

POSTAL BALLOT NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

NOTICE is hereby given to the members of Associated Stone Industries (Kotah) Limited (the "Company") pursuant to section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (the "Postal Ballot Rules") to pass the proposed resolutions set out below by way of Postal Ballot.

The proposed resolutions, explanatory statement setting out the material facts and reasons thereto, a physical postal ballot form (the "Postal Ballot Form") and a self addressed postage prepaid envelop are being sent to you for your consideration.

The Board of Directors of the Company has appointed **Mr. Prabhat Maheshwari**, Partner –GMJ & Associates, Company Secretaries, Mumbai as scrutinizer (the "Scrutinizer") for conducting the entire Postal Ballot process in a fair and transparent Manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in the attached self addressed, prepaid postage envelop, so as to reach the Scrutinizer on or before close of working hours on 20th December, 2013. The Ballot Forms received after the said date will be treated as if not received. The scrutinizer will submit his report to the Company Secretary & Compliance Officer of the Company after completion of the scrutiny and the results of the voting by postal ballot will be declared on 24th December, 2013 at 5.00 p.m at the Registered Office of the Company.

The resolution will be deemed to have been passed on the date of declaration of the results of the Postal Ballot, if approved by the requisite majority.

As required by the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, "**REQUISITE MAJORITY**" with regard to Special Resolution means votes casted in favour of the Resolution is 3 [Three] times more than the votes casted against it with regard to paid up value of Shares registered in the name of Shareholders on the date of dispatch of the notice.

To consider and, if thought fit, to give assent/dissent to the following Resolution:

Special Business.**As a Special Resolution:****Item No. 1**

"RESOLVED THAT pursuant to the provisions of section 17,146,192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government/ Regional Director, Ministry of Corporate Affairs or any other authority as may be prescribed from time to time and also subject to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the State of Rajasthan to the State of Maharashtra and that the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

'II The Registered Office of the Company will be situated in the State of Maharashtra, i.e within the Jurisdiction of the Registrar of Companies, Maharashtra at Mumbai'

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from ASI House, Kudayala Industrial Area, Ramganjmandi 326 519, [Rajasthan] to Marathon Innova, A wing 7th floor, Off: Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013 or such other place in the State of Maharashtra (within the Jurisdiction of the Registrar of Companies , Maharashtra, Mumbai) as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things , as it may in its discretion deem necessary, expedient or proper to give effect to above resolution/s and to settle any questions , difficulties or doubts that may arise in this regard at any stage, without requiring the Board of Directors to secure any further consent or approval of the shareholders to this end and intent that they shall be deemed to have given approval thereto expressly by authority of this resolution ."

For and on behalf of the Board of Directors
For **Associated Stone Industries (Kotah) Ltd.,**


Deepak Jatia
Chairman & Managing Director

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT PURSUANT TO
SECTION 173(2) READ WITH SECTION 192A(2) OF THE COMPANIES ACT, 1956****Item No.1**

As the Corporate office of the Company situated in Mumbai and majority of the Members & Directors are based in Mumbai and in order to transform the Company into a cost-efficient business and to bring the registered office closer to administrative control, it is proposed to shift the registered office of the Company from the State of Rajasthan to the State of Maharashtra, since the Board is of the view that the proposed shifting of the registered office would improve the access to the Management and resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently.

The proposed shifting of registered office would also enable the Company to avail the expertise of the management operational matters and availability of other means to enhance the operational efficiency of the Company.

Since the underlying purpose of proposed shifting of office falls within the permitted range under Section 17 of the Companies Act, 1956, the proposal could be carried to effect by passing special resolution by way of postal ballot in terms of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011. However the shifting of the Registered Office to another state as proposed is subject to confirmation of Regional Director, Ministry of Corporate affairs, North Western Region Directorate, Head quarter at Ahmedabad having jurisdiction over the State of Rajasthan.

The Board of Directors of your Company recommends the passing of the resolutions set out under item No.1 of notice as Special resolution in terms of section 17, 146 and 192A of the Companies Act, 1956.

None of the Directors of the Company is, in any way, concerned or interested in the aforesaid special resolutions except to the extent of shares held by them in the Company.

Certified True Copy



Deepak Jatia

Chairman & Managing Director

Place : Mumbai
Date : 25.10.2013