in his name.

He is not related to any other Director, or Key Managerial Personnel of the Company.

- (d) **Mr. Jatin Garg (DIN: 06871101)**, 23 years, has done Bachelor of Commerce and currently gaining experience in the field of Business Administration.

Mr. Jatin Garg joined the Board of the Company on May 13, 2014. He doesn't hold any shares of the Company in his name.

He is not related to any other Director, or Key Managerial Personnel of the Company.

Other Directorship/Committee Membership of the Directors proposed to be appointed / re-appointed are given below:

Name of Director	Other Directorships/Committee Membership	
	Name of the Indian Companies	Position on the Board and Committee thereof
Mr. Sandeep Kumar	NIL	NIL
Ms. Seema Malhotra	NIL	NIL
Mr. Jatin Garg	NIL	NIL
Mr. Shiv Shankar Singhal	NIL	NIL

## ACE STONE CRAFT LIMITED

### 3. NUMBER OF BOARD MEETINGS HELD WITH DATES

Nine Board meetings were held during the year, as against the minimum requirement of four meetings. The details of Board meetings are given below:

Date	Board Strength	No. of Directors present
May 14, 2015	6	6
May 18, 2015	6	6
May 28, 2015	6	6
June 08, 2015	6	6
August 12, 2015	6	4
August 20, 2015	6	6
November 13, 2015	6	6
January 22, 2016	6	6
March 03, 2016	6	6

### 4. ATTENDANCE OF DIRECTORS AT BOARD MEETINGS, LAST ANNUAL GENERAL MEETING AND NUMBER OF OTHER DIRECTORSHIP(S) AND CHAIRMANSHIP(S)/MEMBERSHIP(S) OF COMMITTEES OF EACH DIRECTOR IN VARIOUS COMPANIES:

Name of the Director	Attendance at meetings during 2015-16		No of Other Directorship(s)*	No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies <sup>#</sup>
	Board Meetings	Last AGM		
Mr. Sandeep Kumar	8	Yes	NIL	NIL
Mr. Amit Jindal	9	No		
Ms. Seema Malhotra	9	No	NIL	NIL
Mr. Shiv Shankar Singhal <sup>@</sup>	NIL	N.A.	NIL	NIL
Mr. Anil Arya	9	Yes	1	NIL
Mr. Jatin Garg	9	No	5	NIL
Mr. Saurabh Goyal <sup>§</sup>	9	No	NIL	NIL

\*The Directorships, held by Directors as mentioned above, do not include Directorships in foreign companies.

<sup>#</sup>Membership(s) / Chairmanship(s) of only the Audit Committees and Stakeholders Relationship Committees in all public limited companies (excluding Ace Stone Craft Limited) have been considered.

<sup>@</sup>Appointed as Additional Director w.e.f. May 26, 2016.

<sup>§</sup>Resigned from Directorship w.e.f. April 02, 2016.

### 5. BOARD COMMITTEES

#### Details of Board Committees:

Details of Board Committees and other related information are provided hereunder:

## ACE STONE CRAFT LIMITED

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### Composition of Board Committees

#### AUDIT COMMITTEE

S.No	Name	Category	Designation
1.	Mr. Sandeep Kumar	Non-Executive Independent Director	Chairman
2.	Mr. Anil Arya	Non-Executive Director	Member
3.	Mrs. Seema Malhotra	Non-Executive Independent Director	Member

#### NOMINATION AND REMUNERATION COMMITTEE

S.No	Name	Category	Designation
1.	Mr. Anil Arya	Non-Executive Director	Chairman
2.	Mr. Sandeep Kumar	Non-Executive Independent Director	Member
3.	Mr. Amit Jindal	Non-Executive Independent Director	Member

#### STAKERHOLDERS' RELATIONSHIP COMMITTEE

S.No	Name	Category	Designation
1.	Mr. Anil Arya	Non-Executive Director	Chairman
2.	Mr. Sandeep Kumar	Non-Executive Independent Director	Member
3.	Mr. Shiv Shankar Singhal	Non-Executive Independent Director	Member

#### RISK MANAGEMENT COMMITTEE

S.No	Name	Category	Designation
1.	Mr. Anil Arya	Non-Executive Director	Chairman
2.	Mr. Amit Jindal	Non-Executive Independent Director	Member
3.	Mr. Shiv Shankar Singhal	Non-Executive Independent Director	Member

Ms. Geetanjali Sharma, Company Secretary and Compliance Officer is the Secretary to all Board Committees constituted under the Companies Act, 1956/Companies Act, 2013.

## ACE STONE CRAFT LIMITED

### Meetings of Board Committees held during the year and Directors' attendance:

Board Committees	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee
Meetings held	8	5	3	2
<b>Director's attendance</b>				
Mr. Sandeep Kumar	8	5	3	N.M.
Mr. Amit Jindal	8	5	N.M.	1
Ms. Seema Malhotra	8	N.M.	N.M.	N.M.
Mr. Shiv Shankar Singhal <sup>@</sup>	-	-	-	-
Mr. Anil Arya	N.M.	5	3	1
Mr. Jatin Garg	N.M.	N.M.	N.M.	N.M.
Mr. Saurabh Goyal <sup>*</sup>	8	N.M.	3	1

\*Ceased to be Director of the Company w.e.f. April 02, 2016

<sup>@</sup> Appointed as Director of the Company w.e.f. May 26, 2016.

N.M. - Not a member of the Committee

N.A. - Not attended

### Procedure at Committee Meetings

The Company's guidelines relating to Board meetings are applicable to Committee meetings as far as practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its function. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before Board meetings for noting.

#### (a) **AUDIT COMMITTEE**

##### **Composition:**

During the year, the Committee met eight times and the maximum time gap between any two meetings was less than four months. The minutes of the audit Committee meetings were placed before the Board.

##### **The Composition of the Committee is given below:**

Mr. Sandeep Kumar (Chairman)	Non-Executive Independent Director <sup>OR</sup>
Mr. Anil Arya	Non-Executive Director
Mrs. Seema Malhotra	Non-Executive Independent Director

The Committees composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Members of the Audit Committee possess financial/accounting expertise/exposure.

**Terms of Reference of the Committee, inter alia, includes the following:**

### **Powers of the Audit Committee**

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary

**Role of the Audit Committee, inter alia, includes the following:**

- To examine and oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- To recommend to the Board, the appointment, remuneration and terms of appointment of the Auditors of the Company.
- To review and monitor the auditor's Independence and performance and effectiveness of the audit process.
- To approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- To review, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - ✓ Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013;
  - ✓ Changes, if any, in accounting policies and practices and reasons for the same;
  - ✓ Major accounting entries involving estimates based on the exercise of judgment by the management;
  - ✓ Significant adjustments made in the financial statements arising out of audit findings;
  - ✓ Compliance with listing and other legal requirements relating to financial statements;
  - ✓ Disclosure of any related party transactions and
  - ✓ Qualification in the draft audit report.
- To examine the financial statements and auditors report thereon and review the same with the management before submission to the Board for approval.
- To monitor end use of funds raised through public offer and related matters and review, with the management, the statement of uses/application of funds raised through and issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer documents/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- To approve or any subsequent modification of transactions of the Company with related parties.
- To scrutinize inter-corporate loans and investments.
- To approve the valuation of undertakings or assets of the Company, whenever it is necessary.
- To evaluate internal financial controls and risk management systems.
- To review, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- To discuss with internal auditors any significant findings and follow up thereon.

## ACE STONE CRAFT LIMITED

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- To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- To approve the appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- To carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

### **Reviewing the following information:**

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

### **(b) NOMINATION AND REMUNERATION COMMITTEE**

During the year five meetings of Committee were held.

#### **The Composition of the Committee is given below:**

Mr. Sandeep Kumar (Chairman)	Non-Executive Independent Director
Mr. Anil Arya	Non-Executive Director
Mr. Amit Jindal	Non-Executive Independent Director

The aforesaid Committee's composition and the terms of reference meet with the requirements of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Companies Act, 2013.

#### **Terms of Reference of the Committee, inter alia, includes the following:**

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.

- To administer, monitor and formulate detailed terms and conditions of the Employees Stock Option Scheme including.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

### **Remuneration policy and details of remuneration of Non-executive Directors:**

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as Annexure A to the Directors Report. Further, the Company has devised a Policy for performance evaluation of Directors

### **Details of the remuneration /sitting fees paid to all the Directors**

#### **Remuneration of Non-executive Directors:**

During the year, no remuneration was paid to the Non-executive Directors.

### **(c) STAKEHOLDERS RELATIONSHIP COMMITTEE**

During the year five meetings of Committee were held.

#### **The Composition of the Committee is given below:**

Mr. Amit Jindal (Chairman)	Non-Executive Independent Director
Mr. Anil Arya	Non-Executive Director
Mr. Shiv Shankar Singhal	Non-Executive Independent Director

The aforesaid Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of share holders / investors complaints.

The aforesaid Committee's composition and the terms of reference meet with the requirements of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Companies Act, 2013.

#### **Terms of Reference of the Committee, inter alia, includes the following:**

- To redress the investor complaints like non-receipt of balance sheet, non-receipt of declared dividends, non receipt of share certificates, sub-division, consolidation, approval and issue of duplicate share certificates etc;
- To affix or authorize fixation of the common seal of the Company to the share certificates of the Company;
- To do all such acts, things or deeds as may be necessary or incidental to redress the investor complaints and
- To oversees performance of the Registrar and Transfer agents of the Company and recommends measure for overall improvement in the quality of investor service.

### Investor Grievance Redressal

The Company received no complaints during the year under review. There were no outstanding complaints as on March 31, 2016.

All the complaints were promptly resolved and there was no outstanding complaint as on March 31, 2016.

**Compliance Officer:** Ms. Geetanjali Sharma is the Compliance officer for complying with requirements of Securities Laws and Listing Regulations of SEBI.

### (d) RISK MANAGEMENT COMMITTEE

During the year one meeting of Committee was held.

**The Composition of the Committee is given below:**

Mr. Anil Arya (Chairman)	Non-Executive Director
Mr. Sandeep Kumar	Non-Executive Independent Director
Mr. Shiv Shankar Singhal	Non-Executive Independent Director

The Risk Management Committee was re-constituted by the Board on May 26, 2016 adhering to the good corporate governance practice. The Committee's prime responsibility is to implement and monitor the risk management plan and policy of the Company.

**Role and Responsibilities of the Committee includes the following:**

- Framing of Risk Management plan and policy
- Overseeing implementation of Risk Management Plan and Policy.
- Monitoring of Risk Management Plan and Policy.
- Validating the process for risk management and risk minimization.
- Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.
- Continuing obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed
- Performing such other functions as may be necessary or appropriate for the performance of its aforesaid function.

## ACE STONE CRAFT LIMITED

### 6. GENERAL BODY MEETINGS

- (i) The date and time of Annual General Meetings held during last three years, and the special resolution(s) passed thereat, are as follows:

Year	Date & Time	Location	Type of Resolution passed
2013	30 <sup>th</sup> August, 2013 3:00 P.M. (Friday)	C/o Mr. Jugal Kishore Moda, Sanjay Textile, Naya Sarak, Infront of Day Night Medical, Cuttack, Orissa-753012	Ordinary Resolution: 06 Special Resolution: 00
2014	16 <sup>th</sup> September, 2014 5.45 P.M (Tuesday)	C/o Mr. Jugal Kishore Moda, Sanjay Textile, Naya Sarak, Infront of Day Night Medical, Cuttack, Orissa-753012	Ordinary Resolution: 06 Special Resolution: 00
2015	24 <sup>th</sup> July, 2015 10.00 A.M. (Friday)	Plot No. 1210, Mahanadivihar, P.O. Nayabazar, Cuttack, Orissa-753004	Ordinary Resolution: 03 Special Resolution: 00

### 7. DISCLOSURE

- I. **Disclosure on materially significant related party transactions, i.e. the Company's transactions that are of material nature, with its Promoters, Directors and the management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interests at large**

The Company has not entered into any transaction of material nature with the promoters, the Directors or the management, their subsidiaries or relatives etc. that may have any potential conflict of interest with the Company.

- II. **Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets during last three years.**

There have been no instances of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any other statutory authority.

- III. The Company has complied with the mandatory requirements of the Listing Regulations.

- IV. The Company has adopted a Vigil Mechanism and Whistle-Blower Policy for directors and employees to report genuine concerns or wrong doings. This Policy has also been posted on the website of the Company [www.acestonecraft.com](http://www.acestonecraft.com).

### 8. OTHER REQUIREMENTS

#### **Management Discussion and Analysis Report**

**Management's Discussion** and Analysis report have been provided separately as a part of this Annual Report and includes discussions on various matters specified under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

## **Disclosure of Accounting Treatment**

The financial statements for the year under review have been prepared under historical cost convention, on accrual basis, in accordance with the generally accepted accounting principles in India and to comply with the Accounting standards prescribed in the Companies (Accounting standards) Rules, 2006 and other applicable provisions and the relevant provisions of the Companies Act, 2013. The accounting policies have been consistently applied by the Company.

## **Code of Conduct for Prohibition of Insider Trading**

The Company has also adopted the Code of Conduct for Prohibition of Insider Trading of shares of the Company as provided under 'The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015' as amended from time to time. This Code has also been posted on the website of the Company [www.acestonecraft.com](http://www.acestonecraft.com)

## **9. MEANS OF COMMUNICATION**

The Company has been sending physical copies of the Annual Reports, notices and other communications through the prescribed modes of postage. However, in case where email id of a shareholder is registered, such communications are sent to the registered email id of the Shareholders.

The Quarterly, Annual Results of the Company as per the statutory requirement under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are generally published in the Business Standard (English Newspapers) and Utkal Oriya (Regional Language Newspaper) and are sent to the Stock Exchanges.

The quarterly and Annual Results along with additional information are also posted on the website of the Company [www.acestonecraft.com](http://www.acestonecraft.com)

Official News Releases and Presentations made to Institutional Investors or to the analysts are also displayed on the website of the Company.

## **10. GENERAL SHAREHOLDER INFORMATION**

### **Forthcoming Annual General Meeting**

Time	10.00 A.M.
Venue	Plot No. 1210, Mahanadivihar, P.O. Nayabazar, Cuttack, Orissa-753004
Day and date	Friday, August 05, 2016

### **Financial Year**

April 1 to March 31

### **Listing on Stock Exchanges and Stock Code**

Equity Shares of the Company are listed and traded on Delhi Stock Exchange (DSE) and Bhubaneswar Stock Exchange (BHSE).

The Company is in process to get the Company listed on Stock Exchanges having nationwide trading terminals.

## ACE STONE CRAFT LIMITED

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The Company has paid the annual listing fees to the aforesaid Stock Exchanges for 2015-16 within the stipulated time period.

### **Financial Calendar: [tentative]**

Tentative Calendars for declaration of results for the Financial Year 2016-17 is given below:

<b>Results for the quarter ending</b>	<b>Date of Declaration (on or before)</b>
June 30, 2016	August 14, 2016
September 30, 2016	November 14, 2016
December 31, 2016	February 14, 2017
March 31, 2017	Unaudited Financials for the last quarter on or before May 15, 2017/ Audited Annual Financial for the FY 2016-17 on or before May 30, 2017
Annual General Meeting	September 30, 2017

**Dates of Book Closure:** The share transfer books and register of members of the Company shall remain closed from July 30, 2016 to August 05, 2016 (both days inclusive).

**Dividend Payment date:** No Dividend is proposed/declared during the year.

### **Outstanding GDRs/ADRs/ and Convertible Bonds, Conversion**

1. The Company has not issued any ADRs/GDRs during the year under review.
2. There is no outstanding GDRs/ADRs and Convertible Bonds.
3. A disclosure on outstanding Employees Stock Options is given in Annexure I to the Directors Report.

### **Corporate Identity Number ('CIN')**

The Company's Corporate Identity Number (CIN) allotted by Ministry of Corporate Affairs, Government of India is "L26994OR1992PLC003022". The registered office of the Company is situated in Cuttack, Orissa.

### **Share Price**

The Company's share was not traded at any Stock exchanges during the F.Y. 2015 -16.

### **Dematerialization of shares**

The Company's shares are admitted into both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 85.56 % of the total issued capital of the Company is held in dematerialized form.

**Compliance Officer:** Ms. Geetanjali Sharma is the Compliance officer for complying with requirements of Securities Laws and Listing Regulations of SEBI.

### **REGISTRAR & SHARE TRANSFER AGENTS**

MAS Services Limited T-34, IInd Floor Okhla Industrial area Phase-II New Delhi-110020, India.  
Phone No.: +91-11-26387281-82, E-mail: info@masserv.com

## ACE STONE CRAFT LIMITED

### Share Transfer System

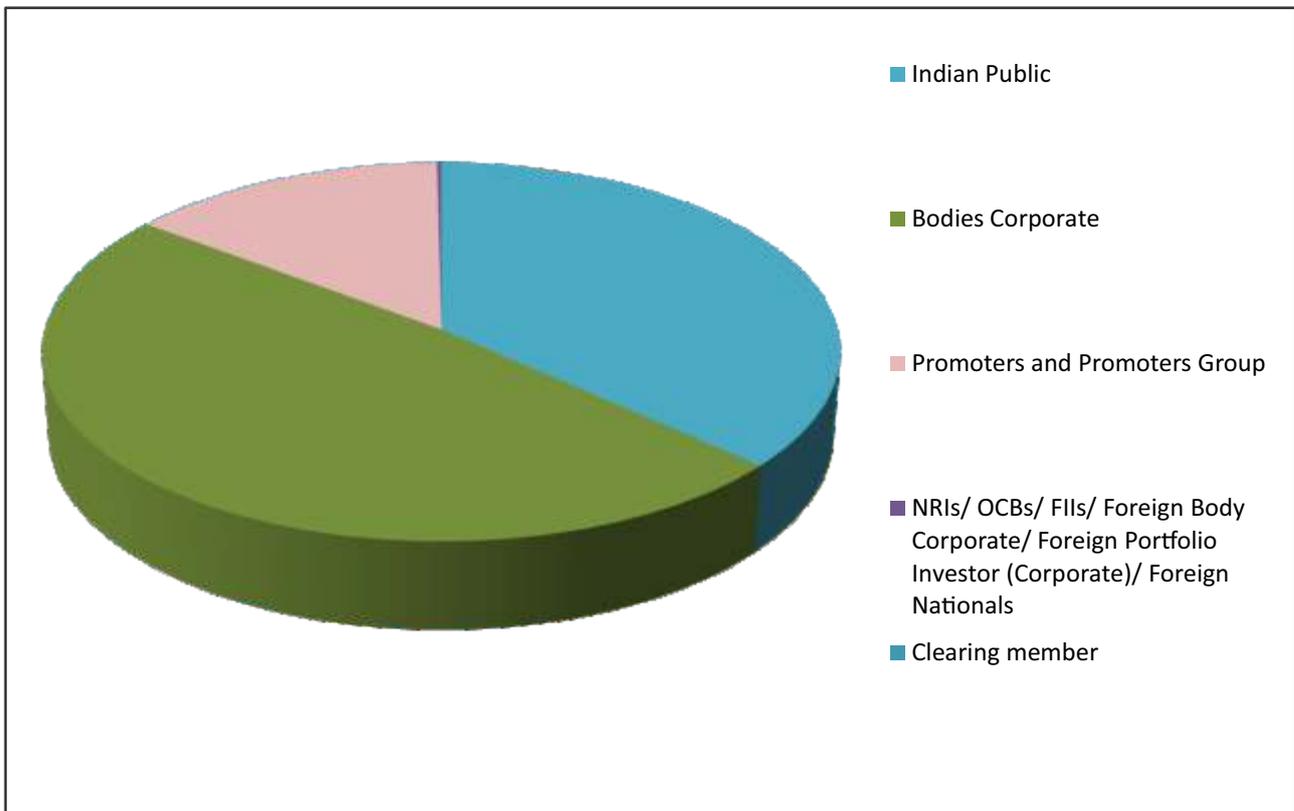
Share transfers in physical form are registered and returned within the stipulated time, if documents are complete in all respects.

Other details are as under:	
Approximate time taken for share transfer if the Documents are clear in all respects	15 days
Total No. of shares dematerialized as on 31.03.2016	20101900
Total No. of Shares in physical form	3390200
Total No. of shares transferred in physical form During 2015-2016	4000
Number of Shares pending / Rejection for Transfer as on March 31, 2016	NIL

### Distribution of shareholding as on March 31, 2016

S.No.	Category	No. of Equity shareholders	No. of Equity shares	%age
1.	Indian Public	13109	8625200	36.72
2.	Bodies Corporate	20	11418100	48.60
3.	Promoters and Promoters Group	1	3400500	14.48
4.	NRIs/ OCBs/ FIIs/ Foreign Body Corporate/ Foreign Portfolio Investor (Corporate)/ Foreign Nationals	70	47600	0.20
5.	Clearing member	2	700	0.00
6.	Trusts	0	0	0
7.	Central Government/ State Government(s) Institutions	0	0	0
	<b>Total</b>	<b>13202</b>	<b>23492100</b>	<b>100</b>

**Graphic presentation of the Shareholding Pattern as on March 31, 2016**



**Registered Office Address**

**Ace Stone Craft Limited**  
Plot No.1210, Mahanadivihar  
P.O. Nayabazar, Cuttack  
Orissa, 753004 India  
Tel: +91 - 011 - 47055534

**Corporate Office Address**

**Ace Stone Craft Limited**  
304, Vikas Surya Tower  
DC Chowk, Sector-9  
Rohini, New Delhi-110085  
Tel: +91 - 011 - 47055534

**Compliance Officer**

**Ms. Geetanjali Sharma**  
304, Vikas Surya Tower  
DC Chowk, Sector-9  
Rohini, New Delhi-110085  
Tel: +91 - 011 - 47055534

## CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

**Ace Stone Craft Limited**

Plot No. 1210, Mahanadivihar,

P.O. Nayabazar,

Cuttack, Orissa-753004

1. We have reviewed the implementation of the corporate governance procedures by Ace Stone Craft Limited (the Company) during the year ended March 31, 2016, with the relevant records and documents maintained by the Company, furnished to us for our review and report on Corporate Governance, as approved by the Board of Directors.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.
3. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. On the basis of our review and according to the best of our information and according to the explanations given to us, the Company has been complying with the conditions of Corporate Governance, as stipulated in the clause 49 of the Listing agreements (s) of the Company with the Stock Exchanges for the period April 01, 2015 to November 30, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as referred to in Regulation 15(2) of the Listing Regulations for the period December 01, 2015 to March 31, 2016.

**For Bansal Vikas & Associates**  
**Company Secretaries**

Vikas Bansal

**Proprietor**

**Membership No. 42210**

**Certificate of Practice No. 15693**

**Place:** New Delhi

**Date:** June 30, 2016

## **CEO and CFO Certification**

The Board of Directors  
Ace Stone Craft Limited

Dear members of the Board,

We, Mr. Anil Arya, Director and Mr. Satyendra Singh Rawat, Chief Financial Officer of Ace Stone Craft Limited, to the best of our knowledge and belief, certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For **Ace Stone Craft Limited**

**Place: New Delhi**  
**Date: June 30, 2016**

**Anil Arya**  
**Director**

**Satyendra Singh Rawat**  
**Chief Financial Officer**

## **INDEPENDENT AUDITOR'S REPORT**

To  
**Members of**  
**ACE STONE CRAFT LIMITED**  
New Delhi

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **ACE STONE CRAFT LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### **1. Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; safeguarding the assets of the Company; preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

2. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
3. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **Opinion**

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016, and its profit and its cash flows for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

8. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order.

## ACE STONE CRAFT LIMITED

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### 9. As required by Section 143(3) of the Act, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014..
- e. On the basis of the written representations received from the directors as on 31 March 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure-B; and
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has no pending litigations.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**for VBR & Associates  
Chartered Accountants**

**(Vijay Bansal)  
Partner**

**Membership No. 88744**

**Firm's Registration No. 013174N**

**Place: Delhi**

**Date: 26.05.2016**

Re: Ace Stone Craft Limited

### **Annexure-A to the Auditors Report**

The Annexure referred to in Independent Auditors Report to the Members of the Company on the standalone financial statements for the year ended March 31, 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
  - c) The Company do not have any immovable properties.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
  - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

## ACE STONE CRAFT LIMITED

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- (iii) The Company has granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. and with respect to the same:
- (a) The principal amounts are repayable on demand and since the repayment of such loans has not been demanded, in our opinion, receipt of the principal amount is regular; and
  - (b) there is no overdue amount in respect of loans granted to such companies, firms or other parties.
- (iv) The Company has complied provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security provided.
- (v) The Company has not accepted any deposits from public.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii)(a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income -tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
- (b) There are no dues outstanding in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any dispute.
- (viii) In our opinion, the Company has not defaulted in repayment of dues to any financial institution or a bank or to debenture-holders during the year.
- (ix) In our opinion, the Company has not raised any amount by way of initial public offer, term loan or any other debt instrument during the year.
- (x) No fraud on or by the Company has been noticed or reported during the period covered by our audit.
- (xi) The Company has not paid any managerial remuneration during the year, so applicability of Section 197 does not arise.
- (xii) The Company is not a nidhi Company.
- (xiii) In our opinion all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) The Company has not entered any non cash transactions with directors or persons connected with him during the year.
- (xvi) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

**for VBR & Associates  
Chartered Accountants**

**(Vijay Bansal)  
Partner**

**Membership No. 88744**

**Firm's Registration No. 013174N**

**Place: Delhi  
Date: 26.05.2016**

## **ANNEXURE- B to the Auditors Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We were engaged to audit the internal financial controls over financial reporting of Ace Stone Craft Limited as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on my/our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the Company.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**for VBR & Associates  
Chartered Accountants**

**(Vijay Bansal)  
Partner**

**Membership No. 88744**

**Firm’s Registration No. 013174N**

**Place: Delhi**

**Date: 26.05.2016**

# ACE STONE CRAFT LIMITED

## BALANCE SHEET AS AT 31st MARCH, 2016

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2016	As at 31.03.2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders funds</b>			
Share Capital	1	234,921,000	234,921,000
Reserves and surplus	2	2,443,412	2,230,214
<b>Current liabilities</b>			
Short Term Borrowings	3	133,470,441	178,411
Trade Payables	4	96,140	84,389
Other current liabilities	5	1,393,258	1,276,032
Short-term provisions	6	95,337	618,701
<b>Total</b>		<b>372,419,589</b>	<b>239,308,747</b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Non Current Investments	7	134,078,151	127,344,711
<b>Current assets</b>			
Inventories	8	7,015,450	7,015,450
Trade Receivables	9	-	500,000
Cash and Cash Equivalents	10	49,404	96,479
Short Term Loans and Advances	11	216,384,984	91,510,106
Other Current Assets	12	14,891,600	12,842,001
<b>Total</b>		<b>372,419,589</b>	<b>239,308,747</b>

Significant Accounting Policies & Notes to Account form an integral part of Accounts.

In terms of our report attached  
For VBR & Associates  
Chartered Accountants  
Firm Registration No.: 013174N

For and on behalf of the Board of Directors

Anil Arya  
Director  
DIN : 05153603

Jatin Garg  
Director  
DIN : 06871101

VIJAY BANSAL  
Partner  
M. No. 088744  
Place: New Delhi  
Date: 26/05/2016

Satyendra Singh Rawat  
Chief Financial Officer

Geetanjali Sharma  
Company Secretary

**Statement of Profit and Loss As At 31st March, 2016**

( Amount in Rs.)

Particulars	Note No.	Year Ended 31.03.2016	Year Ended 31.03.2015
<b>Revenue:</b>			
Other Income	13	13,469,990	8,146,718
<b>Total Revenue</b>		<b>13,469,990</b>	<b>8,146,718</b>
<b>Expenses:</b>			
Employee benefits expense	14	490,499	894,425
Finance cost	15	11,838,402	5,844,610
Other expenses	16	832,554	1,112,402
<b>Total expenses</b>		<b>13,161,454</b>	<b>7,851,437</b>
<b>Profit before tax</b>		<b>308,536</b>	<b>295,281</b>
Tax expense:			
(1) Current tax		95,337	91,242
(2) Deferred tax		-	-
<b>Profit (Loss) for the period</b>		<b>213,198</b>	<b>204,039</b>
Income Tax Adjustments Earlier years			
		<b>213,198</b>	<b>204,039</b>
<b>Basic Earnings per equity share</b>	17	<b>0.01</b>	<b>0.01</b>

Significant Accounting Policies & Notes to Account form an integral part of Accounts.

In terms of our report attached

For VBR & Associates

Chartered Accountants

Firm Registration No.: 013174N

VIJAY BANSAL

Partner

M. No. 088744

Place: New Delhi

Date: 26/05/2016

For and on behalf of the Board of Directors

Anil Arya

Director

DIN : 05153603

Satyendra Singh Rawat

Chief Financial Officer

Jatin Garg

Director

DIN : 06871101

Geetanjali Sharma

Company Secretary

# ACE STONE CRAFT LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016

( Amount in Rs.)

	Year ended 31.3.2016	Year ended 31.3.2015
<b>A</b>		
<b><u>Cash Flow from Operating Activities</u></b>		
Net Profit before taxes	308,536	295,281
Adjustment for Deferred Revenue Expenditure	-	-
<b>Operating Profit before Working Capital changes</b>	<b>308,536</b>	<b>295,281</b>
<b>Adjustment for changes in Working Capital</b>		
Increase/(decrease) in Trade Payables	11,751	84,389
Increase/(decrease) in Other current Liabilities	117,226	760,845
Increase/(decrease) in Short-Term Provisions	(523,364)	91,242
(Increase)/decrease in Trade Receivables	500,000	1,079,400
(Increase)/decrease in Inventories	-	-
(Increase)/decrease in Short Term Loan and Advances	(124,874,878)	41,288,867
(Increase /decrease in Other Current Assets	2,049,599	-
Cash generated from Operating Activities	(126,510,328)	43,600,024
Taxes Paid	(95,337)	(91,242)
<b>Net Cash from Operating Activities</b>	<b>(126,605,665)</b>	<b>43,508,782</b>
<b>B</b>		
<b><u>Cash Flow from Investing Activities</u></b>		
Sale/(Purchase)of Investments	(6,733,440)	(8,395,464)
<b>C</b>		
<b><u>Cash Flow from Financing Activities</u></b>		
Proceeds/(Repayment) of Short Term Borrowings	133,292,030	(35,278,587)
Net Increase/(Decrease) in Cash and Cash Equivalents	(47,075)	(165,269)
<b>Cash and Cash Equivalents as on 01st April(Opening Balance)</b>	<b>96,479</b>	<b>261,747</b>
<b>Cash and Cash Equivalents as on 31st March (Closing Balance)</b>	<b>49,404</b>	<b>96,479</b>
	-	-

# ACE STONE CRAFT LIMITED

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Notes:

- 1 The above Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard -3 on "Cash Flow Statement" notified under Section 211(3C) of the Companies Act, 1956
- 2 Figures in brackets represents cash outflow.

**As per our report of even date annexed**

**For VBR & Associates  
Chartered Accountants  
Firm Registration No.: 013174N**

**VIJAY BANSAL  
Partner  
M. No. 088744  
Place: New Delhi  
Date: 26/05/2016**

**For and on behalf of the Board of Directors**

**Anil Arya  
Director  
DIN : 05153603**

**Satyendra Singh Rawat  
Chief Financial Officer**

**Jatin Garg  
Director  
DIN : 06871101**

**Geetanjali Sharma  
Company Secretary**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016**

### **A. SIGNIFICANT ACCOUNTING POLICIES**

#### **1. Accounting Convention**

The financial statements of the Company have been prepared and presented under the historical cost convention on the accrual basis of accounting principles generally accepted in India ("GAAP") and comply with the mandatory Accounting Standards ("AS") issued by the Institute of Chartered Accountants of India ("The ICAI") to the extent applicable and relevant provisions of the Companies Act, 2013. The financial statements are presented in Indian Rupees rounded off to the nearest rupees.

The Company follows the mercantile system of accounting and recognize items of income and expenditure on accrual basis.

#### **2. Revenue Recognition**

Revenue from sale of goods is recognized on the basis of terms and conditions with respective customers which coincides with the transfer of significant risks and rewards to the customer. Interest income is recognized on time proportion basis considering the amount outstanding and the rate applicable.

#### **3. Depreciation**

No Fixed Assets Exist as on Balance Sheet date.

#### **4. Investments**

Long Term investments are stated at cost, less provision for diminution in value of investments, which is considered to be permanent

Current investments are stated at lower of cost or fair market value. Cost includes original cost of acquisition, including brokerage and stamp duty.

Unquoted investments are valued at cost.

#### **5. Taxation**

Provision for taxation is ascertained on the basis of assessable profits computed in accordance with provisions of Income Tax Act, 1961.

#### **6. Provisions and Contingent Liabilities**

Provisions are recognized for present obligations, of uncertain timing or amount, arising as a result of past event where a reliable estimate can be made and it is probable that an outflow of resource embodying economic benefit will be required to settle the obligation. Where it is not probable that an outflow of resources embodying economic benefit will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability unless the probability of outflow of resources embodying economic benefit is remote.

Contingent Liability is disclosed in case of :

- a) a present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation.
- b) a present obligation when no reliable estimate is possible, and
- c) a possible obligation arising from past events where the probability of outflow of resources is not remote.

Provision, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

# ACE STONE CRAFT LIMITED

## **B. NOTES TO ACCOUNTS**

### **1. Share Capital**

<b><u>Share Capital</u></b>	<b>As at 31 March 2016</b>		<b>As at 31 March 2015</b>	
	<b>Number</b>	<b>Amount in Rs.</b>	<b>Number</b>	<b>Amount in Rs.</b>
-				
<b><u>Authorised</u></b>				
Equity Shares of Rs. 10/- each	25,000,000	250,000,000	25,000,000	250,000,000
<b><u>Issued</u></b>				
Equity Shares of Rs. 10/- each	23,492,100	234,921,000	23,492,100	234,921,000
<b><u>Subscribed &amp; Paid up</u></b>				
Equity Shares of Rs. 10/- each fully paid	23,492,100	234,921,000	23,492,100	234,921,000
<b><u>Subscribed but not fully Paid up</u></b>				
Equity Shares of Rs. 10/- each, not fully paid up	-	-	-	-
<b>Total</b>	<b>23,492,100</b>	<b>234,921,000</b>	<b>23,492,100</b>	<b>234,921,000</b>

### **1 (A) Reconciliation of Equity Shares**

<b>Particulars</b>	<b>As at 31 March 2016</b>		<b>As at 31 March 2015</b>	
	<b>Number</b>	<b>Amount (Rs.)</b>	<b>Number</b>	<b>Amount (Rs.)</b>
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	23,492,100	234,921,000	23,492,100	234,921,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	23,492,100	234,921,000	23,492,100	234,921,000

## ACE STONE CRAFT LIMITED

### 1 (B) Disclosure of shareholders holding more than 5% of Share Capital

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
UPHILL BUILDWELL PRIVATE LIMITED	3,220,000	13.71%	3,220,000	13.71%
GLIDER REALCON INDIA PRIVATE LIMITED	3,275,000	13.94%	3,275,000	13.94%
SHREESHANKU REALTORS PRIVATE LIMITED	3,300,000	14.05%	3,300,000	14.05%
REAL GAINS INFRASTRUCTURES LIMITED	3,400,500	14.48%	3,400,500	14.48%

### 1 (C) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

### 2 Reserves & Surplus

	As at 31 March 2016	As at 31 March 2015
-		
<b>Surplus</b>		
Opening balance	2,230,214	2,026,175
(+) Net Profit/(Net Loss) For the current year	213,198	204,039
Closing Balance	<b>2,443,412</b>	<b>2,230,214</b>
<b>Total</b>	<b>2,443,412</b>	<b>2,230,214</b>

### 3 Short Term Borrowings

	As at 31 March 2016	As at 31 March 2015
-		
Unsecured Loan		
-Globe Fincap Ltd.	133,470,441	178,411
<b>Total</b>	<b>133,470,441</b>	<b>178,411</b>

## ACE STONE CRAFT LIMITED

### 4 Trade Payables

	As at 31 March 2016	As at 31 March 2015
-		
Trade Expenses Payables	96,140.00	84,389
<b>Total</b>	<b>96,140</b>	<b>84,389</b>

### 5 Other Current Liabilities

	As at 31 March 2016	As at 31 March 2015
-		
- Other payables		
- Salary Payable	544,000	576,324
- Audit Fees Payable	28,625	37,500
- EXPENSES Payable	118,243	80,000
- TDS Payable	702,390	582,208
<b>Total</b>	<b>1,393,258</b>	<b>1,276,032</b>

### 6 Short Term Provisions

	As at 31 March 2016	As at 31 March 2015
-		
<b>Others</b>		
- Provision for Tax	-	125,086
- Provision for Tax A.Y. 2013 -14	-	313,626
- Provision for Tax A.Y. 2014 -15	-	88,747
- Provision for Tax A.Y. 2015 -16	-	91,242
- Provision for Tax A.Y. 2016 -17	95,337	-
<b>Total</b>	<b>95,337</b>	<b>618,701</b>

## ACE STONE CRAFT LIMITED

### 7 Non Current Investments

	As at 31 March 2016	As at 31 March 2015
-		
<b>Investments(Non Trade)</b>		
Investment In Spark Plug Company India Ltd.	134,078,151	127,344,711
<b>Total</b>	<b>134,078,151</b>	<b>127,344,711</b>

### 8 Inventories

	As at 31 March 2016	As at 31 March 2015
-		
Traded Stock	7,015,450	7,015,450
<b>Total</b>	<b>7,015,450</b>	<b>7,015,450</b>

### 9 Trade Receivables

	As at 31 March 2016	As at 31 March 2015
-		
<b>Unsecured-considered good</b>		
Others	-	500,000
<b>Total</b>	<b>-</b>	<b>500,000</b>

### 10 Cash and Cash Equivalents

	As at 31 March 2016	As at 31 March 2015
-		
<b>Balance With Banks</b>		
- In Current Account	17346.13	15,741
Cash in hand	32058.00	80,738
<b>Total</b>	<b>49,404</b>	<b>96,479</b>

## ACE STONE CRAFT LIMITED

### 11 Short Term Loans and Advances

	As at 31 March 2016	As at 31 March 2015
Loan and Advances	214,865,028	89,863,634
TDS Receivable	-	137,113
TDS Receivable A.Y. 2013 -14	-	525,313
TDS Receivable A.Y. 2014 -15	-	405,499
TDS Receivable A.Y. 2015 -16	514,107	578,546
TDS Receivable A.Y. 2016 -17	1,005,849	-
		-
<b>Total</b>	<b>216,384,984</b>	<b>91,510,106</b>

### 12 Other Current Assets

	As at 31 March 2016	As at 31 March 2015
<b>Preliminary Expenses</b>		
Opening Balance	12842001	12,842,001
Add:- Listing And Processing Fee Paid	2049600	-
Sub Total	14891600	12,842,001
Less:-Written off during the year	-	-
<b>Total</b>	<b>14,891,600</b>	<b>12,842,001</b>

### 13 Other Income

	For the year ended 31 March 2016	For the year ended 31 March 2015
Trading A/c Future & Option(Loss)	1,171,784	860,577
Interest Income	14,558,482	7,286,141
Interest on Income Tax Refund	65,492	-
Other Income	17,800	
<b>Total</b>	<b>13,469,990</b>	<b>8,146,718</b>

## ACE STONE CRAFT LIMITED

### 14 Employee Benefit Expenses

<u>Particulars</u>	For the year ended 31 March 2016	For the year ended 31 March 2015
Salary & Wages	708,612	878,990
Staff Welfare Expenses	9,650	15,435
<b>Total</b>	<b>718,262</b>	<b>894,425</b>

### 15 Finance Cost

<u>Particulars</u>	For the year ended 31 March 2016	For the year ended 31 March 2015
Interest Paid	11,838,402	5,844,610
<b>Total</b>	<b>11,838,402</b>	<b>5,844,610</b>

### 16 Other Expenses

<b>Indirect Expenses</b>	For the year ended 31 March 2016	For the year ended 31 March 2015
Advertisement Expenses	123,898	129,680
Listing Fees and Other Expenses	-	365,035
Miscellaneous Expenses (Refer note below)	199,455	307,633
Legal and Professional Charges	-	125,115
Payment to Auditors	28,625	19,500
Travelling and Conveyance	32,422	24,689
Rent	103,000	115,000
Electricity Expenses	24,710	25,750
Postage & Telegram	92,681	-
<b>Total</b>	<b>604,791</b>	<b>1,112,402</b>

## ACE STONE CRAFT LIMITED

### Miscellaneous Expenses

<b>Indirect Expenses</b>	<b>For the year ended 31 March 2016</b>	<b>For the year ended 31 March 2015</b>
Printing & Stationery	500	12,560
Penalty	34,277	-
Telephone Expenses	12,590	13,778
Bonus	8,750	80,000
Bank Charges	532	65
Annual Filing Fee	15,000	-
ROC and Filing Fees	15,600	88,870
CDSL Charges	85,875	56,180
NSDL Charges	26,331	56,180
<b>Total</b>	<b>199,455</b>	<b>307,633</b>

### 17 Earnings per share (EPS)

<b>Particulars</b>	<b>As at 31 March 2016</b>	<b>As at 31 March 2015</b>
Profit / (Loss) after tax	213,198	204,039
Net profit for calculation of basic and diluted EPS	<b>213,198</b>	<b>204,039</b>
Weighted average number of equity shares in calculating Basic EPS	23,492,100	23,492,100
<b>Basic EPS (Rs.)</b>	<b>0.01</b>	<b>0.01</b>

- 18 Estimated amount of Contracts remaining to be executed on capital account and not provided for – NIL
- 19 According to the information and explanations given to us there is no amount due to any small-scale industrial undertaking as defined under Section 3(i) of the Industrial (Development & Regulation) Act, 1951
- 20 Balances under the head - Short Term Borrowings, Long Term Loan & Advance, S. Debtors , Short Term Loan & Advances and other current liabilities are subject to confirmation and consequential adjustments, if any.
- 21 Advances have been given or received from certain persons including companies for which documentation is pending. However, such transactions have been approved by the Board of Directors of the company.
- 22 No employees were in receipt of or were entitled to receive emoluments in aggregate to Rs. 24,00,000/- or more per annum if employed for full year or Rs 2,00,000/- or more per month if employed for the part of the year.
- 23 The Company has taken/given advances against future projects which are either identified/to be identified.
- 24 The operation of the Company is considered as a single segment, hence segment reporting as defined in Accounting Standard 17 is not applicable.
- 25 Previous year figures are regrouped/rearranged/reclassified, wherever considered necessary to conform to the current year presentation.

### As per our report of even date attached

**For VBR & Associates**  
**Chartered Accountants**

**Firm Registration No.: 013174N**

**VIJAY BANSAL**

**Partner**

**M. No. 088744**

**Place: New Delhi**

**Date: 26/05/2016**

**For and on behalf of the Board of Directors**

**Anil Arya**

**Director**

**DIN : 05153603**

**Satyendra Singh Rawat**

**Chief Financial Officer**

**Jatin Garg**

**Director**

**DIN : 06871101**

**Geetanjali Sharma**

**Company Secretary**

# ACE STONE CRAFT LIMITED

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## NOTICE

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the members of **Ace Stone Craft Limited (“the Company”)** will be held on August 05, 2016 at 10.00 a.m. at the registered office of the company at Plot No. 1210, Mahanadivihar, P.O. Nayabazar, Cuttack, Orissa-753004 to transact the following businesses:

### ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Jatin Garg (DIN: 06810026), who, retires by rotation at this Annual General Meeting, and being eligible, offers himself for re- appointment.
3. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the approval of members at the 23<sup>rd</sup> Annual General Meeting, the appointment of M/s. VBR & Associates, Chartered Accountants, Delhi, (ICAI Firm Registration No. 013174N) be and is hereby ratified till the conclusion of 25<sup>th</sup> Annual General Meeting, of the Company on such remuneration as may be decided by the Board of Directors of the Company.”

### SPECIAL BUSINESS

4. To re-appoint Mr. Sandeep Kumar (DIN: 07000717) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 („the act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sandeep Kumar (DIN : 07000717), Independent Director of the Company, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further term of 3 (three) consecutive years from the date of this Annual General Meeting upto August 04, 2019.”

5. To re-appoint Ms. Seema Malhotra (DIN: 07143078) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 16, 17 and other applicable regulation of the SEBI (Listing

## ACE STONE CRAFT LIMITED

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Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Seema Malhotra (DIN: 07143078), Independent Director of the Company, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further term of 3 (three) consecutive years from the date of this Annual General Meeting upto August 04, 2019.”

6. To appoint Mr. Shiv Shankar Singhal (DIN: 07177451) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 („the act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Shiv Shankar Singhal (DIN: 07177451), who was appointed as an Additional Director (Independent) of the Company, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term upto May 25, 2021.”

7. To adopt Memorandum of Association as per Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4 & 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Cuttack, Orissa, to adopt Memorandum of Association prescribed under Companies Act, 2013 with the following changes with immediate effect:

- Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and hereby replaced with the title “**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:-**
- Clause IV of the Memorandum of Association (Liability Clause) the Liability of the members is limited be and hereby replaced with “**The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors and Company Secretary of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Cuttack, Orissa.”

8. To adopt new set of Articles of Association and in this regards to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 142 with the new regulations 1 to 94, be and is hereby adopted as new regulations of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and is hereby severally authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the afore said Resolution along with filing of necessary E-forms with the Registrar of Companies, Cuttack, Orissa.”

**By the Order of the Board of Directors**

**For Ace Stone Craft Limited**

Place: New Delhi

Date: June 30, 2016

**Geetanjali Sharma**

Company Secretary

**Registered Office:**

Plot No.1210, Mahanadivihar

P.O. Nayabazar, Cuttack

Orissa, 753004 India

**Telephone:** +91 - 011 - 47055534

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

**Email id:** [contactus@acestonecraft.com](mailto:contactus@acestonecraft.com)

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE 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. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY 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. A BLANK PROXY FORM IS ENCLOSED HERewith AND IF INTENDED TO BE USED, THE FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. Route map of the venue of the meeting is given at the end of the notice.
3. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.**
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution/other valid authorization, authorising their representative to attend and vote on their behalf at the Meeting.
5. Brief resume of Directors proposed to be appointed/re-appointed, their age, qualification, date of first appointment on the Board, experience, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships with other directors / key managerial personnel, number of meetings of the Board attended during the year are provided in the Corporate Governance Report forming part of the Annual Report.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. 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.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office and copies thereof shall also be available for inspection at the Corporate Office of the Company on all working days, except Saturdays, (between 10 a.m. to 1.00 p.m.) upto the date of the Meeting. Copies of such document shall also be made available at the meeting.
10. The Company has notified closure of Register of Members and Share Transfer Books from 30<sup>th</sup> July 2016 to 05<sup>th</sup> August 2016 (both days inclusive) for the purpose of the Annual General Meeting.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / its Registrars and Transfer Agents, MAS Services Limited (“MAS”).

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / MAS.
13. Members desirous of making a nomination in respect of their shareholding in the Company, in physical mode, as permitted under Section 72 of the Companies Act, 2013, are requested to write to MAS, Company's Registrar and Transfer Agents. In respect of the shareholding in demat mode, please contact the respective depository participant, with whom the Member is having demat account.
14. Members who hold shares in multiple folios or joint accounts in the same order of names are requested to send the share certificates to MAS or contact their depository participant as the case may be, for consolidation into a single folio.
15. Non-Resident Indian Members are requested to inform MAS, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. **In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, the Company is pleased to provide members with facility to exercise their votes by electronic means (e-voting). Communication containing detailed instructions in this regard is being sent separately.**

### **STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE “ACT”):**

**The following Statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice.**

#### **Item No.4**

The Members in the last Annual General Meeting had appointed Mr. Sandeep Kumar as an Independent Director on the Board of the Company in accordance with the provisions of Sections 149, 152 read with Schedule IV to the Companies Act 2013 and Clause 49 of the Listing Agreement.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, re-appointment of an Independent Director requires approval of members by way of special resolution.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sandeep Kumar for the office of Independent Director of the Company. Mr. Sandeep Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Further, the Company has received a declaration from Mr. Sandeep Kumar that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Sandeep Kumar fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Sandeep Kumar is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Mr. Sandeep Kumar, his age, qualification, date of his first appointment on the Board, experience, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors / key managerial personnel, number of meetings of the Board attended during the year and other details as stipulated under the Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sandeep Kumar is re-appointed as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and his satisfactory performance, the Board of Directors have proposed that Mr. Sandeep Kumar be re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a further term of 3 (three) consecutive years from the date of this Annual General Meeting upto August 04, 2019.

Copy of the draft letter for appointment of Mr. Sandeep Kumar as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office/corporate office of the Company.

Save and except Mr. Sandeep Kumar and his relatives, to the extent of their shareholding interest, if any, in the Company, 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 at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

### **Item No.5**

The Members in the last Annual General Meeting had appointed Ms. Seema Malhotra as an Independent Director on the Board of the Company in accordance with the provisions of Sections 149, 152 read with Schedule IV to the Companies Act 2013 and Clause 49 of the Listing Agreement.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, re-appointment of an Independent Director requires approval of members by way of special resolution.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Seema Malhotra for the office of Independent Director of the Company. Ms. Seema Malhotra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Further, the Company has received a declaration from Ms. Seema Malhotra that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Ms. Seema Malhotra fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Ms. Seema Malhotra is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Ms. Seema Malhotra, his age, qualification, date of his first appointment on the Board, experience, nature of his expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors / key managerial personnel, number of meetings of the Board attended during the year and other details as stipulated under the Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Seema Malhotra is re-appointed as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and her satisfactory performance, the Board of Directors have proposed that Ms. Seema Malhotra be re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a further term of 3 (three) consecutive years from the date of this Annual General Meeting upto August 04, 2019.

Copy of the draft letter for appointment of Ms. Seema Malhotra as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office/corporate office of the Company.

## ACE STONE CRAFT LIMITED

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Save and except Ms. Seema Malhotra and her relatives, to the extent of their shareholding interest, if any, in the Company, 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 at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

### **Item No.6**

The Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Shiv Shankar Singhal as Additional Director (Independent) on the Board of the Company on May 15, 2015, in accordance with the provisions of Sections 161(1) and 149 read with Schedule IV to the Companies Act 2013, Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company. He holds office as an additional director upto the date of this Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of Members of the company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Shiv Shankar Singhal for the office of Independent Director of the Company. Mr. Shiv Shankar Singhal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Further, the Company has received a declaration from Mr. Shiv Shankar Singhal that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Shiv Shankar Singhal fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Shiv Shankar Singhal is independent of the management and possesses appropriate skills, experience and knowledge

Brief resume of Mr. Shiv Shankar Singhal, his age, qualification, date of first appointment on the Board, experience, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors / key managerial personnel, number of meetings of the Board attended during the year and other details stipulated under the Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Shiv Shankar Singhal is appointed as an Independent Director of the Company.

Copy of the draft letter for appointment of Mr. Shiv Shankar Singhal as an Independent Director setting out the terms and conditions is available for inspection by Members at the registered office/corporate office of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Shiv Shankar Singhal be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term upto May 25, 2021.

## ACE STONE CRAFT LIMITED

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Save and except Mr. Shiv Shankar Singhal and his relatives, to the extent of their shareholding interest, if any, in the Company, 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 at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

### **Item No.7 and 8**

The existing memorandum and articles of Association (MOA & AOA) were based on the Companies Act, 1956 and some of which are no longer in force.

With the coming of the Companies Act, 2013 into force, several regulations of the existing MOA & AOA of the company requires alterations or deletions at several places.

In order to comply with the provisions of the Companies Act, 2013, it is considered expedient to wholly replace the existing MOA & AOA by adopting them afresh. Therefore, your directors recommend the resolution as set out in item no. 7 and 8 for the approval of the shareholders.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board commends the special resolutions set out at Item No. 7 & 8 of the Notice for approval by Members.

**By the Order of the Board of Directors**

**For Ace Stone Craft Limited**

Place: New Delhi

Date: June 30, 2016

**Geetanjali Sharma**

Company Secretary

**Registered Office:**

Plot No.1210, Mahanadivihar

P.O. Nayabazar, Cuttack

Orissa, 753004 India

**Telephone:** +91 - 011 - 47055534

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

**Email id:** [contactus@acestonecraft.com](mailto:contactus@acestonecraft.com)

## **Instructions for E-Voting**

Dear Members,

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 24<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the 24<sup>th</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (<http://www.acestonecraft.com/>).

The e-voting period commences at 9 :00 am on August 02, 2016 and ends at 5:00 pm on August 04, 2016. During this period shareholders of the Company, may cast their vote electronically. The e - voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The Company has appointed Mr. Vikas Bansal Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e - voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 29, 2016. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 29, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [contactus@acestonecraft.com](mailto:contactus@acestonecraft.com)/ [sm@masserv.com](mailto:sm@masserv.com).

NOTE: The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting at AGM shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

## ACE STONE CRAFT LIMITED

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### The procedure to login to e-Voting website is given below:

1. Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of (Ace Stone Craft Limited). Members can cast their vote online from August 02, 2016 (9 :00 am) till August 04, 2016 (5:00 pm).

### **Note: e-Voting shall not be allowed beyond said time.**

8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail ( [csvikasbansal@gmail.com](mailto:csvikasbansal@gmail.com) ) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

### Other information:

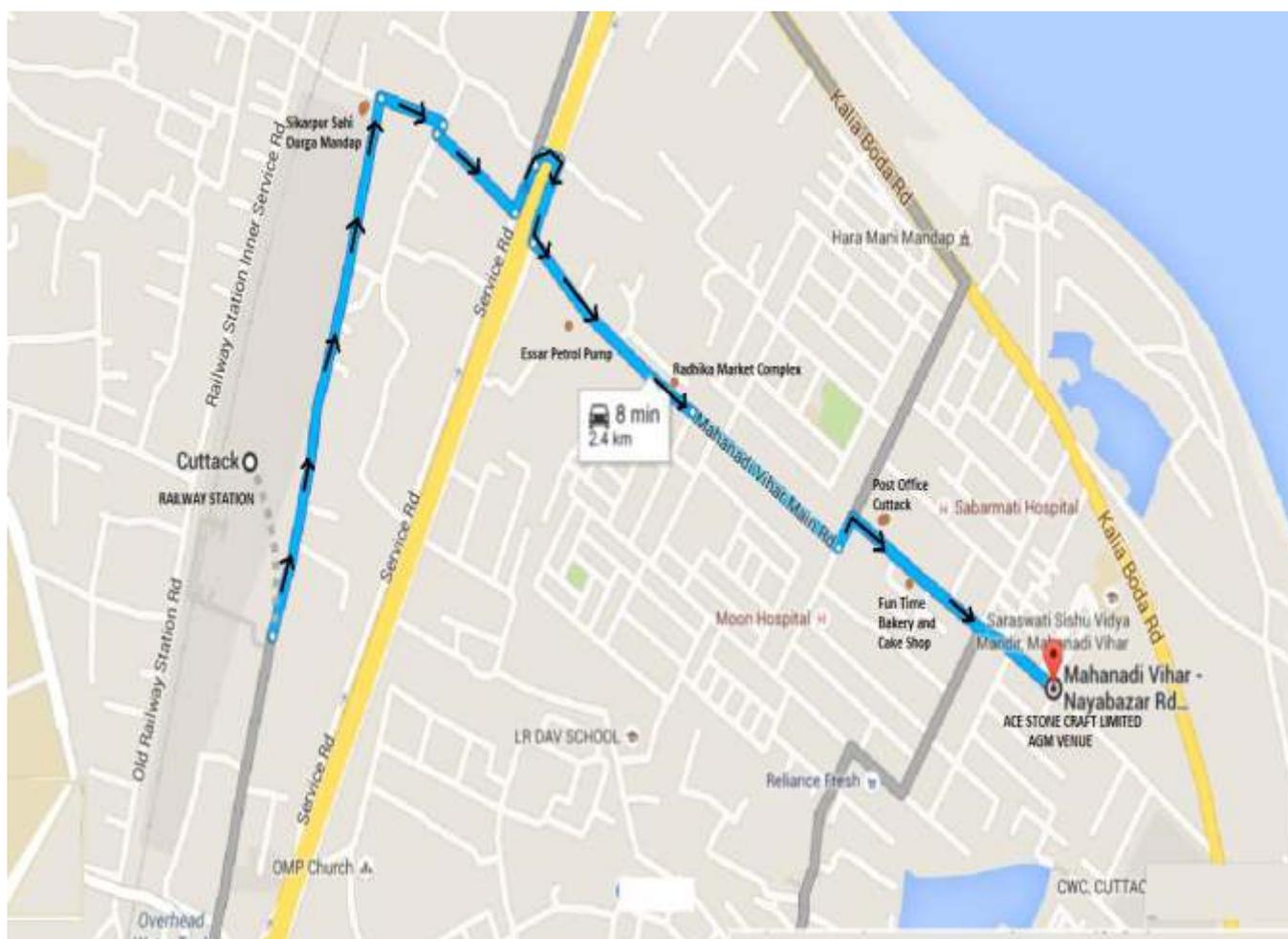
- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Assuring you of our best services,

Regards,  
e-Voting support desk  
National Securities Depository Limited ([www.nsdl.co.in](http://www.nsdl.co.in))

**Route Map to the Venue of the 24<sup>th</sup> Annual General Meeting**



# ACE STONE CRAFT LIMITED

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## ACE STONE CRAFT LIMITED

**CIN – L26994OR1992PLC003022**

Regd. office: Plot No.1210, Mahanadivihar P.O. Nayabazar, Cuttack Orissa, 753004 India

**Tel:** +91 - 011 - 47055534

**Email:** [contactus@acestonecraft.com](mailto:contactus@acestonecraft.com) **Website:** [www.acestonecraft.com](http://www.acestonecraft.com)

Corp. office: 304, Vikas Surya Tower DC Chowk, Sector-9 Rohini, New Delhi-110085

**Tel:** +91 - 011 - 47055534

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### ATTENDANCE SLIP

Name of the sole / first named member .....

Address of the sole / first named member.....

Registered Folio No.....

DP ID No./Client ID No.\*.....

Number of shares held.....

I hereby record my presence at the 24<sup>th</sup> Annual General Meeting of the Company held on Friday, August 05, 2016 at the registered office of the company at Plot No. 1210, Mahanadivihar, P.O. Nayabazar, Cuttack, Orissa-753004 at 10:00 a.m.

Signature of Member/Proxy present

**Note:** Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.

\*Applicable for investors holding shares in electronic form.

✂----- Tear here -----

# ACE STONE CRAFT LIMITED

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## ACE STONE CRAFT LIMITED

**CIN – L26994OR1992PLC003022**

Regd. office: Plot No.1210, Mahanadivihar P.O. Nayabazar, Cuttack Orissa, 753004 India

**Tel:** +91 - 011 - 47055534

**Email:** [contactus@acestonecraft.com](mailto:contactus@acestonecraft.com) **Website:** [www.acestonecraft.com](http://www.acestonecraft.com)

Corp. office: 304, Vikas Surya Tower DC Chowk, Sector-9 Rohini, New Delhi-110085

**Tel:** +91 - 011 - 47055534

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### PROXY FORM

#### Form No. MGT-11

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

Name of the member(s) : .....

Registered Address : .....

Email Id: .....

Folio No/ Client ID ... DP ID.....

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

1. Name:.....

Address.....

E-mail Id: .....Signature: .....;or failing him

2.Name:.....

Address : .....

E-mail Id: .....Signature: .....;or failing him

3. Name:.....

Address: .....

E-mail Id: .....Signature:.....

## ACE STONE CRAFT LIMITED

As my / our proxy attend and vote (on a poll) for me / us and on my / our behalf at the 24<sup>th</sup> Annual General Meeting of the Company to be held on Friday, August 05, 2016 at the registered office of the company at Plot No. 1210, Mahanadivihar, P.O. Nayabazar, Cuttack, Orissa-753004 at 10:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
1.	Consideration and Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Jatin Garg as a director of the Company, liable to retire by rotation		
3.	Appointment of Auditors and fixing their remuneration		
4.	Re-appointment of Mr. Sandeep Kumar as an Independent Director		
5.	Re-appointment of Ms. Seema Malhotra as an Independent Director		
6.	Appointment of Mr. Shiv Shankar Singhal as an Independent Director		
7.	Adoption of Memorandum of Association as per Companies Act, 2013		
8.	Adoption of Articles of Association as per Companies Act, 2013		

Signed this ..... day of ..... 2016.

Signature of shareholder.....

Signature of Proxy Holder(s): 1) .....2) .....3) .....

Affix ₹ 1  
Revenue  
Stamp

Note:

- 1) Please complete all the details including details of member(s) in the above Box before submission.
- 2) It is optional to put "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- 3) **A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10% 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 proxy for any other person or shareholder.**
- 4) The Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## BOOK POST



*If undelivered please return to :*

**ACE STONE CRAFT LIMITED**

Plot No.1210, Mahanadivihar, P.O. Nayabazar, Cuttack, Orissa-753004