



Solid Stone

Company Limited

SOLID STONE COMPANY LIMITED
(CIN : L26960MH1990PLC056449)

REGISTERED OFFICE :
1501, Maker Chambers-V, Nariman Point, Mumbai – 400 021.

NOTICE OF MEETING

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Shareholders of SOLID STONE COMPANY LIMITED will be held on **19th September, 2024 at 09.30 a.m**, through VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) to **transact the following business:**

ORDINARY BUSINESS :

1. To receive, consider and adopt :
 - a. the Audited Standalone Financial Statements of the Company for financial year ended March 31, 2024, together with the Reports of Board of Directors and the Auditors thereon.
 - b. **the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.**

SPECIAL BUSINESS :

2. **Appointment of Mr. Sarvapriya Walia (DIN: 08040807) as an Independent Director for a period of five years:**

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

“**RESOLVED THAT** pursuant to provision of Section 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sarvapriya Walia (DIN: 08040807) be and is hereby appointed as Independent Director of the Company for a period of 5 years with effect from the conclusion of this Annual General meeting till the conclusion of the Annual General meeting to be held for the year ending 31st March, 2029 who shall not be subject to retirement by rotation.”

3. **Appointment of Ms. Deepali Jagad (DIN: 10745991) as an Independent Director for a period of five years:**

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





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“RESOLVED THAT pursuant to provision of Section 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Deepali Jagad (DIN: 10745991) be and is hereby appointed as Independent Director of the Company for a period of 5 years with effect from the conclusion of this Annual General meeting till the conclusion of the Annual General meeting to be held for the year ending 31st March, 2029 who shall not be subject to retirement by rotation.”

4. Appointment of Ms. Rashmi Ghorpade (DIN: 10745942) as an Independent Director for a period of five years:

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

“RESOLVED THAT pursuant to provision of Section 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Rashmi Ghorpade (DIN: 10745942) be and is hereby appointed as Independent Director of the Company for a period of 5 years with effect from the conclusion of this Annual General meeting till the conclusion of the Annual General meeting to be held for the year ending 31st March, 2029 who shall be subject to retirement by rotation.”

5. To approve / authorise to transact with related party / material entity:

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

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), and subject to such other approvals, consents, permissions and sanctions of any Authorities as may be necessary, consent of Shareholders be and is hereby accorded to the Board of Directors (acting on behalf of the company), (including any committee thereof or any director or official of the company authorized in this behalf) to enter into transactions, either individual or taken together with previous transactions on arms length basis and in ordinary course of business with R. J. Realtors (in which spouse of one of the Promoters of the Company is partner of the firm), (as detailed in the explanatory statement annexed hereto) considered to be related to the company, pursuant to the





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Act and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for an aggregate amount upto Rs. 5 crore per financial year for 5 (Five) years starting from 01st April, 2024 to 31st March, 2029 as per the terms and conditions mutually agreed from time to time.

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

6. To approve / authorise to transact with related party / material entity :

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

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), and subject to such other approvals, consents, permissions and sanctions of any Authorities as may be necessary, consent of Shareholders be and is hereby accorded to the Board of Directors (acting on behalf of the company), (including any committee thereof or any director or official of the company authorized in this behalf) to enter into transactions, either individual or taken together with previous transactions on arms length basis and in ordinary course of business with Five Senses Realty LLP (in which spouse of one of the Promoters of the Company is partner of the firm), (as detailed in the explanatory statement annexed hereto) considered to be related to the company, pursuant to the Act and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for an aggregate amount upto Rs. 5 crore per financial year for 5 (Five) years starting from 01st April, 2024 to 31st March, 2029 as per the terms and conditions mutually agreed from time to time.

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

By Order of the Board of Directors

Milan B. Khakhar

Milan B. Khakhar
Chairman & Managing Director
(DIN : 00394065)



Place : Mumbai
Date : 21st May, 2024



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NOTES :

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April,2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021,2/2022 dated 5th May, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("MCA") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. **Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars.**
3. No attendance slip/route map has been sent along with this Notice of the Meeting as the meeting is held through Audio Visual means.
4. Members who are shareholders as on 13th day, of September, 2024 can join the AGM 15 minutes before the commencement of the AGM i.e at 9:15 A.M and till the time of the conclusion of the Meeting by following the procedure mentioned in this Notice.
5. Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.
6. Members holding shares in physical form are requested to furnish bank details, email address, change of address etc. to Link Intime India Pvt.Ltd. (Share Transfer Agents of the company) at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083, Tel.No. 022 49186000, Email:rnt.helpdesk@linkintime.co.in. who are the Company's Registrar and Share Transfer Agents so as to reach them latest by 23rd day of August, 2024, in order to take note of the same. In respect of members holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of the aforesaid date will be considered by the Company. Hence, members holding shares in demat mode should update their records at the earliest.
7. MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of this Meeting and the Annual Reports have been sent via email to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on 23rd day of August, 2024. Those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
 - a. Those Members who have registered/not registered their mail address and mobile nos. including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with





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Registrar and Transfer Agents Link Intime India Private Ltd. in case the shares are held in physical form.

- b. Members may also visit the website of the Company www.solid-stone.com
- c. Alternatively, Members may send an e-mail request to the email id rnt.helpdesk@linkintime.co.in along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio.

All shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to sglinserv@gmail.com.

8. SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize shares held by them in physical form.
9. **The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2024 to 19th September, 2024 (both days inclusive)** for the purpose of compliance with the annual closure of Books as per Section 91 of the Companies Act, 2013.

10. The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments thereafter) provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated Suspense Account as prescribed by the IEPF Authority.

In the event the shareholders do not claim any unclaimed/ unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified.

11. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Link Intime India Pvt.Ltd. for lodging claim for refund of shares and / or dividend from the IEPF Authority.

- 13 There is no unclaimed/unpaid dividends for any of the earlier financial years to be transferred to IEPF.

- 14 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 / Link Intime India Pvt.Ltd..





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15 Non – Resident Indian Members are requested to inform Link Intime India Private Limited, 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 Number, if not furnished earlier.

16 Instruction for attending the meeting through VC:

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the solidgranites@gmail.com created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:





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1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

17 E-voting:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the

REGD.OFF:1501, Maker Chambers V, Nariman Point, Mumbai - 400021(India)

TEL.:(9122)66115800(100Lines),FAX:22826439

E-mail:solidgranites@gmail.com / solidstone@solid-stone.com www.solid-stone.com

ROC- CIN : L26960MH1990PLC056449





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home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a. Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b. Click on New System Myeasi
- c. Login with user id and password
- d. After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a. To register, visit
URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided Login ID and password.
- d. After successful login, user able to see e-voting menu.
- e. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a. Visit URL: <https://www.cdslindia.com/>
 - b. Go to e-voting tab.
 - c. Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
 - d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
 - e. After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.





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3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.





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Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".





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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

Mr. Sarvapriya Walia is a Commerce Graduate from University of Mumbai. He also holds Diploma in Marketing Management from Xaviers Institute of Management. He is also holding certificate in Copywriting from Mary Ward Centre London. He has rich experience in field of Corporate world for more than 25 years. He has worked for Mudra Communications and other such corporates and also worked as consultant for Dalal Street Journal (DSJ Group). He has also handled various profiles in the field of advertising and Marketing. He has worked on specific assignments for ad agencies like O&M, Dentsu, FCB Ulka and McCann Health.

He has been awarded with “Mudra Extra Punch Award” for handling the Indian Bank Mutual Fund Account.

The Company has received a notice from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment of Mr. Sarvapriya Walia as Director of the Company. Mr. Sarvapriya Walia has consented to act as Director. The Board considers it desirable to avail the expertise and guidance of Mr. Sarvapriya Walia on the Board as an Independent Director.

Copy of the draft letter of appointment of Mr. Sarvapriya Walia setting out the terms and condition of appointment is available for inspection by the Members at the registered office of the Company.

The details/ information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 with respect to appointment of Director is detailed in Annexure-1 to this notice.

The Company has also received declaration from Mr. Sarvapriya Walia that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Further, he is not disqualified from being appointed as a Director in terms of Companies Act, 2013.

Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the Nomination and remuneration Committee, the Board of Directors of the Company at their meeting held on 21st May, 2024 have approved the appointment of Mr. Sarvapriya Walia for the period of five years as provided in the resolution.

Except Mr. Sarvapriya Walia, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP of the Company are concerned with or interested in the proposed Resolution as set out at Item No. 2 of this Notice.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members





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Item No. 3

Ms. Deepali Jagad is a Commerce Graduate from University of Mumbai. She has rich experience of more than 22 years in corporate world. She has worked in many positions in the Corporate and handled various jobs, assignments, tasks relating to accounts, finance, financial planning and banking during her career span. She is well versed with accounting and banking matters.

The Company has received a notice from a Member under Section 160 of the Companies Act, 2013 signifying her intention to propose the appointment of Ms. Deepali Jagad as Director of the Company. Ms. Deepali Jagad has consented to act as Director. The Board considers it desirable to avail the expertise and guidance of Ms. Deepali Jagad on the Board as an Independent Director.

Copy of the draft letter of appointment of Ms. Deepali Jagad setting out the terms and condition of appointment is available for inspection by the Members at the registered office of the Company.

The details/ information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 with respect to appointment of Director is detailed in Annexure-1 to this notice.

The Company has also received declaration from Ms. Deepali Jagad that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, she is not disqualified from being appointed as a Director in terms of Companies Act, 2013.

Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the Nomination and remuneration Committee, the Board of Directors of the Company at their meeting held on 21st May, 2024 have approved the appointment of Ms. Deepali Jagad for the period of five years as provided in the resolution.

Except Ms. Deepali Jagad, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP of the Company are concerned with or interested in the proposed Resolution as set out at Item No. 3 of this Notice.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

Item No. 4

Ms. Rashmi Ghorpade has completed Bachelor of Computer Application_(B.C.A) From Tilak Vidyapeeth Pune and is also qualified as MSC-IT. She also holds Diploma in Information Technology from Government Polytechnic. She has huge experience in the field of IT industry. She has handled many assignments solely at various level in the field of Information Technology. She has also given services as Technical Instructor in various Computer Training Institutes.





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The Company has received a notice from a Member under Section 160 of the Companies Act, 2013 signifying her intention to propose the appointment of Ms. Rashmi Ghorpade as Director of the Company. Ms. Rashmi Ghorpade has consented to act as Director. The Board considers it desirable to avail the expertise and guidance of Ms. Rashmi Ghorpade on the Board as an Independent Director.

Copy of the draft letter of appointment of Ms. Rashmi Ghorpade setting out the terms and condition of appointment is available for inspection by the Members at the registered office of the Company.

The details/ information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 with respect to appointment of Director is detailed in Annexure-1 to this notice.

The Company has also received declaration from Ms. Rashmi Ghorpade that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, she is not disqualified from being appointed as a Director in terms of Companies Act, 2013.

Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the Nomination and remuneration Committee, the Board of Directors of the Company at their meeting held on 21st May, 2024 have approved the appointment of Ms. Rashmi Ghorpade for the period of five years as provided in the resolution.

Except Ms. Rashmi Ghorpade, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP of the Company are concerned with or interested in the proposed Resolution as set out at Item No. 4 of this Notice.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Item No. 5:

It is informed to the members that the company has entered into/ propose to be entered into contracts/ arrangements/ agreements/ transactions to sale to and purchase of goods from R. J. Realtors which is the Related party as per the terms and conditions mutually agreed from time to time, which are in the ordinary course of business of the company and terms and conditions including pricing are at arm's length basis and the same are reviewed by the Audit Committee. The total value of the transaction(s) could reach Rs.5 Crores per Financial year.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with R. J. Realtors comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the





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Listing Regulations. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) entered/ proposed to be entered into by your Company with R. J. Realtors.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with R. J. Realtors are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party :	R. J. Realtors
2	Name of the interested Director or KMP:	Mr. Milan Khakhar (Director) and his relatives
3	Nature of Relationship :	Daughter's Spouse of Mr. Milan Khakhar
4	Nature, material terms, monetary value and particulars of the contract or arrangement :	Purchase and Sale of Goods upto aggregate amount of Rs. 5 crores per year
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

The Board of Directors recommends passing of the resolution as set out at item no.5 of this Notice as an Ordinary Resolution

Except Mr. Milan Khakhar mentioned hereinabove, none of the other Directors or Key management Personnel or their relatives may be deemed to be interested in the proposed Resolution.

Item No. 6 :

It is informed to the members that the company has entered into/ propose to be entered into contracts/ arrangements/ agreements/ transactions to sale to and purchase of goods from Five Senses Realty LLP which is the Related party as per the terms and conditions mutually agreed from time to time, which are in the ordinary course of business of the company and terms and conditions including pricing are at arm's length basis and the same are reviewed by the Audit Committee. The total value of the transaction(s) could reach Rs.5 Crores per Financial year.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with Five Senses Realty LLP comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) entered/ proposed to be entered into by your Company with Five Senses Realty LLP.





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Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Five Senses Realty LLP are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party :	Five Senses Realty LLP
2	Name of the interested Director or KMP :	Mr. Milan Khakhar (Director) and his relatives
3	Nature of Relationship :	Daughter's Spouse of Mr. Milan Khakhar
4	Nature, material terms, monetary value and particulars of the contract or arrangement :	Purchase and Sale of Goods upto aggregate amount of Rs. 5 crores per year
5	Any other information relevant or important for the members to take a decision on the proposed resolution :	Nil

The Board of Directors recommends passing of the resolution as set out at item no. 6 of this Notice as an Ordinary Resolution

Except for Mr. Milan Khakhar, none of the other Directors, Key management Personnel are deemed to be interested in the proposed Resolution.

ANNEXURE – 1

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SS-2)

Name of Director	Mr. Sarvapriya Walia	Ms. Deepali Jagad	Ms. Rashmi Ghorpade
Director Identification Number	08040807	10745991	10745942
Date of appointment	19.09.2024	19.09.2024	19.09.2024
Date of Birth / Age	27.01.1961 (63 years)	30.06.1975 (49 Years)	21.11.1983 (41 Years)
Profile of Director	Mr. Sarvapriya Walia is a Commerce from University of Mumbai. He also holds Diploma in Marketing Management from Xaviers Institute of Management. He is also holding certificate in Copywriting from Mary Ward Centre London. He has a rich experience in the field of marketing and advertising.	Ms. Deepali Jagad is a Commerce Graduate from University of Mumbai. She has rich experience of more than 15 years in corporate world. She has worked in many positions in the Corporate and handled various accounting assignments during her	Ms. Rashmi Ghorpade has completed Bachelor of Computer Application (B.C.A and also done MSC-IT. She has huge experience in the field of IT industry. She has handled many assignments solely at various level in the field of Information





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		career span.	Technology.
Terms and conditions of appointment	Appointed for a period of 5 (Five) years	Appointed for a period of 5 (Five) years	Appointed for a period of 5 (Five) Years subject to retirement by rotation
Expert in specific Functional Area	Rich experience in the field of Marketing and Advertising	Rich experience in the field of accounting and banking	Rich Experience in the field of Information Technology
Number of Board Meetings attended during the year	Not Applicable	Not Applicable	Not Applicable
List of other Directorships held excluding foreign Companies, Companies under Section 25 of the Companies Act, 1956 and Private Companies	Nil	Nil	Nil
Chairman/Member of the Committees of the Board of other Companies in which he/ she is a Director	Nil	Nil	Nil
No. of shares held in the Company	Nil	Nil	Nil
Relationship between Directors Interse*	Nil	Nil	Nil
Remuneration	Nil	Nil	Nil

By Order of the Board of Directors

Milan B Khakhar

Milan B. Khakhar
Chairman & Managing Director
(DIN : 00394065)



Place : Mumbai
Date : 21st May, 2024



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Annexure 2:

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

The image shows a sequence of steps for downloading and installing the Webex application. It starts with the Webex website's download page, which offers options for 'Webex Meetings' and 'Webex Teams'. A black arrow points to the 'Download for Windows' button under 'Webex Meetings'. Below this, a three-step installation guide is shown: Step 1 (down arrow icon) 'Double-click the webexapp.msi file you downloaded', Step 2 (pencil icon) 'The Webex Meetings setup wizard will launch. Follow the instructions to set up.', and Step 3 (checkmark icon) 'Once installed the app will launch automatically.'. A final instruction says 'To open the app double-click the Webex Meetings icon on your desktop.' Below this, a Windows file explorer dialog box is shown with the file 'webexapp.msi (88.1 MB)' selected and the 'Run' button highlighted by a black arrow.





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Step 1 Double-click the webexapp.msi file downloaded

Step 3 Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your

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Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

The screenshot shows the Cisco Webex interface for joining an event. On the left, under 'Event Information:', there are fields for Event status, Date and time, Duration, and Description. Below these are links for 'Terms of Service' and 'Privacy Statement'. On the right, the 'Join Event Now' section is active, displaying a message: 'You cannot join the event now because it has not started.' Below this message are input fields for 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A red arrow points to these fields with the text 'Mention your First name, Last name and email address'. Below the input fields is a 'Join Event Now' button, also indicated by a red arrow. Below the button, there is a link 'Join by browser NEW!' and a note 'If you are the host, start your event.'

