

ESPRIT STONES LIMITED

(Formerly Known as 'Esprit Stones Private Limited')

Reg. office: - SP 1, Udyog Vihar, Sukher Industrial Area, Udaipur, Rajasthan-313004

CIN: U74999RJ2016PLC056284, **GSTIN:** 08AAECE4280D1ZU, **Website:** www.espritstones.com

Phone No. 9116652582

Email Id: legal@espritstones.com

September 2, 2024

To,

THE MANAGER,
LISTING DEPARTMENT,
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
'EXCHANGE PLAZA', BANDRAKURLA COMPLEX,
BANDRA (EAST), MUMBAI 400 051.
NSE SYMBOL: ESPRIT

Sub: Disclosure of Outcome of the Board Meeting pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023

Dear Sir/Madam,

This is to inform you under Regulation 30 and any other Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. With reference to the captioned subject we hereby inform the stock exchange that the Board of Directors of the company at its meeting held today i.e. **Monday, September 2, 2024** inter-alia considered and approved the following items as under:

1. Reports of the Board of Directors (including annexures) including Management Discussion and Analysis Report for the financial year ended March 31, 2024. (Audited Standalone & Consolidated Financial Statements and Auditors Report are already approved in Board Meeting held on 05th July, 2024.)
2. The Draft Notice for convening the 8th Annual General Meeting of the Members of the Company to be held on Monday, 30th September, 2024 at 11 A.M. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility.
3. Appointment of M/s Abhik Jain & Associates as Scrutinizer to scrutinize E-voting process in a fair and transparent manner for the 8th Annual General Meeting of the Company for the financial year ended on 31st March, 2024.
4. Appointment of M/S Pallavi Mehta & Associates, Chartered Accountants as Internal Auditors of the Company for F.Y. 2024-25 on mutually agreed terms.

Disclosure of information pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and with SEBI Circular No. SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023 is attached as ANNEXURE-A.

ESPRIT STONES LIMITED

(Formerly Known as 'Esprit Stones Private Limited')

Reg. office: - SP 1, Udyog Vihar, Sukher Industrial Area, Udaipur, Rajasthan-313004

CIN: U74999RJ2016PLC056284, **GSTIN:** 08AAECE4280D1ZU, **Website:** www.espritstones.com

Phone No. 9116652582

Email Id: legal@espritstones.com

5. Appointment of M/s Abhik Jain & Associates as Secretarial Auditors of the Company for the Financial Year 2024-25 in pursuance to the provisions of the Section 204 of the Companies Act, 2013 on mutually agreed terms.

Disclosure of information pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and with SEBI Circular No. SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023 is attached as ANNEXURE-B.

6. Further investment in Haique Stones Private Limited, wholly owned subsidiary of the Company, upto an aggregate value of INR 19,50,00,000 (Indian Rupees Nineteen Crores and Fifty Lakh Only), by way of subscribing to the rights issue / further issue of capital in one or more tranches offered by it as a part of its objects of offer to the IPO.

The details in respect of the said investment, as required under Regulation 30(6) read with Schedule III Part A Para A (1) of the Listing Regulations and read with SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 are enclosed as Annexure - C.

Kindly note that the meeting of the Board of Directors of the Company commenced at **04:00** p.m. and concluded at **05.45** p.m.

We request you to kindly take the same on record.

Thanking You,
Yours Sincerely,

For Esprit Stones Limited

Anjali Pandey
Digitally signed
by Anjali Pandey
Date: 2024.09.02
18:07:09 +05'30'

Anjali Pandey
Company Secretary and Compliance Officer
Membership No: ACS 45660

Encl.: a/a

ESPRIT STONES LIMITED

(Formerly Known as 'Esprit Stones Private Limited')

Reg. office: - SP 1, Udyog Vihar, Sukher Industrial Area, Udaipur, Rajasthan-313004

CIN: U74999RJ2016PLC056284, **GSTIN:** 08AAECE4280D1ZU, **Website:** www.espritstones.com

Phone No. 9116652582

Email Id: legal@espritstones.com

Annexure – A

Information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular

Appointment of M/s. Abhik Jain & Associates, Practicing Company Secretaries, Udaipur, Rajasthan as the Secretarial Auditors of the company:

Brief profile of M/s. Abhik Jain & Associates:

S. No.	Particulars	Details
1.	Reason for change viz. appointment, ~~re-appointment,~~ ~~resignation,~~ ~~removal, death or~~ ~~otherwise;~~	To comply with provisions of section 204 of the Companies Act 2013 and rules, regulation made thereunder, the Board appointed M/s. Abhik Jain & Associates, Practicing Company Secretaries, Udaipur, Rajasthan as the Secretarial Auditors of the company for conducting Secretarial Audit of the Company for F.Y.2024-25.
2.	Date of Appointment	02/09/2024
3.	Terms of Appointment	Appointed as Secretarial Auditor of the Company for preparing Secretarial Audit Report for the Financial Year 2024-25.
4.	Brief Profile	Cs Abhik Jain, Practicing Company Secretary, Proprietor of Abhik Jain & Associates, Udaipur is an Associate Member of ICSI. The proprietorship firm has immense knowledge and experience in dealing with matters relating to Company Law, Secretarial and Management Advisory Services, Legal Due Diligence, Transaction documents, Mergers and Acquisitions, Listing Regulations, RBI Laws & Business Management. Cs Abhik Jain is a Post Graduate in Commerce, has done LLB and is an Associate member of the Institute of Company Secretaries of India, he is having experience of more than 10 years in the field of Legal and Secretarial and established proprietorship firm in the name of " Abhik Jain & Associates ". Considering the explicit needs of different types of user, the firm tries to cater the customized needs of all its users.
5.	Disclosure of relationships between directors (in case of appointment of a director)	N.A.

ESPRIT STONES LIMITED

(Formerly Known as 'Esprit Stones Private Limited')

Reg. office: - SP 1, Udyog Vihar, Sukher Industrial Area, Udaipur, Rajasthan-313004

CIN: U74999RJ2016PLC056284, **GSTIN:** 08AAECE4280D1ZU, **Website:** www.espritstones.com

Phone No. 9116652582

Email Id: legal@espritstones.com

Annexure – B

Information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular

Appointment of M/s. Pallavi Mehta & Associates, Chartered Accountants, Udaipur, Rajasthan as the Internal Auditors of the company:

Brief profile of M/s. Pallavi Nahar & Associates:

S. No.	Particulars	Details
1.	Reason for change viz. appointment, ~~re-appointment,~~ ~~resignation,~~ ~~removal, death or otherwise;~~	To comply with provisions of section 138 of the Companies Act 2013 and rules, regulations made thereunder, the Board appointed M/s. Pallavi Mehta & Associates, Chartered Accountants, Udaipur, Rajasthan as the Internal Auditors of the company for conducting Internal Audit of the Company for F.Y.2024-25.
2.	Date of Appointment	02/09/2024
3.	Terms of Appointment	Appointed as Internal Auditor of the Company for the Financial Year 2024-25.
4.	Brief Profile	M/s. Pallavi Mehta & Associates is a firm of Chartered Accountants in India. The Firm provides services in the fields of audit and assurance, tax and regulatory, transaction advisory and consulting keeping in mind the regulatory and commercial environment within which the Firm's clientele operate.
5.	Disclosure of relationships between directors (in case of appointment of a director)	N.A.

ESPRIT STONES LIMITED

(Formerly Known as 'Esprit Stones Private Limited')

Reg. office: - SP 1, Udyog Vihar, Sukher Industrial Area, Udaipur, Rajasthan-313004

CIN: U74999RJ2016PLC056284, GSTIN: 08AAECE4280D1ZU, Website: www.espritstones.com

Phone No. 9116652582

Email Id: legal@espritstones.com

Annexure – C

Information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular

S. No.	Particulars	Details
1.	Name of Target Entity, Details in brief such as size, Turnover etc.	Haique Stones Private Limited ("HSPL") Paid-up Capital of Haique Stones Private Limited, a wholly owned subsidiary in India: 1,000 Equity Shares INR 100 each fully paid Turnover of Haique Stones Private Limited as on March 31,2024: Rs. 1,692 Lakhs.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter / promoter group / group companies have any interest in the entity being acquired?	Esprit Stones Limited ("the Company") proposes to invest further in Haique Stones Private Limited by way of subscribing to the rights issue / further issue of capital in one or more tranches of such additional shares and value as may be further offered by Haique Stones Private Limited. The subscription by the Company fall within related party transaction. The Company is interested in proposed transaction to the extent of its Shareholding. The said transaction is at arm's length basis.
	If yes, nature of interest and details thereof and whether the same is	The Company's interest is limited only to the extent of its shareholding and the proposed investment will be done at an arm's length.
3.	Industry to which the entity being acquired belongs;	Haique Stones Private Limited involved in the business of manufacturing and processing of engineered marble surfaces.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	For repayment/pre-payment in part or full of outstanding borrowings by wholly owned subsidiary; which is the part of the objects of issue for which IPO was brought by the acquirer.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or regulatory approvals are required.
6.	Indicative time period for completion of the acquisition;	Entire process of issuance and allotment shall be as per the statutory timelines.

ESPRIT STONES LIMITED

(Formerly Known as 'Esprit Stones Private Limited')

Reg. office: - SP 1, Udyog Vihar, Sukher Industrial Area, Udaipur, Rajasthan-313004

CIN: U74999RJ2016PLC056284, **GSTIN:** 08AAECE4280D1ZU, **Website:** www.espritstones.com

Phone No. 9116652582

Email Id: legal@espritstones.com

7.	Nature of consideration whether cash consideration or share swap and details of the same;	Further investment (proposed): an aggregate value of up to INR 19,50,00,000 (Indian Rupees Nineteen Crores and Fifty Lakh Only), in one or more tranches as offered by Haique Stones Private Limited. Cash consideration (through "Rights Issue") to be routed through Banking Channels.
8.	Cost of acquisition and /or the price at which the shares are acquired;	As per letter of offer issued by Haique Stones Private Limited.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Existing shareholding of WOS Pre issue: Ordinary Shares: 100% Post issue: This will be informed as and when it will happen.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years' turnover, country in which the acquired entity has presence and any other significant information (in brief);	Haique Stones Private Limited, is a wholly owned subsidiary of the Company incorporated in India. It was incorporated on August 19, 2021. Haique Stones Private Limited involved in the business of manufacturing and processing of engineered marble surfaces with presence in India and other countries. The turnover of the Company for past three financial years is as follows: 2023-24- Rs. 1692 Lakhs 2022-23- Rs. 2256.31 Lakhs 2021-22- Nil

For Esprit Stones Limited

Digitally signed
by Anjali Pandey
Date: 2024.09.02
18:07:43 +05'30'

Anjali Pandey

Company Secretary and Compliance Officer

Membership No: ACS 45660