

# ELEGANT MARBLES & GRANI INDUSTRIES LTD.

Manufacturers / Importers / Exporters of Mirror Polished Italian Marbles & Granites

Date: July 26, 2017

To,  
The Corporate Relationship Dept.  
Bombay Stock Exchange Ltd.  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P. J. Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

Dear Sir/s,

Ref : Listing Code 526705

Sub. : Submission under Regulation 34 of SEBI(LODR), 2015

In due compliance of the subject matter captioned above, Enclosed herewith is an Approved and Adopted copy of an Annual report by Members of the Company as present at its Annual General Meeting held on 26-07-2017 as per the provisions of the Companies Act, 2013.

Kindly take the same on Record.

Thank you,

Yours faithfully,

**For Elegant Marbles and Grani Industries Ltd**



**Heena Joshi**  
**Company Secretary and Compliance Officer**

Encl: a/a

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Show Room I : Elegant House, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West),  
Mumbai - 400 013. Tel : 2493 9676 / 2496 0771 Fax : 91-22-24930782

Website : <http://www.elegantmarbles.com>, E mail : [elegantmarbles@gmail.com](mailto:elegantmarbles@gmail.com), CIN : L14101RJ1984PLC003134

Show Room II : Plot No. 2099, Western Express Highway, Vile Parle (East), Mumbai - 400 099.

Regd. Office & Works : E-7/9, RIICO Industrial Area, Abu Road - 327 026, Sirohi, (Rajasthan) India Tel : (02974) 294792 / 294794



32<sup>nd</sup>  
ANNUAL  
REPORT  
2016-2017



**Elegant**

Marbles & Grani Industries Ltd

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## Elegant Marbles and Grani Industries Ltd.

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32nd Annual Report 2016 - 2017

### HIGHLIGHTS of the year 2016-2017

TURNOVER

₹ 2822 LACS

NET PROFIT

₹ 623 LACS

BOOK VALUE PER SHARE

₹ 154

EPS

₹ 13.85

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# Elegant Marbles and Grani Industries Ltd.

## BOARD OF DIRECTORS

Shri Ram Chawla	Non-Executive & Independent Director
Shri Raj Kumar Mittal	Non-Executive & Independent Director
Shri Om Parkash Singal	Non-Executive & Independent Director
Ms. Yogita Agrawal	Non-Executive & Woman Director
Shri Rakesh Agrawal	Managing Director
Shri Rajesh Agrawal	Chairman and Managing Director

## STATUTORY AUDITORS

**M/s. SDBA & Co.**  
Chartered Accountants  
601, 6th Floor, A Wing, Aarus Chamber,  
S.S.Amrutwar Marg, Behind Mahindra Tower,  
Worli, Mumbai - 400 013.

## SECRETARIAL AUDITOR

Shri Virendra G. Bhatt

## CHIEF FINANCIAL OFFICER

Shri Hitesh Kothari

## COMPANY SECRETARY

Ms Heena Joshi (Appointed w.e.f. 03/11/16)  
Ms Reshma Ramchandani (Resigned w.e.f. 19/05/16)

## REGISTERED OFFICE

E 7/9, RIICO Industrial Area,  
Abu Road - 307 026, Rajasthan  
CIN : L14101RJ1984PLC003134  
Email: elegantmarbles@gmail.com  
Website: www.elegantmarbles.com

## CORPORATE OFFICE

Elegant House,  
Raghuvanshi Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400 013. Telefax : 022-24930782  
E-mail : elegantmarbles@gmail.com  
Website : http://www.elegantmarbles.com  
CIN : L14101RJ1984PLC003134

## INTERNAL AUDITORS

**M/s Deepak Mehta & Associates**  
Chartered Accountants  
A/202-203, Mahendra Apartment,  
Kulupwadi Road, Before Raheja Estate,  
Borivali (East), Mumbai - 400 066

## REGISTRAR AND TRANSFER AGENT

Universal Capital Securities Pvt. Ltd.  
21, Shakil Niwas, Mahakali Caves Road,  
Andheri (East), Mumbai - 400 093  
Tel :022-2820 7203 Fax: 022-2820 7207  
E-mail: info@unisec.in Website: www.unisec.in  
CIN : U74200MH1991PTC062536

## BANKERS

ICICI Bank Ltd  
Citi Bank Ltd  
HDFC Bank Ltd  
State Bank of India  
Kotak Mahindra Bank Ltd

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY - SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED WILL BE HELD AS INDICATED BELOW:

Day : WEDNESDAY  
Date : 26TH JULY, 2017  
Time : 9.00 a.m.  
Place : Registered Office of the Company:  
E 7/9, RIICO Industrial Area,  
Abu Road – 307 026,  
Rajasthan.

To transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Yogita Agrawal (DIN : 06965966) who retires by rotation and being eligible offers herself for re-appointment.
3. Ratification of Appointment of Statutory Auditors and fixing their remuneration.

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

“ **RESOLVED THAT** pursuant to the provisions of Section 139 and any other applicable provisions of the Companies Act, 2013 and read with The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s SDBA& Co, Chartered Accountants (Firm Registration No. 142004W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Thirty-Fourth Annual General Meeting of the Company to be held in 2019 at such remuneration, including applicable taxes and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**By Order of the Board of Directors  
For Elegant Marbles and Grani Industries Limited**

**Date : 26th May, 2017  
Place : Mumbai**

**Registered Office :**  
E7/9, RIICO Industrial Area,  
Abu Road - 307026, Rajasthan.  
Telefax: 022-2493 0782  
E-mail: elegantmarbles@gmail.com  
Website: <https://www.elegantmarbles.com>  
CIN: L14101RJ1984PLC003134

**Heena Joshi  
Company Secretary**

# Elegant Marbles and Grani Industries Ltd.

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## NOTES:

1. There being no special Business, the statement pursuant to Section 102 of the Companies Act, 2013 is not mandated. Additional information, pursuant to Regulations 26 (4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings in respect of Director seeking appointment/re-appointment at the Annual General Meeting is furnished as annexure to the Notice.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Members/ proxies should bring their duly filled attendance slip attached herewith to attend the meeting.**
3. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members are requested to kindly bring their copy of the Annual Report and Attendance slip with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting and to quote their Folio Numbers in all correspondence.
6. 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 at the Meeting
7. The Register of Members and Share Transfer Register of the Company will remain closed from Thursday, 20th July, 2017 to Wednesday, 26th July, 2017 (both days inclusive).
8. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the members ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2009-2010 to 2015-2016, as on the date of the 31st Annual General Meeting (AGM) held on 19th July, 2016, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investor Relations" on the Website of the Company viz. [www.elegantmarbles.com](http://www.elegantmarbles.com)
9. In terms of the Provisions of Section 124 & 125 of the Companies Act, 2013, the unclaimed dividends are required to be transferred to the Investors Education and Protection Fund established by the Central Government after a period of Seven years from the date it is transferred to unpaid dividend account. Members are, therefore, requested to verify their records and send claims, if any, for the relevant years from 2009-10 onwards before the respective amounts become due for transfer to the fund. The unpaid Dividend Account for the year 2009-10 will be due for transfer to the Fund in October 2017.  
  
Members are further required to take note that in terms of Section 124 & 125 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments made thereunder, Company is required to transfer shares in respect of which dividend is not claimed for seven consecutive years to IEPF Demat account of the Authority.  
  
In view of the above, Members are requested to claim the unclaimed dividend amounts lying with the Company against respective folios in order to save shares from being transferred to IEPF Demat account of the Authority.
10. Members wishing to claim dividend, which remain unclaimed, are requested to correspond with the Registrar and Transfer Agent i.e. Universal Capital Securities Private Limited or the Company Secretary of the Company. Members are requested to note that dividends not claimed within a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will be as per Section 124 of the Companies Act, 2013 and Section 125 of the Companies Act, 2013, to the extent applicable, be transferred to Investor Education and Protection Fund.  
  
Members who have neither received nor encashed their dividend warrant(s) are requested to write to the Company, mentioning the relevant Folio number or DPID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).
11. In terms of the Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend, etc. to the members. Accordingly, members holding securities in demat mode are requested to update their bank & PAN details with their depository participants. And the members holding securities in physical form are requested to send a request to the Registrar and Transfer Agent i.e. Universal Capital Securities Private Limited, 21, Shakil Niwas, Mahakali Caves Road, Andheri(East), Mumbai - 400 093 or the Company Secretary of the Company.
12. The brief profile of the Director proposed to be re-appointed is given in the section "Report on Corporate Governance" of the Annual Report.
13. All documents referred to in the Notice are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 1.00 p.m. prior to the date of the Annual General Meeting and also available for inspection

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at the meeting.

### 14. **Nomination Facility:**

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

15. The shares of the Company are presently listed at BSE Limited. The Listing fee for the year 2017-2018 is paid before the due date. Custodian fees to CDSL and NSDL is also been paid before respective due dates.
16. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. So in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report for the year 2016-17 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report for the year 2016-17 are being sent by the permitted mode.
17. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.
18. Members are requested to inform change in address or bank mandate to their respective Depository Participants with whom they are maintaining their demat accounts and with the Registrar and Transfer Agent i.e. Universal Capital Securities Private Limited or the Company Secretary of the Company for the shares held in physical form by a written request duly signed by the member for receiving all communication in future.
19. Members desiring any information relating to the accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information available at the meeting.
20. A route map giving directions to reach the venue of the 32nd Annual General Meeting is given at the end of the Notice.
21. Electronic copy of the Notice of the 32nd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose e-mail addresses are registered with the depository participants /Company. The physical copies of the same have been sent to those members whose email addresses are not registered with the depository participants /Company indicating the process and manner of E-Voting.
22. The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the AGM shall be in proportion to their share of the paid-up equity share capital of the Company as on **19th July, 2017 ('Cut-Off Date')**. 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 or of voting at the AGM and who is not a Member as on the cut-off date shall treat this Notice for information purposes only. Person acquiring shares after dispatch of notice but as on cut-off date can generate the password as per instructions stated in notice or seek assistance from CDSL via writing mail on helpdesk.evoting@cdslindia.com.
23. The Chairman shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.elegantmarbles.com](http://www.elegantmarbles.com) and on the website of CDSL immediately after their declaration and same shall be communicated to the Stock Exchange where the shares of the company are listed, viz. BSE Limited.
24. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Wednesday, 26th July, 2017.
25. **Voting through electronic means:-**  
Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with The Companies (Management and Administration) Rules, 2014 and amendments or re-enactments made thereunder and further read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide the facility to exercise members' right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 32nd Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- The instructions for members for voting electronically are as under:-**  
**In case of members receiving e-mail:**
- The voting period begins on **23rd July, 2017 (9:00 am)** and ends on **25th July, 2017 (5:00 pm)** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 19th July, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

# Elegant Marbles and Grani Industries Ltd.

- (iii) Click on “Members” tab.  
 (iv) Now Enter your User ID  
 a. For CDSL: 16 digits beneficiary ID,  
 b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,  
 c. For members holding shares in Physical Form should enter Folio Number registered with the Company.  
 (v) Next enter the Image Verification as displayed and Click on Login.  
 (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.  
 (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical member) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report, in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.  
 (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.  
 (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.  
 (xi) Click on the EVSN for the relevant <ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED> on which you choose to vote.  
 (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.  
 (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.  
 (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.  
 (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.  
 (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.  
 (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.  
 (xviii) Note for Non-Individual Members and Custodians
  - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

26. 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 i.e. 19th July, 2017**.
27. Shri. Virendra G. Bhatt, Practising Company Secretary, (Membership No. ACS 1157) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
28. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who not in employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinisers’ report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
29. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.elegantmarbles.com](http://www.elegantmarbles.com) and on the website of CDSL within two (2) days of declaration of results at or after the AGM and communicated to the Stock Exchange.



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30. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

### E-VOTING PAGE

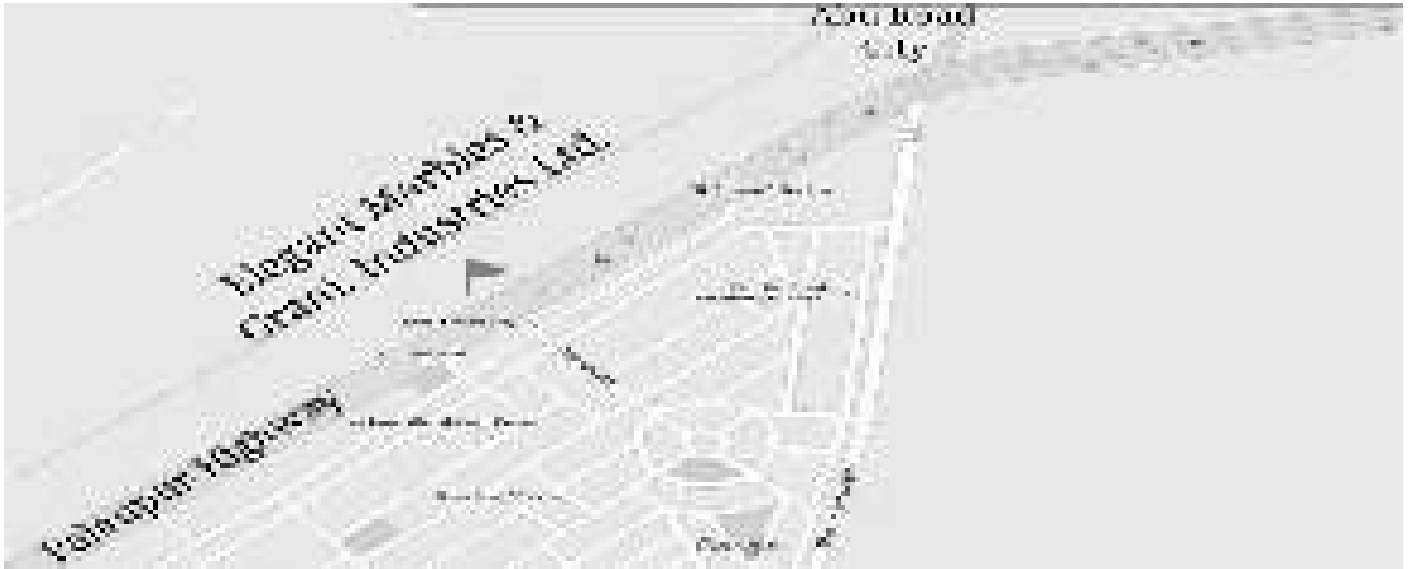
Resolution No. as per Notice	Particulars	No. of Shares held	Assent	Dissent
1	Adoption of Audited Financial Statements for the Financial Year ended 31st March, 2017 along with Reports of the Board of Directors and the Auditors thereon			
2	Appointment of Ms. Yogita Agrawal, who is eligible to retire by rotation and seeks re-appointment			
3	Ratification of Appointment of Statutory Auditors M/s. SDBA & Co. Chartered Accountants and fixing their remuneration			

31. Details of Director seeking appointment/ re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 26(4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

#### i) Item No. 2 of the notice :

Name	<b>Yogita Agrawal (DIN : 06965966)</b>	Date of Appointment	24th September, 2014
Date of Birth	19/07/1993	Disclosure of relationship between	Daughter of Shri Rakesh Agrawal, Managing Director of the Company
Nationality	Indian	No. Shares held in the	NIL
Qualification	Bachelor of Fine Arts (Product Design) at Parsons – the New School for Design, New York.	Directorship held	Elegant Marbles and Grani Industries Limited
Expertise	1. Rich and diverse experience in various fields like furniture, ceramics, lighting, marble products and designing for special user groups. 2. Working with the latest fabrication technology such as 3D printing, laser cutting and CNC routing.	Committee position held	Chairperson of Stakeholders Relationship Committee at Elegant Marbles and Grani Industries Ltd.

#### A route map to reach the venue of the 32nd Annual General Meeting



By Order of the Board of Directors  
For ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED

Date : 26th July, 2017  
Place : Mumbai

Heena Joshi  
Company Secretary

Registered Office :  
E7/9, RIICO Industrial Area,  
Abu Road - 307026, Rajasthan.  
CIN: L14101RJ1984PLC003134

# Elegant Marbles and Grani Industries Ltd.

## BOARD'S REPORT

To,  
The Members,

Your Directors have pleasure in submitting their Thirty- Second Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

### 1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year figures are given hereunder:

Financial Results	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
	( ₹ in Lacs)	( ₹ in Lacs)
<b><u>INCOME</u></b>		
Revenue from Operations	2821.81	3026.03
Other Income	668.16	701.64
<b>TOTAL</b>	<b>3489.97</b>	<b>3727.67</b>
<b>Profit for the year before taxes</b>	<b>800.69</b>	<b>794.54</b>
<b>Tax expense:</b>		
(1) Current Tax	(175.00)	(147.00)
(2) Deferred tax (Net)	1.74	1.52
(3) Previous years income tax	(4.13)	-
<b>Profit for the year after taxes</b>	<b>623.31</b>	<b>649.06</b>
Add : Profit brought forward	3500.97	3020.56
<b>Profit available for appropriation</b>	<b>4124.28</b>	<b>3669.62</b>
<b><u>Appropriations :</u></b>		
Dividend	-	90.00
Corporate Dividend tax	-	18.65
Transferred to General Reserve	60.00	60.00
<b>TOTAL</b>	<b>60.00</b>	<b>168.65</b>
<b>Surplus carried to balance sheet</b>	<b>4064.28</b>	<b>3500.97</b>

### 2. DIVIDENDS

With a view to conserving internal resources your Directors have decided not to declare any Dividends this year.

### 3. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

#### (a) UNCLAIMED DIVIDEND

The Company has transferred sum of ₹ 75,270/- pertaining to the final dividend amount for the year ended 31st March, 2009, during the financial year 2016-17 to the Investor Education and Protection Fund established by the Central Government, in compliance with Section 125 of the Companies Act, 2013 read along with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

The said amount represents unclaimed dividends which were lying with the Company for a period of seven years from their respective due date of payment.

#### (b) SHARES OF UNCLAIMED DIVIDEND

Pursuant to Section 124 & 125 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments made thereunder, Company is mandated to transfer shares in respect of which dividend is not claimed for seven consecutive years to IEPF DEMAT Account maintained by authority.

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In compliance with the requirements as set out in the rules as mentioned above, advertisements were published in Newspapers and letters were sent to shareholders requesting them to encash the unclaimed dividend amounts lying with the company in respect of financial years 2009-10 to 2015-16 latest by 30th April, 2017.

For the aforesaid purpose of transferring shares to IEPF Demat Account maintained by authority, Company will follow the below mentioned guidelines:

**In case of Physical Shares:** By following the procedure of transmission of shares by operation of law and thereafter informing depository by way of corporate action to convert the physical shares into Demat form for effecting transfer of shares in favour of the fund.

**In case of Dematerialised shares:** Informing depository by way of corporate action to transfer shares in favour of the fund from respective Demat accounts of shareholders.

In order to save transfer of shares to IEPF Demat account in future, Members are requested to encash the unclaimed dividend amounts lying with Company against their respective folios. Upon transferring the shares to IEPF Demat account, no claim shall lie against the Company and the Member needs to address an application to Central Government as per the guidelines displayed on Website of the Company ([www.elegantmarbles.com](http://www.elegantmarbles.com)).

#### 4. STATE OF THE COMPANY AFFAIRS

##### Sales Income

Sales Income for the year ended 31st March, 2017 amounted to ₹ 2821.81 lacs as against ₹ 3026.03 lacs for the previous year. Sales were affected largely due to the uncertainty prevailing post Demonetization and also buyers postponing their decision to buy homes as awaiting the new RERA implementation. The Management however views this phenomenon as a short term blip and is optimistic of growth at a faster rate in the years to come looking to the buoyancy in the market sentiments and attractive real estate prices.

##### Profits

The Company has earned Profit after tax of ₹ 623.31 lacs for the year ended 31st March 2017 as against ₹ 649.06 lacs for the previous year. Your share in the Company now commands a healthy book value of ₹ 154 and the EPS stands at ₹ 13.85 per share for the year 2016-2017.

#### 5. BUSINESS OVERVIEW

Your Company continues to maintain its reputation as one of the most reputed manufacturers & providers of choicest and exclusive range of Indian & Imported Marbles & Granites. The Company is reaping rich dividends on its carefully cultivated long-term relationships with several niche clients in India & abroad. The Company has strived to innovate in technology and marketing and has evolved accepting the changing customer demands and aspirations.

The Company is also exploring the possibility of marketing its products through e-commerce on its website thereby keeping itself abreast with the latest trends in marketing and accepting the changing customer demands and aspirations. Online marketing assisted the Company to strive in the world of e-commerce keeping watch on customers buying habits, expansion of market for niche products, Inventory Management and various other benefits thereby targeting the untapped online market in order to enhance the top line and revenue by achieving economies of scale.

Aggressive marketing and rational utilization of resources by the management of the Company has been an ongoing process as usual.

The Company has visualized on many uncharted territories in terms of creating a better future for itself in terms of new products and a wider range of colors and the Company is well positioned to capture benefits of the upturn.

##### Customer Relationships

Your Company believes that strengthening the relationships with its existing clients is as important as adding new names to its clientele. The Company has been exploring new opportunities with its existing clients and has also widened its client base both geographically and numerically during the year under review and hopes to further expand it with the introduction of e-commerce facility on its website in the coming years.

The Company has also gained and maintained a reputation for importing and distributing only the highest quality stone while providing clients with personalized, detailed attention in selecting the right material for their projects.

##### Personnel & Performance

Your Company has been able to develop an environment, which is conducive to high growth and performance, a work culture that encourages meritocracy and rewards high performers in an adequate and fair manner.

#### 6. CURRENT YEAR

During the year, Your Company's passion for producing the best stone surfaces has resulted in developing a strong brand connects with its customers across the country. Further, the Company's ability in manufacturing quality products across price-point has enabled it to become a strong player in the industry. It is this fusion of passion and capability that has empowered us to meet our goals even during challenging times. The construction and the interior decoration industry, on which the growth of your Company depends, is now showing green shoots in the current year after a long period of economic turndown.

Your Directors are increasingly optimistic that the effective measures initiated by the Government for the development of housing and infrastructure industry, demand would spurt for the Company's products would show an incremental growth.

The Management is fully geared up to take the maximum advantage of any upsurge in demand and shall loose no opportunity in capturing a major share of the incremental market demand. The Sales team is on high alert for scouting all new and existing opportunities as regards to big projects and retail demand as well.

#### 7. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

# Elegant Marbles and Grani Industries Ltd.

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No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure A and is attached to this report.

## **9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY**

The Company has in place a Risk Management Policy, pursuant to Section 134 of the Act. This robust Risk Management framework enables identification and evaluation of business risks and opportunities, seeks to create transparency, minimize adverse impact on business objectives and enhance the Company's competitive advantage.

The Company has laid down a well-defined risk management mechanism covering risk mapping, risk exposure and risk mitigation process. The Company's Risk Management Policy has been developed to include various categories such as Human Resources, Financial, Business Processes and Systems, Strategy, Corporate Governance and Compliance and Information Security.

A detailed exercise has been carried out to identify, evaluate, manage and monitor the risks which shall help the Company to take pro-active decisions and avoid all financial implications. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. Further, the Board ensures risk reporting and updates, risk policy compliances and provide overall guidance and support to business risk owners.

## **10. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company as a responsible citizen of India continues to be committed to its responsibility to adhere to the highest standards of Corporate Social Responsibility. We believe with conviction that economic growth and sustainable communities go hand-in-hand while creating value for our stakeholders.

The Company continues to implement the Corporate Social Responsibility initiatives during the year under review in alignment with the need of the times and the National Theme of the Prime Minister Mr. Narendra Modi of "BETI PADHAO BETI BACHAO" by contributing further amounts for the education of underprivileged girls in Kishangarh, Rajasthan.

The CSR Policy of the Company and the details about the development of CSR Policy and initiatives taken by the Company on Corporate Social Responsibility during the year as per annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been appended as Annexure B to this Report.

## **11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The details of the Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013 by the Company, to other Body Corporates or persons are given in notes to the financial statements.

## **12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. Since the provisions of Section 188 of the Companies Act, 2013 are not attracted, the disclosure in Form AOC- 2 is not required. Further, there are no material related party transactions as defined in the Listing Agreement during the year under review with the Promoters, Directors or Key Managerial Personnel.

All Related Party Transactions are placed before the Audit Committee for its perusal and recommendation to the Board.

The Policy on Related Party Transactions, as approved by the Board of Directors has been uploaded on the website of the Company. The link of the same is <https://elegantmarbles.com/wp-content/uploads/2016/01/Related-Party-Transactions-Policy.pdf>

## **13. SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed Shri Virendra G. Bhatt, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the year ended 31st March, 2017. The Secretarial Audit Report is attached as Annexure C.

The Auditors' Report and the Secretarial Audit Report for the financial year ended 31st March, 2017 do not contain any qualification, reservation, adverse remark or disclaimer.

## **14. PARTICULARS OF EMPLOYEES**

The information required in accordance with Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Board's Report for the year ended 31st March, 2017 is attached as Annexure E and the same can be accessed in the manner as provided under Section 136 of the Companies Act, 2013. Any Member interested in obtaining these particulars, may write to the Company Secretary at the Registered Office of the Company in this regard. The said disclosure is also available for inspection by members at the Registered Office of the Company, 21 days before the 32nd Annual General Meeting and up to the date of the ensuing General Meeting during the business hours on working days.

Further, the Company has no person in its employment drawing salary of ₹ 102 lacs per annum or ₹ 8.50 lacs per month as defined under the provisions of

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Section 197 of the Companies Act, 2013, read with Rule 5(2) and 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### 15. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made either by the Auditors or by the Practicing Company Secretary in their respective reports.

### 16. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Board has framed a Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178 (3) of the Companies Act, 2013 based on the recommendation of Nomination and Remuneration Committee. The details of this Policy is explained in the Corporate Governance Report.

### 17. EVALUATION OF THE BOARD'S PERFORMANCE

In compliance with the requirements of Section 134(3) (p) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Board was evaluated for its performance based on the following factors:

- i. Attendance of Board Meetings and Committees;
- ii. Contribution made to the Board discussions and future planning;
- iii. Level of commitment to the stakeholders' interest;
- iv. Initiatives towards the growth of the business and profitability;
- v. Providing outlook, view points and feedback taking the Company ahead beyond expectations.

The evaluation involves Self-Evaluation by the Board Member and thereafter in the following manner:

a) **Individual Directors** - The performance of the individual Directors' is evaluated by the Nomination and Remuneration Committee

b) **Board and Committees** – The Board evaluated its own performance and also of the Committees taking into consideration the above mentioned factors. A member of the Board will not participate in the discussion of his / her evaluation.

### 18. EXTRACT OF ANNUAL RETURN

The extract of Annual Return (MGT – 9) pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure D and is attached to this Report.

### 19. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had four (4) Board Meetings during the financial year under review. The Board Meetings were held in compliance with the Companies Act, 2013. The details of the same are provided in the Corporate Governance Report.

### 20. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the Directors had 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 at the end of the financial year and of the profit and loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis; and
- e) that proper internal financial controls were in place and that the internal financial controls were adequate and were operating effectively.
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

### 21. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

### 22. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

### 23. DEPOSITORY SYSTEM

The Company has entered into agreement with the National Securities Depository Limited (NSDL) as well as the Central Depository Services (India) Limited (CDSL) to enable shareholders to hold shares in a dematerialized form. The Company also offers simultaneous dematerialization of the physical shares lodged for transfer.

### 24. DISCLOSURE UNDER SECTION 164(2) OF THE COMPANIES ACT, 2013

The Company has received the disclosure in Form DIR – 8 from its Director being re-appointed and has noted that the Director is not disqualified under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

### 25. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### i) Resignation of Company Secretary

Ms. Reshma Ramchandani, Company Secretary and Compliance Officer, being the Key Managerial Personnel of the Company resigned with effect from the closing hours of 19th May, 2016 due to personal reasons.

# Elegant Marbles and Grani Industries Ltd.

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## ii) Appointment of Company Secretary

Ms. Heena Ajay Joshi, a member of Institute of Company Secretaries of India has been appointed as Company Secretary and Compliance Officer of the Company with effect from the 3rd November, 2016.

## iii) Retirement by Rotation

In accordance with the provisions of Section 152 of the Act and in terms of Article 98 of the Articles of Association of the Company, Yogita Agrawal retires by rotation and is eligible for re-appointment. Accordingly, her re-appointment has been included in the Notice convening the Annual General Meeting of the Company.

## 26. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules and as per the SEBI (LODR) Regulations, 2015.

## 27. STATUTORY AUDITORS

At the Annual General Meeting (AGM) of the Company held last year, pursuant to the provisions of the Act and the Rules made there under, M/s SDBA & Co, Chartered Accountants, were appointed as Statutory Auditors of the Company from the conclusion of the 31st AGM held on 19th July, 2016 till the conclusion of the 34th AGM to be held in the year 2019, subject to ratification of their appointment at the AGM to be held in 2017. Members are requested to consider the ratification of the appointment of M/s SDBA & Co and authorize the Board of Directors to fix their remuneration. M/s SDBA & Co have submitted a certificate, confirming that their appointment, if ratified, will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013.

## 28. COST AUDITORS

The Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Rules, 2014 and amendments made there under as the turnover of the Company as whole does not exceed ₹ 100 Crores and ₹ 35 Crores in respect of any specific product for the Financial Year ended 2016-17.

## 29. AUDITORS REPORT

The notes to accounts referred to in the Auditor's Report are self-explanatory and, therefore, do not call for any further comments.

## 30. LISTING

The Company's Equity Capital is listed on the BSE Limited, Mumbai. The Company confirms that it has paid annual listing fees due to the stock exchange for the year 2017-2018 and has been diligent in observing all the compliances as stipulated in the Listing Agreement.

## 31. INSURANCE

The Company's plant & machinery, buildings, stocks & assets are adequately insured.

## 32. INTERNAL CONTROL SYSTEM AND ADEQUACY

Your Company continuously invests in strengthening its internal control processes and has appointed M/s. Deepak Mehta & Associates, Chartered Accountants, as the Internal Auditors of the Company. The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies.

Procedures to ensure conformance with the policies, standards and delegations of authority have been put in place covering all activities. Audit Committee periodically reviews the performance of internal audit system.

The Company has a rigorous business planning system to set targets and parameters for operations which are reviewed with actual performance to ensure timely initiation of corrective action, if required. The Audit Committee reviews adherence to internal control systems and internal audit reports. Further, the Board annually reviews the effectiveness of the Company's internal control system.

## 33. CORPORATE GOVERNANCE

Your Company strives to ensure that best corporate governance practices are identified, adopted and consistently followed. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholder value. The Company has been proactive in following the principles and practices of good corporate governance.

The Company has ensured that the Corporate Governance requirements as stipulated in Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange are duly complied with. A separate Statement on Corporate Governance and Management Discussion & Analysis is given in this Report.

A Certificate of M/s SDBA & Co, Chartered Accountants, from the Statutory Auditors of the Company regarding compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Report.

## 34. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Company has constituted an Audit Committee as required under Section 177 of the Companies Act, 2013 and has also established Vigil Mechanism for their employees and Directors to report their genuine concerns or grievances.

The details of the same are explained in the Corporate Governance Report. The Board has accepted all the recommendations of the Audit Committee during the year under review as and when brought to their notice.



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### 35. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in the Company's premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

A policy on Prevention of Sexual Harassment at Workplace was released during the last financial year. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behaviour. Internal Complaints Committee (ICC) was set up in accordance with the provisions of the Act. The ICC is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy. During the year ended 31st March 2017, the ICC did not receive any complaints pertaining to sexual harassment.

### 36. SHARES

#### (a) Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

#### (b) Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

#### (c) Bonus Shares

No Bonus Shares were issued during the year under review.

#### (d) Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

### 37. ACKNOWLEDGEMENTS

Your Company will soon complete glorious 32 eventful years of the existence in this country. Very few brands continue to remain relevant and become iconic over such a long passage of time. Your Directors are proud of this rich heritage and thank all our stakeholders who have contributed to the success of your country.

Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels but for whose hard work, and support, your Company's achievements would not have been possible.

Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

**For and on behalf of the Board of Directors  
Elegant Marbles and Grani Industries Limited**

**Rajesh Agrawal  
Chairman and Managing Director  
(DIN : 00017931)**

Date: 26th May, 2017

Place: Mumbai

### ANNEXURE A TO THE DIRECTORS' REPORT

Statement pursuant to Section 134 (1) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014

#### A. CONSERVATION OF ENERGY

The Company does not belong to the category of power intensive industry and hence consumption of power is not significant. However, the management gives due importance to conservation of energy wherever feasible, and also reviews from time to time, the measures taken / to be taken for reduction of consumption of energy.

#### B. TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT

##### i. Research & Development (R & D)

The Company undertakes from time to time, studies for process improvement and plant design development, to improve quality and performance of its products, to substitute imported material and components and to economise the production costs. Based on these studies, appropriate actions are taken to achieve these goals. In absence of a separate research & development department, it is difficult to quantify the amount spent on research & development.

##### ii. Technology Absorption, Adaption and Innovation

Efforts are made to absorb the advances in technology with suitable modifications to cater to local needs. The Company keeps itself updated with the latest technological innovations by way of constant communication, personal discussions etc.

#### C. FOREIGN EXCHANGE USED & EARNED

Foreign exchange used: ₹ 238.07 Lacs

**For and on behalf of the Board of Directors  
ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED**

**Rajesh Agrawal  
Chairman and Managing Director  
(DIN : 00017931)**

Date: 26th May, 2017

Place: Mumbai

# Elegant Marbles and Grani Industries Ltd.

## ANNEXURE - B

Sr.No	ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES	
1.	A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs	<p><b>FOCUS AREAS:</b></p> <ul style="list-style-type: none"> <li>• Eradicating hunger, poverty and malnutrition and sanitation;</li> <li>• Promoting education (primary, secondary or higher education and studies more particularly for girls);</li> <li>• Promoting gender equality, empowering women;</li> <li>• Ensuring environmental sustainability, ecological balance, protection of flora and fauna, conservation of natural resources;</li> <li>• Protection of national heritage, art and culture;</li> <li>• Promotion and encouragement of training of cottage industries and handicrafts industries and other useful crafts;</li> <li>• Any other activities as may be recommended by the Committee and approved by the Board.</li> </ul> <p>The Company has formulated and adopted a Policy on Corporate Social Responsibility (CSR) as per the provisions of Section 135 of the Companies Act, 2013 and the web-link for the same is <a href="https://elegantmarbles.com/wp-content/uploads/2016/01/CSR-Policy.pdf">https://elegantmarbles.com/wp-content/uploads/2016/01/CSR-Policy.pdf</a></p>
2.	CSR Committee	1. Shri Rajesh Agrawal - Chairman 2. Shri Rakesh Agrawal - Member 3. Shri Ram Chawla (Independent Director) - Member
3.	Average net profit of the company for last three financial years	₹ 6,50,97,819/-
4.	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)	₹ 13,01,956/-
5.	Details of CSR spent during the financial year. a) Total amount spent for the financial year; b) Amount unspent, if any; c) Manner in which the amount spent during the financial year is detailed below:	a) 13,50,000/- b) NIL c) Details are provided below:

Sl.No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs: (i) Local area or other (ii) Specify the State or District where the projects or programs was undertaken	Amount outlay (Budget) project or programs wise (₹)	Amount spent on projects or programs: Sub head: 1. Direct expenditure on project or programs; 2. Overheads (₹)	Cumulative expenditure up to the date of reporting period (₹)	Amount spent: Direct or through implementing agencies* (₹)
1	Promoting education (primary, secondary or higher education and studies more particularly for girls)	Education of Underprivileged girls	State: Rajasthan District : Ajmer	13,50,000	13,50,000	13,50,000	13,50,000

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.---Not Applicable

7. The Chairman of the CSR Committee has given a responsibility statement on behalf of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

**For and on behalf of the Board of Directors**  
**Elegant Marbles and Grani Industries Limited**

**Rajesh Agrawal**  
**Chairman and Managing Director**  
**DIN: 00017931**

**Date: 26th May, 2017**  
**Place: Mumbai**

**For and on behalf of the CSR Committee**  
**Elegant Marbles and Grani Industries Limited**

**Rajesh Agrawal**  
**Chairman of CSR Committee**  
**DIN: 00017931**

**Date: 26th May, 2017**  
**Place: Mumbai**

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## ANNEXURE - C

### Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to section 204(1) of the companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]  
To,  
The Members,  
Elegant Marbles and Grani Industries Limited.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Elegant Marbles and Grani Industries Limited (Hereinafter called the Company). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Elegant Marbles and Grani Industries Limited 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 prima facie complied with the statutory provisions listed hereunder:

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by Elegant Marbles and Grani Industries Limited ("the Company") for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under - Not Applicable to the Company during the Audit period;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not Applicable to the Company during the Audit period;
- (v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 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, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2017:-
  - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulation, 2014;
  - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Based on the representation given by the Management of the Company, it is observed that there are no such laws which are specifically applicable to the business of the Company. It is confirmed by the Management that the Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.
- (vii) I have also examined compliance with the applicable clauses of the following:
  - (a) The listing agreements entered into by the Company with the Bombay Stock Exchanges.
  - (b) Secretarial Standards 1 & 2 issued by The Institute of Company Secretaries of India.

During the period under review the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above I further report that I rely on statutory auditor's reports in relation to the financial statements and accuracy of financial figures for, Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Accounting Standard 18 & note on foreign currency transactions during our audit period.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

I further report that as per the information provided prima facie adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that as per the information provided majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are prima facie adequate systems & processes in the Company commensurate with the size & operations of the Company to monitor & ensure compliance with applicable laws, rules, regulations & guidelines.

I further report that the management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department and we have relied on that.

I further report that during the audit period the Company has no specific events like Public/Right/Preferential issue of shares/debentures/sweat equity etc.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.

**Virendra Bhatt**  
ACS No – 1157  
COP No – 124

Place: Mumbai  
Date: 26th May, 2017

# Elegant Marbles and Grani Industries Ltd.

## ANNEXURE D

Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31st March, 2017

[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:

CIN	L14101RJ1984PLC003134
Registration Date	5th November, 1984
Name of the Company	Elegant Marbles and Grani Industries Limited
Category / Sub-Category of the Company	Company Limited by Shares
Address of the Registered Office and Contact Details	E-7/9, Riico Industrial Area, Abu Road, Rajasthan. Telfax No. 022 24960771. Email : elegantmarbles@gmail.com Web : www.elegantmarbles.com
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any :	Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Telephone: 022 2820 7203 Fax: 022 28207207 Website: www.unisec.in email: info@unisec.in

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

SL. NO.	NAME AND DESCRIPTION OF MAIN PRODUCTS / SERVICES	NIC CODE OF THE PRODUCT/ SERVICE	% TO TOTAL TURNOVER OF THE COMPANY
1	Manufacturer, Exporter & Importer of Quality Granites & Marbles	26960	100%

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

SL. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	N.A.	N.A.	N.A.	N.A.	N.A.

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### ANNEXURE D

IV. SHARE HOLDING 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) Individual/HUF	3252400	-	3252400	72.28	3252400	-	3252400	72.28	NA
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>3252400</b>	<b>-</b>	<b>3252400</b>	<b>72.28</b>	<b>3252400</b>	<b>-</b>	<b>3252400</b>	<b>72.28</b>	<b>NA</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>3252400</b>	<b>-</b>	<b>3252400</b>	<b>72.28</b>	<b>3252400</b>	<b>-</b>	<b>3252400</b>	<b>72.28</b>	<b>NA</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	600	600	0.01	-	600	600	0.01	NA
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>600</b>	<b>600</b>	<b>0.01</b>	<b>-</b>	<b>600</b>	<b>600</b>	<b>0.01</b>	<b>NA</b>

# Elegant Marbles and Grani Industries Ltd.

## ANNEXURE D

IV. SHARE HOLDING 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>2. Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	213394	2100	215494	4.79	241771	22100	243871	5.42	0.70
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	347156	68510	415666	9.24	329337	67010	396347	8.81	0.43
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	556527	-	556527	12.37	544161	-	544161	12.09	0.28
<b>c) Others (specify)</b>									
i) Clearing members	45898	-	45898	1.02	9758	-	9758	0.22	0.80
ii) NRI/OCBs	13415	-	13415	0.30	3156	-	3156	0.07	0.23
iii) HUF	-	-	-	-	49707	-	49707	1.11	1.11
<b>Sub-total (B)(2) :-</b>	<b>1176390</b>	<b>70610</b>	<b>1247000</b>	<b>27.71</b>	<b>1177890</b>	<b>69110</b>	<b>1247000</b>	<b>27.71</b>	<b>NA</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>1176390</b>	<b>71210</b>	<b>1247600</b>	<b>27.72</b>	<b>1177890</b>	<b>69710</b>	<b>1247600</b>	<b>27.72</b>	<b>NA</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>4428790</b>	<b>71210</b>	<b>4500000</b>	<b>100</b>	<b>4430290</b>	<b>69710</b>	<b>4500000</b>	<b>100</b>	<b>NA</b>

(ii) Shareholding of Promoters								
Sr. 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	Alka Agrawal	545000	12.11	-	545000	12.11	-	NA
2	Divya Agrawal	525000	11.67	-	525000	11.67	-	NA
3	Gita Agrawal	270000	6.00	-	270000	6.00	-	NA
4	Indu Agrawal	15600	0.35	-	15600	0.35	-	NA
5	Rajesh Agrawal	1006800	22.37	-	1006800	22.37	-	NA
6	Rakesh Agrawal	890000	19.78	-	890000	19.78	-	NA
	<b>Total</b>	<b>3252400</b>	<b>72.28</b>	<b>-</b>	<b>3252400</b>	<b>72.28</b>	<b>-</b>	<b>NA</b>



## 32nd Annual Report 2016 - 2017

### ANNEXURE D

<b>(iii) Change in Promoters' Shareholding ( please specify, if there is no change)</b>					
Sr. 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
1	At the beginning of the year	3252400	72.28	3252400	72.28
2	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):	No change during the year			
3	At the end of the year	3252400	72.28	3252400	72.28

\*figures enumerated above includes shareholding of Promoter and Promoter Group.

<b>(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)</b>					
Sr. No.	For Each of the Top 10 Shareholders	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
1	<b>Clairvoyance Energy Private Limited</b>				
	At the beginning of the year	111306	2.47	111306	2.47
	At the end of the year	-	-	111306	2.47
2	<b>Sapna Niraj Ved</b>				
	At the beginning of the year	110000	2.44	110000	2.44
	At the end of the year	-	-	110000	2.44
3	<b>Niraj Mansukhlal Ved</b>				
	At the beginning of the year	110000	2.44	110000	2.44
	At the end of the year	-	-	110000	2.44
4	<b>Mayur Rajendrabhai Parikh</b>				
	At the beginning of the year	110000	2.44	110000	2.44
	At the end of the year	-	-	110000	2.44
5	<b>Raxa Mayur Parikh</b>				
	At the beginning of the year	110000	2.44	110000	2.44
	At the end of the year	-	-	110000	2.44
6	<b>Ssk Scripts Pvt Ltd</b>				
	At the beginning of the year	87249	1.94	87249	1.94
	At the end of the year	-	-	87249	1.94
7	<b>Subramanian P</b>				
	At the beginning of the year	0	0	0	0
	14.10.2016 - Purchase from Open Market	65570	1.46	65570	1.46
	18.11.2016 - Purchase from Open Market	2430	0.05	68000	1.51
	25.11.2016 - Purchase from Open Market	1000	0.02	69000	1.53
	09.12.2016 - Purchase from Open Market	2544	0.06	71544	1.59
	At the end of the year	-	-	71544	1.59

# Elegant Marbles and Grani Industries Ltd.

## ANNEXURE D

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)					
Sr. No.	For Each of the Top 10 Shareholders	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
8	<b>Value Rock Broking Services Pvt Ltd</b>				
	At the beginning of the year	0	0	0	0
	31.03.2017 - Purchase from Open Market	29000	0.64	29000	0.64
	At the end of the year	-	-	29000	0.64
9	<b>K A Gandhi (HUF)</b>				
	At the beginning of the year	23000	0.51	23000	0.51
	At the end of the year	-	-	23000	0.51
10	<b>Nalini Sandeep Nemani</b>				
	At the beginning of the year	17617	0.39	17617	0.39
	At the end of the year	-	-	17617	0.39
11	<b>Murtaza Jafferli Sevvala</b>				
	At the beginning of the year	15000	0.33	15000	0.33
	At the end of the year	-	-	15000	0.33
12	<b>Sangeeta S</b>				
	At the beginning of the year	60910	1.35	60910	1.35
	14.10.2016 - Sale	-60910	1.35	0	0
	At the end of the year	-	-	0	0

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

Sr No. Sr 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
1	<b>Shri Rajesh Agrawal</b>				
	At the beginning of the year	1006800	22.37	1006800	22.37
	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	1006800	22.37	1006800	22.37
2	<b>Shri Rakesh Agrawal</b>				
	At the beginning of the year	890000	19.78	890000	19.78
	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	890000	19.78	890000	19.78
3	<b>Yogita Agrawal</b>				
	At the beginning of the year	0	0	0	0
	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	0	0	0	0

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### ANNEXURE D

<b>(v) Shareholding of Directors* and Key Managerial Personnel :</b>					
Sr 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
4	<b>Shri Hitesh Kothari</b>				
	At the beginning of the year	0	0	0	0
	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	0	0	0	0
5	<b>Reshma Ramchandani (upto 09.05.2016)</b>				
	At the beginning of the year	0	0	0	0
	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	0	0	0	0
6	<b>Heena Joshi (w.e.f. 03.11.2016)</b>				
	At the beginning of the year	0	0	0	0
	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	0	0	0	0

\*None of the Independent Directors hold shares in the Company

<b>V. INDEBTEDNESS</b>				
<b>Indebtedness of the Company including interest outstanding/accrued but not due for payment</b>				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	_____NIL_____			NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	_____NIL_____			NIL
Change in Indebtedness during the financial year	NOT APPLICABLE			
• Addition				
• Reduction				
Net Change	NIL			
Indebtedness at the end of the financial year	_____NIL_____			NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL			

# Elegant Marbles and Grani Industries Ltd.

## ANNEXURE D

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:				
Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount ₹
		Shri Rajesh Agrawal	Shri Rakesh Agrawal	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30,00,000	30,00,000	60,00,000
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	4,50,000	4,50,000	9,00,000
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	34,50,000	34,50,000	69,00,000
	Ceiling as per the Act	5% of the Net Profits of the Company	5% of the Net Profits of the Company	Not exceeding 10% of the net profits of the Company

B. Remuneration to other Directors :					
Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount ₹
		Independent Directors	Shri Ram Chawla	Shri Raj Kumar Mittal	
1.	Fee for attending board / committee meetings	35,000	45,000	45,000	1,25,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>TOTAL(1)</b>	<b>35,000</b>	<b>45,000</b>	<b>45,000</b>	<b>1,25,000</b>
	<b>Other Non-Executive Directors</b>	<b>Yogita Agrawal</b>	-	-	-
2.	Fee for attending board / committee meetings	35,000	-	-	35,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>TOTAL(2)</b>	<b>35,000</b>	-	-	<b>35,000</b>
	<b>TOTAL(1+2)</b>				<b>1,60,000</b>

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### ANNEXURE D

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD				
Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Shri Hitesh Kothari	*Reshma Ramechandani (upto 09.05.16)	*Heena Joshi (w.e.f. 03.11.2016)
		Chief Financial Officer	Company Secretary	Company Secretary
1	Gross salary (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	a) 4,80,000 b) NIL c) NIL	a) 3,00,000 b) NIL c) NIL	a) 3,00,000 b) NIL c) NIL
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5	Others, please specify	-	-	-
	Total	4,80,000	3,00,000	3,00,000

\*Figures specified above are irrespective of changes occurred during the year.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment					
Compounding					

# Elegant Marbles and Grani Industries Ltd.

## ANNEXURE E

### DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013

#### READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year 2016-17:

(Explanation: (i) the expression “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values)

**The ratio of remuneration of each Director to the Median Remuneration of all employees who were on the payroll of the Company and the percentage increase in remuneration of the Directors during the financial year 2016-17 are given below:**

Name of Directors		Ratio to Median	Percentage of Increase / Decrease in Remuneration
Shri Rajesh Agrawal	Promoter and Executive Director	12.5	15.38%
Shri Rakesh Agrawal	Promoter and Executive Director	12.5	15.38%
Shri Raj Kumar Mittal	Independent and Non- Executive Director	0.16	-25%
Shri Ram Chawla	Independent and Non- Executive Director	0.12	-46.15%
Shri Om Parkash Singhal	Independent and Non- Executive Director	0.16	-18.18%
Yogita Agrawal	Non- Executive and Women Director	0.12	75%

The percentage increase in remuneration of the Chief Financial Officer is 60%.

The median remuneration of employees of the Company during the financial year was ₹ 2.76 Lacs.

There were 60 permanent employees on the rolls of Company as on March 31, 2017.

In calculation of median of employees during the financial year, the Company have arrived at the median remuneration of the employees of the Company on financial basis and therefore the details of employees serving for less than twelve months is not taken into consideration.

**Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also benchmarked against a comparable basket of relevant companies in India.

**The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:**

The highest paid Director is the Managing Director. No employee has received remuneration in excess of the Managing Director during the year.

**Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

**For and on behalf of the Board of Directors  
ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED**

**Rajesh Agrawal  
Chairman and Managing Director  
(DIN : 00017931)**

**Date: 26th May, 2017  
Place: Mumbai**



# 32nd Annual Report 2016 - 2017

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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management of Elegant Marbles and Grani Industries Limited is pleased to present the Management Discussion and Analysis Report which lucidly explains the Company's business, industry structure, opportunities and concerns, performance of the Company with respect to the operations and other relevant information. Management Discussion and Analysis forms a part of the compliance report on Corporate Governance.

### ELEGANT'S BUSINESS

Elegant Marbles was evolved through a simple thought way back in 1984 – the thought that the country deserves nothing short of the very best when it comes to marbles and granites. Looking back the past only makes the Company proud of the fact that it has managed to live up to the promise of providing our clients with high quality products and services that have constantly surpassed their expectations, and helped us create an enviable position over time. Building up on our modest inception, Elegant Marbles today has grown tremendously in terms of quality, volume and variety. Its state-of-the-art factory is located at Abu Road, Rajasthan, and is equipped to deal with a massive capacity to cater marble and granite processing needs, providing a wide spectrum of thousands of colours to choose from.

Elegant Marbles continues to get a wide array of marbles and granites in a spectrum of combinations to go well with the requirements and is capable of effortlessly producing two-and-a-half million sq. ft. of superior quality marbles and granite tiles and slabs, per annum.

### INDIAN ECONOMY AND INDUSTRY OVERVIEW

The revitalisation of global economy continued during the financial year 2016 and the global economy ended the financial year on a better footing as compared to the start of the year, having the positive impact on the industry in varied ways.

The investors' confidence was reflected in the sharp movement of capital markets during the year under review. And thus, the business growth has experienced good flow. Infrastructure integrated with real estate development is a must for maintaining such sustained growth and hence is on the highest priority of the Government making it to be the focal point for our economy. Increasing per Capita income resulting due to all round economic high per capita spending affects the sale and off take of our products and we foresee a bright future ahead.

### ECONOMIC OVERVIEW (2016-17)

The Indian Economy has turned around dramatically with the real GDP growth rate of 7.1%, making India one of the fastest growing large economies in the world. The growth in the next financial year is expected to be between 8 to 8.5% and aiming for a double digit rate seems feasible very soon.

Efforts of Narendra Modi Government to transform India through "MAKE IN INDIA" and "SKILL INDIA" has started yielding results and driving India closer to the much awaited transformation.

### INDUSTRY STRUCTURE AND DEVELOPMENT

Real Estate sector and consumer spending have demonstrated exuberance and are witnessing a complete turnaround with signs of revival in industrial activity and rapid growth in global economic performance.

Real estate in India also indicates signs of firming during this time with the return of liquidity in the real estate sector and firm prices in the recent months, cash flows of realty players improved resulting in renewed construction of stalled projects and a few new launches as well. We can quite confidently assert that we will witness an exciting new era of development. We are fully prepared and equipped to take advantage of the buoyant real estate demand which will generate a huge demand for the Company's products.

Emerging out of the world economic crisis with only minor bruises, the industry is poised to enter a growth phase and is on the threshold of a major transformation. In terms of demand, Marble and Granite Industry is comfortably placed and should see heightened demands in the days to come.

### SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company manufactures and deals only in one segment i.e. Marbles and Granites and allied products. The information on performance of the same has been provided accordingly.

### BUSINESS OUTLOOK

The Company is alert and in touch with the ground realities of the changing business environment and is confident of increasing its market share in all the spheres and be a leader in its segment. The overall business outlook for the Company is promising with improvement in the economic environment. Efforts towards optimisation and higher operational efficiencies are continuing.

The Company examines the possibilities of expansion and shall make the necessary investments when attractive opportunities arise.

# Elegant Marbles and Grani Industries Ltd.

## FINANCIAL AND OPERATIONAL PERFORMANCE

The table below gives the Company's financial performance for 2016-17 compared with 2015-16:

Financial Results	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
	( ₹ in Lacs)	( ₹ in Lacs)
<b>INCOME</b>		
Revenue from Operations	2821.81	3026.03
Other Income	668.16	701.64
<b>TOTAL</b>	<b>3489.97</b>	<b>3727.67</b>
<b>Profit for the year before taxes</b>	<b>800.69</b>	<b>794.54</b>
<b>Tax expense:</b>		
(1) Current Tax	(175.00)	(147.00)
(2) Deferred tax (Net)	1.74	1.52
(3) Previous years income tax	(4.13)	-
<b>Profit for the year after taxes</b>	<b>623.31</b>	<b>649.06</b>
Add : Profit brought forward	3500.97	3020.56
<b>Profit available for appropriation</b>	<b>4124.28</b>	<b>3669.62</b>
<b>Appropriations :</b>		
Dividend	-	90.00
Corporate Dividend tax	-	18.65
Transferred to General Reserve	60.00	60.00
<b>TOTAL</b>	<b>60.00</b>	<b>168.65</b>
<b>Surplus carried to balance sheet</b>	<b>4064.28</b>	<b>3500.97</b>

## OPPORTUNITIES AND THREATS

There are excellent opportunities in Marble & Granite industry due to large scale investment in Infrastructure and construction activity. The constant growth in construction sector has escalated the demand for marbles and granites substantially both in domestic and international markets.

Further, The World is indeed becoming a Global city. Your company believes that niche opportunities exist in the Global arena which, if exploited, would yield positive results. The company has accordingly built a business model to exploit these opportunities and is also harnessing these opportunities in the domestic market. Your company deals in very special types of Granite/Marble having unique colours for which the overseas and domestic markets, both are very eager. Presently, it is one of the few companies which offer all natural stone products under one roof to the buyers. The demand for top quality natural stone products is also growing in the domestic market and the company has setup Retail outlets within the country so as to cater to the local demand for quality products. However, the number of natural stone exporters from India as well as local dealers dealing in imported and other natural stones catering to domestic market are increasing, thus reducing the margins and making the business competitive. The availability of manufactured stone products as an alternative to natural stones is also likely to affect the performance of the company.

The increasing clamour for designer residences and the growth in construction sector has escalated the demand for marbles and granites both in domestic and international markets.

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Your Company has the necessary expertise and flexibility to quickly adapt to the changing market condition and capture the growth in sales leading to growth for the Company.

### THREATS AND RISK MANAGEMENT

Risks are an inherent part of business and cannot be avoided but can be overcome with pro-activeness and proper computation. The nature of Company's business warrants that various risks have to be confronted and overcome to successfully exist in the said business and to grow at a reputable pace.

A comprehensive and integrated risk management framework forms the basis of all the de-risking efforts of the Company. Formal reporting and control mechanisms ensure timely information availability and facilitate vigilant and timely risk management. These mechanisms are designed to cascade down to the level of the managers so that risks at the transactional level are identified and steps are taken towards mitigation in a decentralised fashion.

And thus, your Company follows well-established and detailed risk assessment and minimisation procedures, which are periodically reviewed by the Board. The Company has laid down a well-defined risk management mechanism covering risk mapping, risk exposure and risk mitigation process.

The decades of experience in this industry is helping us to emerge out as a winner in all such situations.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company reiterates and again strongly believes that Internal Control Systems are a must for effective Corporate Governance and that delegation should be under due observance and the freedom of management should be complimented with proper checks and balances in place.

During this year, the Company has introduced the Internal Audit System, which has been designed to endow reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of Company's internal policy.

The Company continuously invests in strengthening its internal control processes and has in place adequate systems of internal control commensurate with its size and the nature of its operations.

The Audit Committee reviews the adequacy and the effectiveness of the internal controls at periodic intervals to ensure that internal control systems are adhered to. Further, the Board annually reviews the effectiveness of the Company's internal control system.

### HUMAN RESOURCES

The Company believes in making the optimum utilisation of all the available resources, to achieve this, human power is highly important and thus the Company time over has been taking newer and effective initiatives for improving the human resource strength and creating a conducive and healthy work atmosphere.

The Company consider its Human Resource as the most valuable resource which has to be nurtured well and equipped to meet the challenges posed by the dynamics of business developments. The Company continuously provide training to its employees both in-house as well as through reputed Institutes. The staffs are highly motivated due to good work culture, training, remuneration packages and the values, which the Company maintains. The Board of Directors would like to record their appreciation of the efficient and loyal service rendered by the Company's employees.

### CAUTIONARY STATEMENT

Statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could influence Company's operations include global and domestic financial market conditions affecting the interest rates, availability of resources for the financial sector, market for lending, changes in regulatory directions issued by the Government, tax laws, economic situation, significant changes in political and economic environment in India, applicable statutes, litigations, labour relations and interest costs and other unforeseen events, if any.

**For and on behalf of the Board of Directors  
ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED**

**Date: 26th May, 2017  
Place: Mumbai**

**Rajesh Agrawal  
Chairman and Managing Director  
(DIN : 00017931)**

# Elegant Marbles and Grani Industries Ltd.

## CORPORATE GOVERNANCE REPORT

A report for the financial year ended March 31, 2017 on the compliance by the Company with the Corporate Governance requirements as necessitated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), is furnished below:

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The purpose of corporate governance is to facilitate effective, entrepreneurial and prudent management that can deliver the long-term success of the company. Corporate governance is the system by which companies are directed and controlled. Boards of directors are responsible for the governance of their companies. **For Elegant**, it is not only Governance but Good Governance. Good governance involves a lot more than compliance. Good corporate governance is a culture and a climate of Consistency, Responsibility, Accountability, Fairness, Transparency and Effectiveness that is deployed throughout the organisation. It is all about balancing individual and societal goals as well as economic and social goals.

We take the subject of corporate governance very determinedly right from the boardroom to the manufacturing floor. The Board views Corporate Governance in its widest sense. The main objective is to create and adhere to a corporate culture of integrity and consciousness. We consider it our inherent responsibility to disclose timely, adequate and accurate information regarding our financials and performance as well as the leadership and governance of the Company.

The Company is in compliance with the requirements as stipulated under Regulations 17 to 27 read with Schedule V and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with regard to corporate governance.

### 2. BOARD OF DIRECTORS

Corporate Governance act as a shadow of decision made by Board of Directors of the Company. As the Board's role is to oversee the management and governance of the Company, we believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

Being a two tier Corporate Governance structure of the Company, the Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected.

#### Code of Conduct

The Company has adopted Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. It is posted on the Company's website.

All Board members and senior management personnel (as per Regulation 26 (3) of the Listing Regulations) have affirmed compliance with the applicable Code of Conduct. A declaration to this effect, signed by the Managing Director & CEO forms part of this Report.

Apart from receiving remuneration that they are entitled to under the Companies Act, 2013 as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its promoters, its Directors or its senior management.

The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

#### (a) Composition of Board of Directors

The Board of Directors of the Company comprises of appropriate mix of Executive Directors ("ED"), Non-Executive Directors ("NED") and Independent Directors ("ID") to maintain the Board's independence, and separate its functions of governance and management.

The Board of Directors as on 31st March, 2017 comprised of 6 Directors. Pursuant to Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, half of the Board of Directors consists of Independent Directors on account of Executive Chairman. All Directors possess relevant qualifications and experience in general corporate management, finance, banking and other allied fields which enable them to effectively contribute to the Company in their capacity as Directors.

Details in respect of Composition and Category of Directors as on 31st March, 2017 are enumerated below:

Category	Name of Director
Promoter and Executive Director	Shri Rajesh Agrawal
Promoter and Executive Director	Shri Rakesh Agrawal
Professional and Non – Executive, Independent Director	Shri Om Parkash Singal
Professional and Non – Executive, Independent Director	Shri Ram Chawla
Professional and Non – Executive, Independent Director	Shri Raj Kumar Mittal
Non – Executive and Woman Director	Yogita Agrawal

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### (b) Attendance of Directors

The attendance of the Directors at the Board Meeting and the Annual General Meeting held during the year ended 31st March, 2017 was as follows:

Name of Directors	No. of Board Meetings attended during the Financial year 2016-2017	Whether attended AGM held on 19th July, 2016	No. of Directorships in other public limited Companies *		No. of Committee positions held in other public limited Companies *	
			Chairman of the Board	Board Member	Chairman of the Committee	Committee Member
Shri Rajesh Agrawal (DIN: 00017931)	4	Y	-	-	-	-
Shri Rakesh Agrawal (DIN: 00017951)	3	Y	-	-	-	-
Shri Om Parkash Singal (DIN: 02585264)	4	N	-	1	-	1
Shri Ram Chawla (DIN: 00017992)	3	N	-	-	-	-
Shri Raj Kumar Mittal (DIN: 00020255)	4	Y	-	1	1	-
Yogita Agrawal (DIN: 06965966)	4	N	-	-	-	-

\*Excludes Directorships in Private Limited Companies, Foreign Companies and Government Bodies. Only Audit Committee and Stakeholders' Relationship Committee have been considered for the Committee Positions.

### (c) Board Meetings

No. of Board Meeting	Date of Board Meeting
1	19th May, 2016
2	08th August, 2016
3	03rd November, 2016
4	07th February, 2017

Pursuant to Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, gap between any two meetings did not exceed 120 days.

### (d) Disclosure of Relationships Between Directors Inter-Se

As on 31st March, 2017 Board Comprises of total Six Directors out of which three Directors are appointed as Independent Directors in line with Regulation 16(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and hence, are not related in any ways to the Company.

Details in regard of Inter-Se Relationship Between Executive and Non - Executive Director are enumerated below:

Sr. No.	Name of Director	Category of Director	Nature of Relationship between directors Inter-se
1	Shri Rajesh Agrawal	Promoter and Executive Director	Brother of Shri Rakesh Agrawal
2	Shri Rakesh Agrawal	Promoter and Executive Director	Brother of Shri Rajesh Agrawal
3	Yogita Agrawal	Non-Executive and Women Director	Daughter of Shri Rakesh Agrawal

*Non-Executive and Independent Directors do not hold any shares and Convertible instruments in the Company.*

### (e) Familiarisation Programmes to Independent Directors

The Company familiarizes its Independent Directors with amendments under applicable laws and regulations, new advancements in Internal Control System of the Company, their responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. Details in regard of Familiarisation Programmes imparted to Independent Directors are disclosed on following Weblink: <https://www.elegantmarbles.com/investors-relations/>.

### (f) Information placed Before the Board of Directors

The Board of the Company is presented with all information under the following heads, whenever applicable and materially significant. These are surmised either as part of the agenda well in advance of the Board Meetings or are tabled in the course of the Board Meetings. This, inter-alia, include:

1. Annual operating plans of businesses, capital budgets, updates.
2. Quarterly results of the Company and its operating divisions or business segments.

# Elegant Marbles and Grani Industries Ltd.

3. Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
4. Materially important litigations, show cause, demand, prosecution and penalty notices.
5. Fatal or serious accidents.
6. Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
7. Details of any joint venture or collaboration agreement or new client win.
8. Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
9. Transactions had involved substantial payments towards goodwill, brand equity or intellectual property.
10. Significant development in the human resources front.
11. Sale of material, nature of investments, subsidiaries, assets which is not in the normal course of business.
12. Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
13. Quarterly update on the return from deployment of surplus funds.
14. Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services as non-payment of dividend and delays in share transfer.
15. Any significant development in Human Resources /Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

## (g) Brief resume of Director who will be retiring by rotation at this Annual General Meeting of the Company

Ms. Yogita Agrawal, aged 23 Years, completed her Bachelor of Fine Arts (Product Design) at Parsons – the New School for Design, New York. She has rich and diverse experience in various fields like furniture, ceramics, lighting, marble products and designing for special user groups. She also has rich experience in working with the latest fabrication technology such as 3D printing, laser cutting and CNC routing.

## 3. AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

### Terms of reference

- a) To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statements are correct, sufficient and credible;
- b) To recommend the appointment / removal of external auditors, fixing of auditors fees and to approve payments for any other services;
- c) To review with management the annual financial statements before submission to the Board, focusing primarily on:
  - Any change in accounting policies and practices.
  - Matters to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of subsection (3) of Section 134 of the Companies Act, 2013;
  - Major accounting entries based on exercise of judgment by management Qualifications in the draft audit report;
  - Significant adjustments arising out of audit;
  - The going concern assumption;
  - Compliance with the accounting standards;
  - Compliance with Stock Exchange and legal requirements concerning financial statements;
  - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management or relative etc. that may have potential conflict with the interests of the Company at large;
- d) To review with Management; external and internal auditors, and review the efficacy of Internal Control Systems;
- e) Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;
- f) To review the adequacy of internal audit function, 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;
- g) To review the Company's financial and risk management policies;
- h) Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate;
- i) And, generally, all items listed in Part C of Schedule II to the Listing Regulations and in Section 177 of the Companies Act, 2013.

## (a) Composition, Name of Members and Chairman

The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and the provisions of Section 177 of the Companies Act, 2013. All members of the Committee are financially literate.

The Audit Committee of the Company comprises of 3 Independent Directors & 1 Promoter and Executive Director disclosed as under:

Name of the Member	Designation
Shri Raj Kumar Mittal	Chairman - Non Executive Independent Director
Shri Ram Chawla	Member - Non Executive Independent Director
Shri Om Parkash Singal	Member - Non Executive Independent Director
Shri Rajesh Agrawal	Member - Promoter & Executive Director

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### (b) Meetings and Attendance during the Year 2016-17

The composition of the Audit Committee and the details of Meetings attended by the Directors during the year are given below:

Date of Meeting	Shri Raj Kumar Mittal	Shri Ram Chawla	Shri Om Parkash Singal	Shri Rajesh Agrawal
19th May, 2016	✓	-	✓	✓
08th August, 2016	✓	✓	✓	✓
3rd November, 2016	✓	✓	✓	✓
7th February, 2017	✓	✓	✓	✓
<b>Total Meetings Attended</b>	<b>4</b>	<b>3</b>	<b>4</b>	<b>4</b>

The audit committee met four times in the financial year 2016-17 and gap between two meetings did not exceed 120 days. Quorum was present in all the meetings held during the financial year 2016-17.

The Company Secretary act as the Secretary to the Audit Committee.

The Chairman of the Audit Committee, Shri Raj Kumar Mittal was present at the Annual General Meeting of the Company held on 19th July, 2016.

### 4. NOMINATION & REMUNERATION COMMITTEE

The Company considers human resources as its valuable assets. The policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013.

#### Terms of reference

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors in regards of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short band long-term performance objectives appropriate to the working of the Company and its goals;
- Devise a policy on the diversity of Board of Directors;
- Recommend to the Board the Remuneration Policy for directors, Key Managerial Personnel;
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter;
- And, generally, all items listed in Part D of Schedule II to the Listing Regulations and in Section 178 of the Companies Act, 2013.

#### (a) Terms and Conditions of Appointment of Independent Directors

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

**Independence:** In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/she meets with the criteria for 'Independent Director' as laid down in the Act and Regulation 16 (1) (b) of the Listing Regulations.

**Qualifications:** A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill domain mix of the Board.

**Positive Attributes:** In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

The Nomination & Remuneration Committee comprises of 2 Non-Executive and Independent Directors and 1 Promoter and Executive Director:

Name of the Member	Designation
Shri Raj Kumar Mittal	Chairman - Non Executive and Independent Director
Shri Om Parkash Singal	Member - Non Executive and Independent Director
Shri Rajesh Agrawal	Member - Promoter and Executive Director

During the year, the Nomination and Remuneration Committee met on 3rd November, 2016. Shri Raj Kumar Mittal, Shri Om Parkash Singal and Shri Rajesh Agrawal attended the meeting. Shri Raj Kumar Mittal was present at the Annual General Meeting of the Company held on 19th July, 2016.

# Elegant Marbles and Grani Industries Ltd.

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## Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 3rd November, 2016, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairperson of the Company, taking into account the views of other directors;
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors of the Company attended the Meeting of Independent Directors.  
Shri Raj Kumar Mittal chaired the Meeting.

## Board and Director Evaluation and Criteria for Evaluation

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include inter alia, degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director & CEO.

Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The procedure followed for the performance evaluation of the Board, Committees and Directors is detailed in the Board's Report.

## 5. REMUNERATION POLICY

### (a) Remuneration to Managing Director / Whole-time Directors

The Remuneration to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

### (b) Remuneration to Non Executive / Independent Directors:

The Non Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

All the remuneration of the Non Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

Any remuneration paid to Non Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- The Services are rendered by such Director in his capacity as the professional; and
- In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

### (c) Remuneration to Key Managerial Personnel and Senior Management:

The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.



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### 6. REMUNERATION OF DIRECTORS

(a) Details of payments made to Non-Executive and Independent Directors during the year 2016-17 are given below:

Name of Directors	*Sitting Fees For Non-Executive and Independent Directors ₹
Shri Raj Kumar Mittal	45,000
Shri Ram Chawla	35,000
Shri Om Parkash Singal	45,000

(b) Details of payments made to Non Executive and Women Director during the year 2016-17 are given below:

Name	*Sitting Fees For Non-Executive and Women Director ₹
Ms. Yogita Agrawal	35,000

\*The Company paid the sitting fees of ₹ 5000/- per Board and Committee Meetings attended by the directors. Apart from sitting fees at the rate mentioned above, Non- Executive Directors are not entitled to any remuneration from the Company. None of the Non- Executive and Independent Directors hold any shares in the Company.

(c) Details of remuneration paid to Managing Directors during the year 2016-17 are given below:

Name	Salary (Including Allowances & Bonus) ₹	Perquisite In Cash Or Kind ₹	Service Contract
Shri Rajesh Agrawal	30,00,000	4,50,000	1st August, 2015 to 31st July, 2018
Shri Rakesh Agrawal	30,00,000	4,50,000	1st October, 2015 to 30th September, 2018

(d) Pecuniary relationship or transactions of Non- Executive Directors

During the year under review, there were no pecuniary relationships and transactions of any Non-Executive Directors with the Company.

(e) Criteria of making payments to Non-Executive Directors

Non-Executive Directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.

The Company currently has no stock option plan for any of its Directors. During the year under review, none of the Directors was paid any performance-linked incentive. In F.Y. 2016-17, the Company did not advance any loans to any of the Non-Executive Directors.

### 7. STAKEHOLDERS' RELATIONSHIP COMMITTEE

(a) Scope of the Committee

The scope of the Stakeholders' Relationship Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

(b) Composition of the Committee

Name of the Member	Designation
Yogita Agrawal	Chairperson - Non Executive and Women Director
Shri Rajesh Agrawal	Member - Promoter & Executive Director
Shri Rakesh Agrawal	Member - Promoter & Executive Director

During the year under review, Committee met thrice on 18th May, 2016, 13th October, 2016 and 1st February, 2017.

This Committee looks into the transfer of shares and the redressal of Shareholders' and investors' complaints with respect to transfer/transmission of shares, non-receipt of annual report, dividend warrants etc.

#### Compliance Officer

NAME OF THE COMPLIANCE OFFICER	Heena Joshi*
CONTACT DETAILS	Elegant House, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013
E- MAIL ID	companysecretary@elegantmarbles.com

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The Company has not received any complaints from the shareholders so far. Hence, there is no question of pending complaints and number of complaints not solved to the satisfaction of shareholders.

\* Reshma Ramchandani has resigned from the post of Company Secretary, KMP and Compliance Officer w.e.f 19th May, 2016 and Ms. Heena Joshi was appointed w.e.f 3rd November, 2016.

## 8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

### (a) Scope of the Committee

- The scope of the Corporate Social Responsibility Committee is to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII;
- Recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.

### (b) Composition of the Committee

Name of the Member	Designation
Shri Rajesh Agrawal	Chairman - Promoter & Executive Director
Shri Rakesh Agrawal	Member - Promoter & Executive Director
Shri Ram Chawla	Member - Non-Executive and Independent Director

During the year under review, one meeting of this committee was held on 15th July, 2016. Shri Ram Chawla, Shri Rakesh Agrawal & Shri Rajesh Agrawal attended the said meeting.

## 9. MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met on 3rd November, 2016 without the presence of the Managing Director, Non Executive, Non Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and was conducted informally to enable the Independent Directors to discuss matters pertaining to performance evaluation of Individual Directors, Chairman of the Board and Board of as whole.

## 10. GENERAL BODY MEETINGS

Details of Annual General Meetings held in the three previous years and Special Resolutions passed there at are as under :

Following table demonstrates the particulars of the last three Annual General Meetings of the Company:

F.Y.	Date & Time	Venue	Special Resolutions passed
2013-14	24th September, 2014 at 9.00 a.m.	E-7/9, RIICO Industrial Area, Abu Road - 307 026, Rajasthan	1.To appoint Shri Raj Kumar Mittal as an Independent Director for a period of five years. 2.To appoint Shri Radhey Shyam Agarwal as an Independent Director for a period of five years. 3.To appoint Shri Ram Chawla as an Independent Director for a period of five years. 4.To appoint Ms. Yogita Agrawal as Non Executive Woman Director. 5.To borrow money or sums of money in excess of paid up capital and free reserves, up to ₹ 200 Crores required under Section 180(1)(c) of the Companies Act, 2013 6.To make loan, give guarantee, provide security and to invest the funds of the Company in excess of paid up capital and free reserves, up to ₹ 200 Crores required under Section 186 of the Companies Act, 2013.
2014-15	15th July, 2015 at 9.00 a.m.	E-7/9, RIICO Industrial Area, Abu Road - 307 026, Rajasthan	1.To appoint Shri Om Parkash Singal as an Independence Director 2.To re-appoint Shri Rajesh Agrawal as the Chairman and Managing Director 3.To re-appoint Shri Rakesh Agrawal as the Managing Director 4.To adopt the New Articles of Association 5.To keep the registers and returns at a place other than Registered Office
2015-16	19th July, 2016 at 9.00 a.m.	E-7/9, RIICO Industrial Area, Abu Road - 307 026, Rajasthan	1. Service of documents under Section 20 of the Companies Act, 2013 and costs thereto:

**No Special Resolution was passed through postal ballot.**

## 11. MEANS OF COMMUNICATION

Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company submits Quarterly results along with year to date figures to Stock Exchange within 45 days of end of respective quarters other than last quarter.

The Company publishes the audited annual results within the stipulated period of sixty days from the close of the financial year as required by the Listing Regulations.

As per the normal practice, Results are approved by Board of Directors of the Company. The approved results are then forthwith uploaded on the designated portal of the Stock Exchange where the Company's shares are listed viz., BSE Limited (BSE) through BSE Listing Centre. The results are also

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published within 48 hours in published in Free Press Journal and Navshakti along with the official press release and are displayed on the Company's website, [www.elegantmarbles.com](http://www.elegantmarbles.com) under "Investor Relations" section.

The quarterly Shareholding Pattern and Corporate Governance Report of the Company are filed with BSE through BSE Listing Centre. They are also displayed on the Company's website under the "Investor Relations" section.

The Company's website is a comprehensive reference on its management, vision, mission, policies, corporate governance, sustainability, investor relations, products and processes and updates and news. The section on 'Investor Relations' serves to inform the shareholders, by giving complete financial details, shareholding patterns, corporate benefits, information relating to stock exchanges, Stock Exchange Compliances, contact details for Investors and details of Registrar & Transfer Agents.

### 12. MANAGEMENT

#### (a) Management discussion and analysis report

Management discussion and analysis report is given as a separate chapter as part of this annual report.

#### (b) Disclosure of material transactions

Pursuant to the Regulations of SEBI (LODR), 2015, senior management have given disclosures to the Board that there are no material, financial and commercial transactions where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company.

### 13. SHAREHOLDERS

#### Appointment/Reappointment

Appointment and/or re-appointment of Directors according to the Companies Act, 2013, at least two-third of the Board should consist of retiring Directors. Of these, one-third is required to retire every year and, if eligible, may seek re-appointment by the shareholders.

Accordingly, Yogita Agrawal retires from Board by rotation this year and, being eligible for re-appointment and matter is placed before shareholders for approval.

Brief profile of the Director proposed to be re-appointed is given in the notice convening the ensuing Annual General Meeting of the Company.

### 14. GENERAL SHAREHOLDER INFORMATION

The Company is registered with the Registrar of Companies, Rajasthan. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L14101RJ1984PLC003134.

#### (a) Forth Coming Annual General Meeting

The forthcoming Annual General Meeting of the Members of Elegant Marbles & Grani Industries Limited will be held at E-7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan on Wednesday, 26th July, 2017 at 9.00 a.m.

#### (b) Financial Year of the Company

Financial year of the Company is 1st April to 31st March every year.

#### (c) Date of Book Closure

Share Transfer Books of the Company will be closed from 20th July, 2017 to 26th July, 2017 (both days inclusive).

#### (d) Listing on Stock Exchange

The Bombay Stock Exchange Limited, Mumbai

#### (e) Stock Code

Bombay Stock Exchange code – 526705

#### (f) The ISIN NO. In CDSL and NSDL

INE095B01010

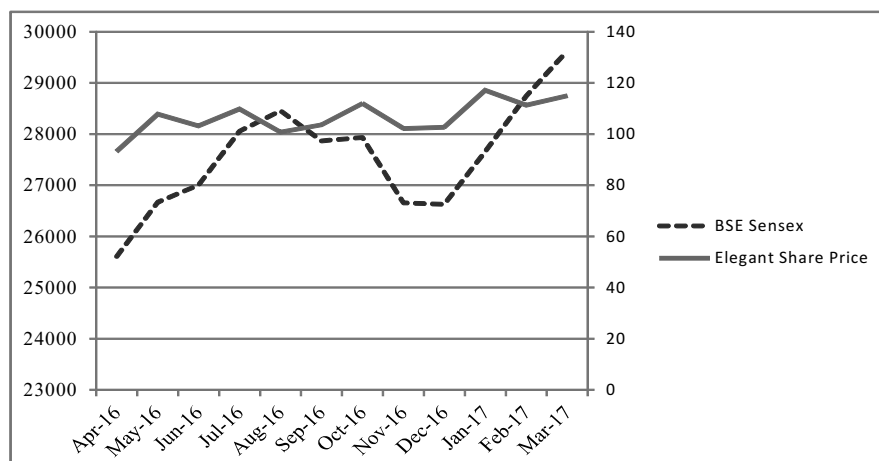
#### (g) Market Price Data

Table below gives the monthly high and low prices and volumes of trading of Equity Shares of the Company at BSE Limited for the year 2016-17:

Month	High	Low
April 2016	99.00	90.01
May 2016	114.95	85.00
June 2016	119.00	95.50
July 2016	163.80	101.00
August 2016	114.00	98.00
September 2016	109.00	96.00
October 2016	114.00	101.65
November 2016	119.00	92.10
December 2016	106.90	95.00
January 2017	120.00	95.40
February 2017	122.80	101.75
March 2017	119.90	103.00

# Elegant Marbles and Grani Industries Ltd.

## (h) Performance of Elegant share price in comparison with BSE Sensex



## (i) Distribution of shareholding as on 31st March, 2017

No. of Equity Shares held	No. of Shareholders	Share Amount ₹	% of Shareholdings
Upto 500	1677	20,77,450	4.617
501-1000	97	7,68,240	1.707
1001-2000	45	6,70,500	1.490
2001-3000	15	3,72,310	0.827
3001-4000	1	30,500	0.068
4001-5000	6	2,68,660	0.597
5001-10,000	5	3,41,180	0.758
10001 & above	17	4,04,71,160	89.936
<b>TOTAL</b>	<b>1863</b>	<b>4,50,00,000</b>	<b>100</b>

## (j) Pattern of Shareholding by Ownership as on 31st March, 2017

Category	No. of Shares	% of total shares
Promoters	32,52,400	72.28
Persons acting in concert	-	-
Mutual Funds & UTI	-	-
Banks/ FIs/ Insurance Co. (Central / State Govt./ Non- Govt. Institutions)	600	0.01
Corporate Bodies	2,43,871	5.42
NRIs/OCBs	3,156	0.07
Clearing Members	9,758	0.22
Indian Public	9,90,215	20.20
<b>Total</b>	<b>45,00,000</b>	<b>100.00</b>

## (k) Dematerialization of shares and liquidity:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Percentage of shares held in physical and dematerialized form as on 31st March, 2017 are listed below. The International Securities Identification Number ("ISIN") allotted to the shares under the Depository System is INE095B01010:

**Physical form: 1.55%**

**Electronic form with NSDL: 6.97%**

**Electronic form with CDSL: 91.48%**

The Company's shares are regularly traded on BSE Limited in the electronic form.

## (l) Outstanding ADRs/ GDRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company does not have any outstanding ADRs/ GDRs/ Warrants or any convertible instruments.

## (m) Commodity price risk or foreign exchange risk and hedging activities:

During the year, the Company has managed foreign exchange risk and hedged to the extent considered necessary. Net open exposures are reviewed regularly and covered through forward contracts and Packing Credits in Foreign Currency. The details of foreign currency exposure are disclosed in Notes to Accounts.

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### (n) Financial Release Dates for 2017-2018

Quarter	Release Date (Tentative and subject to change)
1st Quarter ending 30th June, 2017	31st July, 2017
2nd Quarter ending 30th September, 2017	31st October, 2017
3rd Quarter ending 31st December, 2017	31st January, 2018
4th Quarter ending 31st March, 2018	30th April, 2018

### (o) Registrar and Share Transfer agents

Universal Capital Securities Private Limited  
21, Shakil Niwas, Near Satya Sai Baba Mandir,  
Mahakali Caves Road, Andheri (East), Mumbai – 400 093.  
Telephone: 022-2820 7203 Fax: 022-2820 7207  
Website: www.unisec.in Email: info@unisec.in

### (p) Share Transfer System

Documents for transfer of shares in physical form can be lodged with Universal Capital Securities Private Limited at its registered address. The transfers are normally processed within 15 days from the date of receipt, if the documents are complete in all respects.

### (q) IEPF Demat Account

Pursuant to Section 125 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments made thereunder, Company is urged to transfer shares in respect of which dividend is not claimed for seven consecutive years to IEPF DEMAT Account as maintained by authority.

Adhering to requirements as set out in the rules, Advertisement was published in newspapers and Letters were sent to shareholders requesting them to encash the dividend amounts lying with the company in respect of financial year 2009-10 to 2015-16 latest by 30th April, 2017.

For the aforesaid purpose of transferring shares to IEPF Demat Account maintained by authority, Company followed the below mentioned guidelines as mandated by the authority:

**In case of Physical Shares:** By following the procedure of transmission of shares by operation of law and thereafter informing depository by way of corporate action to convert the physical shares into Demat form for effecting transfer of shares in favour of the fund.

**In case of Dematerialised shares:** Informing depository by way of corporate action to transfer shares in favour of the fund from respective Demat accounts of shareholders.

In order to save transfer of shares to IEPF Demat account in future, Members are requested to encash the unclaimed dividend amounts lying with Company against their respective folios. As on transferring the shares to IEPF Demat account, No claim shall lie against the Company and Member need to address an application to central government as per the guidelines displayed on Website of the Company (www.elegantmarbles.com).

### (r) Secretarial Audit

- Shri Virendra Bhatt, Practicing Company Secretary have conducted the Secretarial Audit of the Company for the year 2016-17. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act, 2013 and the Rules made there under, Listing Agreements with the Stock Exchanges, Listing Regulations, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.
- Pursuant to Regulation 40 (9) of the Listing Regulations, certificates have been issued on a half-yearly basis, by a Company Secretary in practice, certifying due compliance of share transfer formalities by the Company.
- A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

### (s) Plant Locations:

E 7/9 RIICO Industrial Area, Abu Road – 307026, Rajasthan.

### (t) Address for correspondence

For any Query relating to the Secretarial affairs of the Company:  
Elegant House  
Raghuvanshi Mills Compound,  
Senapati Bapat Marg, Lower Parel, Mumbai- 400 013.  
Telefax: 022-2493 0782  
E-mail: elegantmarbles@gmail.com  
Website: https://www.elegantmarbles.com

# Elegant Marbles and Grani Industries Ltd.

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## 15. DISCLOSURES

- a) There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. The Company has formulated a Related Party Transactions Policy and the same is displayed on the Company's website at the following weblink: <https://www.elegantmarbles.com/policies/>.
- b) During the year, there were no materially significant related party transactions, i.e. transactions of the Company of material nature with its promoters, their subsidiaries, the Directors or the management or relatives, etc. that may have potential conflict with the interests of the Company at large. Declarations have been received from the senior management personnel to this effect.
- c) The Company do not have any subsidiaries.
- d) The Company has complied with the requirements of the Stock Exchanges/ SEBI and statutory authorities on all matters related to the capital markets during the last three years. No penalty or strictures were imposed on the Company by these authorities.
- e) The Managing Director & CEO and the Chief Financial Officer have certified to the Board in accordance with Part B of Schedule II to the Listing Regulations pertaining to CEO/ CFO certification for the Financial Year ended 31st March, 2017.
- f) The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.
- g) The Company has complied with all the mandatory and non-mandatory requirements of the Listing Regulations relating to Corporate Governance and also complied with Clauses (b) to (i) of Regulation 46 (2) relating to the dissemination of information on the website of the Company. The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations is as under:
- Managing Director of the Company is holding Chairmanship and hence, question of separate office does not arise.
  - Half yearly financial performance of the Company are disseminated through website of exchange and Company and are further published in newspapers.
  - The financial statements of the Company are with unmodified audit opinion.
  - Company has appointed Shri Rajesh Agrawal as Managing director and Chairman, in accordance with Articles of Association of the Company.
  - The Internal Auditor reports to the Audit Committee at quarterly intervals.
- h) SEBI Complaints Redress System (SCORES) Securities and Exchange Board of India (SEBI) administers a centralised web based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website [www.scores.gov.in](http://www.scores.gov.in). It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal.
- All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES or otherwise within 15 days of the receipt of the complaint.

**For and on behalf of the Board of Directors  
Elegant Marbles and Grani Industries Limited**

**Heena Joshi  
Company Secretary**

**Date: 26th May, 2017  
Place : Mumbai**

## **Declaration by the Managing Director under Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

As required under the SEBI (LODR) Regulations, 2015, it is hereby declared that all the Board Members and senior management personnel have affirmed compliance with the Code of Conduct, as applicable to them, of the Company for the year ended 31st March, 2017.

**For Elegant Marbles and Grani Industries Limited**

**Date: 26th May, 2017  
Place: Mumbai**

**Rajesh Agrawal  
Chairman and Managing Director  
(DIN : 00017931)**

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### CEO/CFO Certification

To,  
The Board of Directors,  
**ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED**

We, the undersigned, in our respective capacities as Chairman and Managing Director and Chief Financial Officer of ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED hereby certify that:

- A. We have reviewed Financial Statements and the Cash Flow Statement for the financial year 2016-2017 and that to the best of our knowledge and belief:
  1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of Company's affair 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, 2016-2017 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept the responsibility for establishing and maintaining the internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
  1. that there are no significant changes in internal control over financial reporting during the year;
  2. that there are no significant changes in the accounting policies during the year; and
  3. that there are no instances of significant fraud of which we have become aware.

For **Elegant Marbles and Grani Industries Limited**

**Hitesh Kothari**  
Chief Financial Officer  
Date: 26th May, 2017  
Place: Mumbai

For **Elegant Marbles and Grani Industries Limited**

**Rajesh Agrawal**  
Chairman and Managing Director  
DIN: 00017931  
Date: 26th May, 2017  
Place: Mumbai

### Auditors Certificate On Corporate Governance

To  
The Members  
Elegant Marbles And Grani Industries Limited  
Abu Road.

1. We have examined the compliance of conditions of Corporate Governance by Elegant Marbles And Grani Industries Limited for the year ended on 31st March, 2017 as stipulated under Regulation 17 to 27 whichever applicable, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 applicable for the period 1st April, 2016 to 31st March, 2017 of the said Company.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause and regulation as stated above. It is neither an audit nor an expression of opinion on the financial statement of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and Regulation 17 to 27 whichever applicable, clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the respective periods of applicability as specified in para 1 above during the year ended 31st March, 2017.
4. We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai,  
Date : 26th May, 2017

For **SDBA & CO.**  
Chartered Accountants  
FR. No. 142004W  
(Sanjeev A. Mehta)  
Partner  
M. No. 41287

# Elegant Marbles and Grani Industries Ltd.

## INDEPENDENT AUDITORS' REPORT

To  
The Members  
Elegant Marbles And Grani Industries Limited,  
Abu Road.

### Report on the Financial Statements

We have audited the accompanying financial statements of Elegant Marbles and Grani Industries Limited, which comprise the Balance Sheet as at March 31, 2017, the Statement of profit & loss, the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### 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 of these 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. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting the 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

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act and rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards & pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, 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 control 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required, give a true and fair view in conformity with the accounting principles generally accepted in India :

- In the case of the balance sheet, of the state of affairs of the company as at March 31, 2017;
- In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Emphasis of matter

No provision for gratuity, amount not ascertainable in absence of actuarial valuation by a certified valuer, has been made by the company.

### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act (here-in-after referred to as the 'Order') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- 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;
- In our opinion, proper books of account as required by the law have been kept by the company so far as appears from our examination of those books.
- The Balance Sheet, the Statement of Profit & Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164(2) of the Act.
- 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".
- With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer point no. 11 of the Notes to Accounts.
  - The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2017.

Place : Mumbai,  
Date : 26th May, 2017

For SDBA & CO.  
Chartered Accountants  
FR. No. 142004W  
( Sanjeev A. Mehta)  
Partner  
M. No. 41287



# 32nd Annual Report 2016 - 2017

## ANNEXURE TO THE AUDITOR'S REPORT (Referred to in our report of even date)

To  
The Members  
Elegant Marbles And Grani Industries Limited,  
Abu Road.

### “Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- i. a) The company has maintained proper records of fixed assets showing full particulars including quantitative details and situation of fixed assets.  
b) As explained to us, the fixed assets have been physically verified by the management during the year in accordance with a regular programme for verification, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.  
c) The title deeds of immovable properties are held in the name of the company.
- ii. a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.  
b) In our opinion and according to information and explanation given to us, the procedures of physical verification of the company are reasonable and adequate having regard to the size of the company and nature of its business.  
c) In our opinion and according to the information and explanation given to us, the company is maintaining proper records of inventory. The discrepancies noticed on verification between physical stocks and book records were not material and have been properly dealt with in the books of accounts.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v. In our opinion and according to the information and explanations given to us, the company has not accepted any deposit in contravention of section 73 to section 76 or any other relevant provision of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014. As informed to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other Court or tribunal.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rule made by the Central Government for maintenance of cost records under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we are not required to carry out and have not carried out a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. a. The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues with appropriate authorities, wherever applicable to it.  
b. In our opinion and in accordance with the information and explanation given to us, the following demands were not deposited on account of dispute:

Name of the Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending	Amount (₹)
Income Tax Act, 1961	Income Tax	A.Yr. 2014-2015	CIT (Appeals)	₹ 7,99,670/-
Income Tax Act, 1961	Income Tax	A.Yr. 2013-2014	CIT (Appeals)	₹ 41,73,670/-
Income Tax Act, 1961	Income Tax	A.Yr. 2012-2013	Income Tax Appellate Tribunal	₹ 3,04,430/-
Income Tax Act, 1961	Income Tax	A.Yr. 2011-2012	Income Tax Appellate Tribunal	₹ 2,91,046/-
- viii. In our opinion and according to the information and explanations given to us, the company has not borrowed any funds from financial institutions, banks or debenture holders.
- ix. In our opinion, the company has not raised any funds from public offer (including debt instruments) or by term loan.
- x. In our opinion, on the basis of audit conducted by us and in accordance with the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. The company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

# Elegant Marbles and Grani Industries Ltd.

xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

## ANNEXURE TO THE AUDITOR'S REPORT (Referred to in our report of even date)

To  
The Members  
Elegant Marbles And Grani Industries Limited,  
Abu Road.

### “Annexure B” to the Independent Auditor’s 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 have audited the internal financial controls over financial reporting of ELEGANT MARBLES & GRANI INDUSTRIES LTD. (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone 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 our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### 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 March 31, 2017, 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”.

Place : Mumbai,  
Date : 26th May, 2017

For SDBA & CO.  
Chartered Accountants  
FR. No. 142004W  
(Sanjeev A. Mehta)  
Partner  
M. No. 41287

## 32nd Annual Report 2016 - 2017

### BALANCE SHEET AS AT 31ST MARCH, 2017

	Notes	As at 31st March, 2017 ₹	As at 31st March, 2016 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<u>Shareholders Funds</u>			
Share Capital	1	4,50,00,000	4,50,00,000
Reserves & Surplus	2	65,00,50,535	58,77,19,467
Money Received against share warrants		—	—
		<b>69,50,50,535</b>	<b>63,27,19,467</b>
<u>Share Application Money Pending Allotment</u>			
		—	—
<u>Non-current liabilities</u>			
Long Term Borrowing		—	—
Deferred Tax Liabilities (Net)		—	—
Other Long Term Liabilities		—	—
Long Term Provisions		—	—
<u>Current liabilities</u>			
Short Term Borrowings		—	—
Trade Payables		—	—
Due to Micro & Small Enterprises		—	—
Due to Others		10,22,31,518	8,90,37,835
Other Current Liabilities	3	1,60,13,114	2,04,74,066
Short-term Provisions	4	17,64,536	18,55,801
		<b>12,00,09,168</b>	<b>11,13,67,702</b>
	<b>TOTAL</b>	<b>81,50,59,703</b>	<b>74,40,87,169</b>
<b>II. ASSETS</b>			
<u>Non-current assets</u>			
<u>Fixed Assets</u>			
Tangible Assets	5	96,00,762	1,08,37,039
Non-Current Investments	6	64,11,36,984	58,85,86,714
Deferred Tax Assets (Net)		93,59,752	91,85,374
Long-term Loans and Advances	7	40,81,201	35,42,628
Other Non-Current Asset		—	—
		<b>66,41,78,699</b>	<b>61,21,51,755</b>
<u>Current assets</u>			
Current Investments		—	—
Inventories	8	10,83,17,441	9,94,10,486
Trade Receivables	9	1,26,57,028	1,33,42,609
Cash and Cash Equivalents	10	1,08,74,256	1,35,31,022
Short-term Loans and Advances	11	22,00,174	12,42,189
Other Current Assets	12	1,68,32,105	44,09,108
		<b>15,08,81,004</b>	<b>13,19,35,414</b>
	<b>TOTAL</b>	<b>81,50,59,703</b>	<b>74,40,87,169</b>

#### Significant Accounting Policies

Notes are an Integral Part of the Financial Statements

18

As per our Report of even date

For **SDBA & CO.**

Chartered Accountants

FR. No. 142004W

**(SANJEEVA. MEHTA)**

Partner

M. No. :41287

Place : Mumbai

Date : 26th May, 2017

For & on behalf of Board of Directors

**Rajesh Agrawal**

**Chairman and Managing Director**

**Heena Joshi**

**Company Secretary**

Place : Mumbai

Date : 26th May, 2017

**Hitesh Kothari**

**Chief Financial Officer**

# Elegant Marbles and Grani Industries Ltd.

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017

	Notes	For the year ended 31st March, 2017 ₹	For the year ended 31st March, 2016 ₹
<b>I. INCOME</b>			
Revenue from operations	13	28,21,81,057	30,26,03,244
Other Income	14	6,68,15,602	7,01,64,366
<b>TOTAL</b>		<b>34,89,96,659</b>	<b>37,27,67,610</b>
<b>II. EXPENDITURE</b>			
Cost of Raw Material Consumed		1,86,33,069	7,52,32,167
Purchases of Traded Goods		20,99,42,724	15,50,78,489
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	15	(61,66,946)	1,35,54,625
Employees Benefit Expenses	16	1,54,93,818	95,01,042
Finance Cost		—	—
Depreciation and Amortization Expense	5	19,04,123	20,20,983
Other Expenses	17	2,91,20,570	3,79,27,011
<b>TOTAL</b>		<b>26,89,27,358</b>	<b>29,33,14,317</b>
<b>Profit/(Loss) before exceptional and extraordinary items and tax</b>		<b>8,00,69,301</b>	<b>7,94,53,293</b>
Exceptional Item		—	—
<b>Profit/(Loss) before extraordinary items and tax</b>		<b>8,00,69,301</b>	<b>7,94,53,293</b>
Extraordinary Items		—	—
<b>Profit for the year before taxes</b>		<b>8,00,69,301</b>	<b>7,94,53,293</b>
<b>Less : Tax expense:</b>			
(1) Current Tax		(1,75,00,000)	(1,47,00,000)
(2) Deferred Tax (Net)		1,74,378	1,52,279
(3) Excess/(Short) Provision of Previous Years		(4,12,612)	—
<b>Profit for the year after taxes</b>		<b>6,23,31,067</b>	<b>6,49,05,572</b>
<b>Earnings per equity share:</b>			
(1) Basic		13.85	14.42
(2) Diluted		13.85	14.42

**Significant Accounting Policies** 18  
**Notes are an Integral Part of the Financial Statements**

As per our Report of even date  
For **SDBA & CO.**  
Chartered Accountants  
FR. No. 142004W

**(SANJEEVA. MEHTA)**  
Partner  
M. No. :41287  
Place : Mumbai  
Date : 26th May, 2017

For & on behalf of Board of Directors

**Rajesh Agrawal**  
Chairman and Managing Director

**Heena Joshi**  
Company Secretary

Place : Mumbai  
Date : 26th May, 2017

**Hitesh Kothari**  
Chief Financial Officer

## 32nd Annual Report 2016 - 2017

### NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2017

NOTE 1 : SHARE CAPITAL	As at 31st March, 2017 ₹	As at 31st March, 2016 ₹
<b>AUTHORISED</b>		
50,00,000 (Previous Year : 50,00,000) Equity Shares of ₹10/- each	5,00,00,000	5,00,00,000
<b>ISSUED, SUBSCRIBED AND PAID-UP</b>		
45,00,000(Previous year : 45,00,000) Equity Shares of ₹10/- each	4,50,00,000	4,50,00,000
<b>TOTAL</b>	<b>4,50,00,000</b>	<b>4,50,00,000</b>

**(a) Reconciliation of the Equity Shares outstanding at the beginning and at the end of the year :**

Particulars	As at 31st March, 2017		As At 31st March, 2016	
	No. of Shares	Amount ₹	No. of Shares	Amount ₹
At the beginning of the period	45,00,000	4,50,00,000	45,00,000	4,50,00,000
Issued during the period - Bonus Issue	—	—	—	—
Issued during the period - Preferential Allotment	—	—	—	—
Outstanding at the end of the year	<b>45,00,000</b>	<b>4,50,00,000</b>	<b>45,00,000</b>	<b>4,50,00,000</b>

**(b) Equity Shareholder holding more than 5% equity shares along with number of equity shares is given below :**

Name of the Shareholder	As at 31st March, 2017		As At 31st March, 2016	
	No. of Shares	%	No. of Shares	%
Shri Rajesh Agrawal	10,06,800	22.37%	10,06,800	22.37%
Shri Rakesh Agrawal	8,90,000	19.78%	8,90,000	19.78%
Smt. Alka Agrawal	5,45,000	12.11%	5,45,000	12.11%
Smt. Divya Agrawa	5,25,000	11.67%	5,25,000	11.67%
Smt. Gita Agrawal	2,70,000	6.00%	2,70,000	6.00%
	<b>32,36,800</b>	<b>71.93%</b>	<b>32,36,800</b>	<b>71.93%</b>

**(c) Terms/rights attached to equity shares :**

The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

# Elegant Marbles and Grani Industries Ltd.

## NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2017

	<u>As at 31st March, 2017 ₹</u>	<u>As at 31st March, 2016 ₹</u>
<b>NOTE 2 : RESERVES &amp; SURPLUS</b>		
<b>Share Premium Reserve</b>		
Balance as per last Balance Sheet	2,85,00,000	2,85,00,000
Balance at the end of the year	<u>2,85,00,000</u>	<u>2,85,00,000</u>
 <b>General Reserve</b>		
Balance as per last Balance Sheet	20,91,22,383	20,31,22,383
Add : Current year transfer	60,00,000	60,00,000
Less :Written back in current year	—	—
Balance at the end of the year	<u>21,51,22,383</u>	<u>20,91,22,383</u>
 <b>Surplus in the Statement of Profit and Loss</b>		
Balance as per last Balance Sheet	35,00,97,084	30,20,56,418
Add:Net Profit/(Net Loss) for the year	6,23,31,067	6,49,05,571
Less:Adjustment of fixed assets values as per Schedule II of Companies Act, 2013	—	—
Amount Available for Appropriation	<u>41,24,28,151</u>	<u>36,69,61,989</u>
 <b>Appropriations :</b>		
Interim Dividend Paid	—	(90,00,000)
Previous year Dividend Distribution Tax	—	(32,717)
Tax on Dividend	—	(18,32,188)
Transfer to General Reserve	(60,00,000)	(60,00,000)
Balance at the end of the year	<u>40,64,28,151</u>	<u>35,00,97,084</u>
<b>TOTAL</b>	<u><u>65,00,50,535</u></u>	<u><u>58,77,19,467</u></u>
 <b>NOTE 3 : OTHER CURRENT LIABILITIES</b>		
Unclaimed Dividend	6,47,438	6,08,032
<b>Other Payables</b>		
Advance from Customers	1,23,24,446	1,68,17,505
Statutory dues Payable	18,10,227	17,64,011
Employee Related Liabilities	96,659	63,785
Other Liabilities	11,34,344	12,20,733
<b>TOTAL</b>	<u><u>1,60,13,114</u></u>	<u><u>2,04,74,066</u></u>
 <b>NOTE 4 : SHORT-TERM PROVISIONS</b>		
Proposed Dividend	—	—
Provision for Corporate Dividend Tax	—	—
Provision for Taxation	17,64,536	18,55,801
<b>TOTAL</b>	<u><u>17,64,536</u></u>	<u><u>18,55,801</u></u>

## ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2017

## NOTE 5 : FIXED ASSETS

Name of Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As on 01.04.2016	Additions	Sale	Total 31.03.2017	As on 01.04.2016	Written Off	Total 31.03.2017	As on 31.03.2017 ₹	As on 31.03.2016 ₹
Leasehold Land	26,66,854	—	—	26,66,854	—	—	—	26,66,854	26,66,854
Factory Building	51,22,900	—	—	51,22,900	41,77,431	1,69,338	43,46,769	7,76,131	9,45,469
Office Premises	9,32,626	—	—	9,32,626	2,63,245	15,659	2,78,904	6,53,722	6,69,381
Plant & Machinery	2,15,87,435	—	—	2,15,87,435	2,14,68,735	18,713	2,14,87,448	99,987	1,18,700
Cranes	20,94,176	—	—	20,94,176	20,94,175	—	20,94,175	1	1
Office Equipments	25,82,838	70,135	—	26,52,973	21,07,214	2,08,080	23,15,294	3,37,679	4,75,624
Air Conditioner	20,61,555	3,25,147	—	23,86,702	18,14,301	1,90,571	20,04,871	3,81,831	2,47,254
Computer	22,18,402	2,72,563	—	24,90,965	17,43,607	2,79,368	20,22,975	4,67,990	4,74,795
Motor Car & Other Vehicles	1,06,06,877	—	—	1,06,06,877	57,04,463	9,56,187	66,60,650	39,46,227	49,02,414
Furniture & Fixtures	20,55,487	—	—	20,55,487	17,18,940	66,207	17,85,147	2,70,340	3,36,547
<b>TOTAL</b>	<b>5,19,29,150</b>	<b>6,67,845</b>	<b>—</b>	<b>5,25,96,995</b>	<b>4,10,92,111</b>	<b>19,04,123</b>	<b>4,29,96,234</b>	<b>96,00,762</b>	<b>1,08,37,039</b>
<b>Previous year</b>	<b>4,65,03,159</b>	<b>54,25,993</b>	<b>1</b>	<b>5,19,29,151</b>	<b>3,90,71,129</b>	<b>20,20,983</b>	<b>4,10,92,112</b>	<b>1,08,37,039</b>	<b>74,32,030</b>

# Elegant Marbles and Grani Industries Ltd.

## NOTE 6 : NON-CURRENT INVESTMENTS

### Non-Trade Investment (valued at cost unless stated otherwise)

Name of the Company	No of Shares/Units as at 31.03.2017	Face value	Paid up Value	As at 31st March, 17 ₹	As at 31st March, 16 ₹
<b>Investment in Quoted Shares</b>					
3I Infotech Ltd	5,000	10	10	4,51,085	4,51,085
Aegis Logistics Ltd	10,571	1	1	15,85,950	-
Aftek Ltd	10,000	2	2	8,10,706	8,10,706
Ajanta Pharma Ltd	47	2	2	91,760	-
Alkem Laboratories Ltd	787	2	2	12,09,651	6,29,335
Apollo Hospital Enterprises Ltd	500	5	5	6,28,050	-
Asian Paints Ltd	4,179	1	1	28,53,390	15,82,373
Avanti Feed Ltd	1,000	2	2	5,76,066	-
AYM Syntex Ltd	32,979	10	10	14,11,336	37,63,627
Bajaj Finance Ltd.	2,206	10	10	2,91,754	24,64,235
Balmer Lawrie CoLtd	11,000	10	10	42,29,029	23,80,648
BF Utilities Ltd	2,000	5	5	8,21,513	-
Bharat Forge Ltd	2,941	2	2	33,09,615	38,58,156
Bharat Petroleum Corpn. Ltd	4,928	10	10	12,26,434	32,57,936
Birla Corporation Ltd	1,624	10	10	12,02,704	-
Bombay Burman Trading Corp. Ltd	30,672	2	2	32,97,652	32,97,652
Bombay Dyeing MfgcoLtd	10,000	1	1	5,58,785	5,58,785
Bosch Ltd.	238	10	10	21,31,533	23,89,851
Britannia Industries Ltd.	5,500	10	10	7,12,959	7,12,959
Canara Bank	19,100	10	10	41,47,027	35,05,327
Canfin Home Ltd	285	10	10	5,00,224	-
Century Textiles Industries Ltd	13,785	10	10	1,49,29,136	92,29,529
City Union Bank Ltd.	10,127	1	1	10,41,666	8,23,733
Coal India Ltd	10,801	10	10	26,46,245	26,46,245
Colgate-Palmolive (India) Limited	888	1	1	8,15,018	5,17,791
Container Corporation Of India Ltd.	444	10	10	6,73,787	5,97,766
Cummins India Ltd.	1,365	2	2	13,33,935	11,74,551
DCB Bank Ltd	39,980	10	10	35,83,782	35,83,782
DCW Ltd	-	2	2	-	11,74,100
Development Credit Bank Ltd	11,946	10	10	14,93,266	3,84,205
Dewan Housing Finance Coropration Ltd	10,000	10	10	17,43,167	17,43,167
Dhanuka Agritech Ltd	486	2	2	3,34,141	-
Dishman Pharmaceuticals & Chemicals Ltd	1,169	2	2	3,46,648	-
Divis Laboratories Ltd	5,000	2	2	37,78,514	-
Dr. Lal Pathlabs Ltd	441	10	10	4,58,806	-
Eicher Motors Ltd	208	10	10	18,34,819	31,99,459
Emami Limited	1,322	1	1	14,18,908	8,86,626
Engineers India Ltd	2,862	5	5	3,22,989	2,27,105
Equitas Holdings Ltd	5,000	10	10	7,28,866	-
Eveready Industries India Ltd	-	5	5	-	10,44,905
Federal Bank Ltd	7,500	2	2	5,06,424	5,06,424
Federal-Mogul Goetze (India) Ltd	-	10	10	-	2,62,717
Gabriel India Ltd	5,242	1	1	6,34,061	-
Genus Power Infrastructure Ltd	60,000	1	1	15,99,227	15,99,227
GlaxoSmithkline Consumer Healthcare Ltd.	150	10	10	8,97,403	7,76,820
Godawari Power Ispat Ltd	48,950	10	10	1,72,95,522	1,72,95,520
Godrej Industries Ltd	1,633	1	1	7,86,876	-
Godrej Properties Ltd	10,500	5	5	26,90,829	26,90,829
HDFC Bank Ltd	2,176	10	10	4,55,246	6,67,140
Hero Motocorp Ltd.	523	2	2	4,26,261	6,22,991
Hindustan Construction Co. Ltd	1,00,000	1	1	23,08,212	23,08,212
Hindustan Petroleum Corporation Ltd.	11,596	10	10	33,38,161	25,95,086
Hindustan Zinc Ltd.	2,10,000	10	10	23,86,964	23,86,962
Housing Development Finance Corp. Ltd.	1,183	2	2	7,78,346	9,73,857
HOV Services Ltd	-	10	10	-	13,59,743
I.F.C.I. Ltd.	-	10	10	-	41,97,691
IDFC Bank Ltd	53,500	10	10	27,38,672	27,38,672
India Infoline Ltd	7,886	10	10	11,60,772	11,60,772
Indiabulls Real Estate Ltd	50,000	2	2	28,86,201	27,79,940
Indiabulls Ventures Ltd	1,80,115	2	2	36,86,384	-
Ineos Styrolution India Ltd	-	10	10	-	23,36,371
Inox Leisure Ltd	5,000	10	10	11,90,130	-
Inox Wind Ltd	20,000	10	10	42,81,501	75,65,834
Interglobe Aviation Ltd	6,266	10	10	54,29,540	22,63,870
Ipca Lab Ltd.	1,416	2	2	9,85,586	8,77,786
ITD Cementation India Ltd	2,348	1	1	3,37,333	-
Jai Corp Ltd	10,000	1	1	6,50,900	6,50,900



## 32nd Annual Report 2016 - 2017

### NOTE 6 : NON-CURRENT INVESTMENTS (CONTD.)

#### Non-Trade Investment (valued at cost unless stated otherwise)

Name of the Company	No of Shares/Units as at 31.03.2017	Face value	Paid up Value	As at 31st March, 17 ₹	As at 31st March, 16 ₹
Jain Irrigation Systems Ltd	70,000	2	2	43,72,147	48,58,091
Jaiprakash Associates Ltd	26,000	2	2	19,29,676	19,29,676
Jammu Kashmir Bank Ltd	56,558	1	1	36,59,483	5,51,797
Jet Airways (India) Ltd	7,500	10	10	28,98,097	-
Jindal Poly Films Ltd	1,000	1	1	-	-
Jindal Poly Investment and Finance Componey Ltd	250	1	1	-	-
JK Tyre & Industries Ltd	-	2	2	-	10,56,969
Jubilant Life Science Ltd	3,000	1	1	9,00,963	-
Kajaria Ceramics Ltd	942	1	1	6,70,601	-
Kalyani Investment Componey Ltd	1,127	10	10	5,15,389	5,15,389
Kolte-Patil Developers Ltd	-	10	10	-	6,16,064
Kotak Mahindra Bank Ltd	7,495	5	5	42,36,082	36,00,367
Lakshmi Vilas Bank Ltd	3,116	10	10	4,88,418	-
Larsen & Toubro Ltd.	14,006	2	2	1,29,72,051	1,29,81,731
LIC Housing Finance Ltd	2,000	2	2	10,15,907	-
Lovable Lingerie Ltd	4,000	10	10	9,77,264	-
LT Technology Services Ltd	1,218	2	2	11,12,969	-
Mahanagar Gas Ltd	638	10	10	4,60,588	-
Mahindra Holidays Resorts India Ltd	38,920	10	10	1,19,36,822	1,19,36,822
Mahindra Mahindra Ltd	2,052	5	5	24,88,491	-
Max Financial Services Ltd	3,809	2	2	13,00,147	6,32,299
Max India - Taurus Venture Ltd	-	2	2	-	6,24,336
Max Venture and Industries Ltd	-	2	2	-	70,609
Mayur Uniquoters Ltd	5,000	5	5	20,99,402	-
Mirza International Ltd	11,000	2	2	9,86,021	-
MOIL Ltd	2,500	10	10	7,73,430	-
Motilal Oswal Financial Service Ltd	5,101	1	1	14,64,057	14,35,394
MRF Ltd	70	10	10	7,43,369	7,43,369
Multi Commodity Exchange of India Ltd	1,000	10	10	10,88,849	10,88,849
Network18 Media Investments Ltd	-	5	5	-	32,70,918
Page Industries Ltd.	173	10	10	24,72,782	22,25,097
Parsvanath Developers Ltd.	10,000	10	10	16,73,837	16,73,837
Phoenix Lamps Ltd	2,031	10	10	3,42,188	-
Pidilite Industries Ltd	1,600	1	1	9,70,469	-
Praj Industries Ltd	15,000	2	2	12,35,528	-
Quess Corp.Ltd	987	10	10	6,06,144	-
Ramkrishna Forgings Ltd	5,000	10	10	14,35,182	-
Raymond Ltd.	-	10	10	-	33,23,485
Reliance Capital Ltd	-	10	10	-	9,88,224
Reliance Industries Ltd	4,000	10	10	39,48,605	1,75,86,658
Reliance Power Ltd	15,550	10	10	-	-
Snowman Logistics Ltd	15,000	10	10	10,24,547	-
Solar Industries India Ltd	-	10	10	-	15,57,860
Speciality Restaurants Ltd	-	10	10	-	1,35,530
State Bank of India	57,942	10	10	68,58,344	74,54,602
Sun Pharmaceuticals Industries Ltd	16,261	1	1	1,15,54,015	41,58,738
Tata Consultancy Services Ltd	807	1	1	17,00,668	24,91,989
Tata Investment Corporation Ltd	3,000	10	10	16,09,654	16,09,654
Titagarh wagons Ltd	-	2	2	-	10,54,121
Tribhovandas Bhimji Zaveri Ltd	-	10	10	-	6,63,790
Ttk Prestige Ltd	114	10	10	6,39,952	-
UFO Moviez India Ltd	6,500	10	10	32,63,164	-
Unitech Ltd	50,000	2	2	2,58,111	-
United Spirits Ltd	2,574	10	10	78,21,612	77,09,354
Vesuvius India Ltd	575	10	10	6,89,349	-
Videocon Industries Ltd	39,900	10	10	1,50,21,332	1,50,21,332
Voltas Ltd.	6,893	1	1	21,37,270	15,24,116
				<b>25,13,34,439</b>	<b>23,06,04,070</b>
<b>Investment in Debentures</b>					
<b>Investment in quoted Debentures</b>					
17.25% KrishnaEnt H and I Ind Pvt Ltd NCD	-	10,00,000	10,00,000	-	1,00,00,000
17.50% Vasathi Housing Ltd NCD	10	10,00,000	10,00,000	95,83,333	1,00,00,000
18% Parinee Reality Pvt Ltd NCD	4	10,00,000	10,00,000	38,72,705	39,92,480
				<b>1,34,56,038</b>	<b>2,39,92,480</b>
<b>Investment in unquoted Debentures</b>					
17% Pinnacle Vastu Nirman Pvt Ltd NCD	75	1,00,000	1,00,000	75,00,000	75,00,000
17.25% Kasata Hometech (India) Pvt Ltd NCD	100	1,00,000	1,00,000	1,00,00,000	-

# Elegant Marbles and Grani Industries Ltd.

## NOTE 6 : NON-CURRENT INVESTMENTS (CONTD.)

### Non-Trade Investment (valued at cost unless stated otherwise)

Name of the Company	No of Shares/Units as at 31.03.2017	Face value	Paid up Value	As at 31st March, 17 ₹	As at 31st March, 16 ₹
17.25% Setco Engineering Pvt Ltd NCD	50	1,00,000	1,00,000	50,00,000	50,00,000
17.25% Shanders Properties Pvt Ltd NCD	100	1,00,000	1,00,000	96,95,152	1,00,00,000
17.50% Axis Spaces Pvt Ltd NCD		1,00,000	1,00,000	-	60,00,000
17.75 % Orris Infrastructure Pvt Ltd NCD	1	1,00,00,00	1,00,00,00	1,00,00,000	1,00,00,000
18% Zodiac Developers Pvt Ltd-NCD	50	1,00,000	1,00,000	45,50,000	50,00,000
18% Shah Group Builders NCD	45,000	100	100	12,87,359	19,31,039
18% BBCL India Pvt Ltd NCD	483	20,000	20,000	22,05,180	96,71,843
18% BCIL Red Earth Developers India Pvt Ltd NCD	1,00,000	1,00,000	1,00,000	75,07,418	75,07,418
18% Darvesh Properties Pvt Ltd NCD	100	1,00,000	1,00,000	1,00,00,000	1,00,00,000
18% Fortune Buildcon India Pvt Ltd NCD	49,000	100	100	49,00,000	49,00,000
18% Karda Construction Ltd NCD		20,000	20,000	-	75,18,750
18% Mighty Constructions Pvt Ltd NCD	85,000	100	100	37,34,946	37,34,946
18% Oceanus Dwellings Pvt Ltd NCD		1,00,000	1,00,000	-	16,18,926
18% Omkar Realtors Andheri Project Pvt Ltd NCD	2	8,17,527	8,17,527	78,53,073	1,64,31,981
18% Sai Shraddha Vivek Andheri Prject Developers P Ltd NCD		20,000	20,000	-	75,00,000
18% Shriline Properties Pvt Ltd NCD	50	1,00,000	1,00,000	5,88,200	50,00,000
18% Spark Builders and Infra Projects Pvt Ltd NCD		1,00,00,00	1,00,00,00	-	40,59,533
18% VGN Developers Pvt Ltd NCD	5	10,00,000	10,00,000	38,25,000	51,00,000
18.50% Vista Home Pvt Ltd (NCD)	100	1,00,000	1,00,000	1,00,00,000	1,00,00,000
20.50% Green Farm Tech NCD	750	10,000	10,000	77,25,000	77,25,000
20% Diyug Construction Pvt Ltd NCD	100	1,00,000	1,00,000	1,02,00,000	-
20% Samrudhi Reality Ltd NCD	100	1,00,000	1,00,000	1,00,00,000	-
17% Avigna Properties Pvt Ltd NCD	-	1,00,000	1,00,000	-	16,00,000
17.25 % Midcity Infrastructure Pvt Ltd NCD	-	1,00,000	1,00,000	-	14,00,000
18% ASP Infra Projects Pvt Ltd NCD	-	1,00,000	1,00,000	-	20,00,000
18% Shambhvi Reality Pvt Ltd NCD	-	1,00,000	1,00,000	-	42,00,000
18% Spenta Enclave Pvt Ltd NCD	-	1,00,000	1,00,000	-	41,00,000
18% Sutlej Housing Pvt Ltd NCD	-	1,00,000	1,00,000	-	24,00,000
19% Gulam Mustafa Enterprises Pvt Ltd NCD	-	1,00,000	1,00,000	-	27,00,000
				<b>12,65,71,328</b>	<b>16,45,99,436</b>
				<b>14,00,27,366</b>	<b>18,85,91,916</b>
<b>Investment in Quoted Units of Mutual Funds</b>					
Bechmark Liquid Bees		1,000	1,000	-	89
ICICI Prudential Banking & PSU Debt Fund Direct Growth	1,58,608	10	10	30,00,000	-
ICICI Prudential Savings Fund DIR- Growth	4,05,040	10	10	9,95,32,322	1,96,66,731
IDFC Dynamic Bond Fund Growth (Direct Plan)	24,78,652	10	10	3,50,00,000	3,50,00,000
IDFC Equity Opportunity Ser 1 Regular Plan Dividend	-	10	10	-	50,00,000
Kotak Gilt (Investment Regular) Growth	4,78,238	10	10	1,93,07,908	1,93,07,908
M O Most Focused Multicap 35 F Direct Divi Payout	11,29,025	10	10	2,00,00,000	2,00,00,000
M O Most Focused Multicap 35 F Regular Divi Payout	4,23,967	10	10	75,00,000	75,00,000
Reliance Banking Fund-Div Plan	6,36,162	10	10	2,22,72,250	2,22,72,250
Reliance Liquid fund Direct DDR	159	1,000	1,000	1,58,917	2,17,791
Reliance Liquid Fund Growth Option	0.000	1,000	1,000	2	2
TATA Floater Fund Direct Plan Growth	1	10	10	1,757	1,757
				<b>20,67,73,156</b>	<b>12,89,66,527</b>
<b>*Investment in Unquoted AIF &amp; Real estate funds</b>					
Kotak India Real Estate Fund		1,00,000	1,00,000	28,82,000	69,48,000
IDFC Real Estate Yield Fund		100	100	1,17,85,526	1,44,67,801
Religare Credit Investment Trusts		1,00,000	1,00,000	1,10,48,401	1,90,08,400
IIFL Real Estate AIF II				1,72,86,096	-
				<b>4,30,02,023</b>	<b>4,04,24,201</b>
				<b>64,11,36,984</b>	<b>58,85,86,714</b>
Quoted Value of Shares				40,83,27,995	28,44,81,722
Quoted Value/NAV of Mutual Funds				25,17,79,739	14,54,35,352
Quoted Value/NAV of Debentures and bonds				1,34,56,038	2,39,92,480
Value of Unquoted Debentures				12,65,71,328	16,45,99,435
Value of Unquoted AIF & Real estate funds				4,30,02,023	4,04,37,749
(*) NAV not available					

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### NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2017

	As at 31st March, 2017 ₹	As at 31st March, 2016 ₹
<b>NOTE 7 : LONG-TERM LOANS AND ADVANCES</b>		
<u>Advances recoverable in cash or in kind or for value to be received</u> (Unsecured & considered good)		
Deposits	40,81,201	35,42,628
<b>TOTAL</b>	<b>40,81,201</b>	<b>35,42,628</b>
<b>NOTE 8 : INVENTORIES</b>		
(As taken, valued and certified by the Management) (Valued at lower of cost or net realisable value)		
Raw Material	79,48,256	52,08,247
Finished Goods	10,03,69,185	9,42,02,239
<b>TOTAL</b>	<b>10,83,17,441</b>	<b>9,94,10,486</b>
<b>NOTE 9 : TRADE RECEIVABLES</b>		
(Unsecured & considered good, subject to confirmation)		
1. Trade receivables outstanding for a period less than six months from the date they are due for payment	57,03,422	53,91,820
2. Trade receivables outstanding for a period exceeding six months from the date they are due for payment	69,53,606	79,50,789
<b>TOTAL</b>	<b>1,26,57,028</b>	<b>1,33,42,609</b>
<u>Trade Receivable stated above include debts due by:</u>		
Directors	—	—
Other officers of the Company	—	—
Firm in which director is a partner	—	—
Private Company in which director is a member	—	—
<b>TOTAL</b>	<b>—</b>	<b>—</b>
<b>NOTE 10 : CASH AND BANK BALANCES</b>		
(a) <u>Balances with Banks</u>		
Current Account	92,49,385	1,23,39,861
Cash on Hand	9,77,433	5,83,129
(b) <u>Other Bank Balances</u>		
Unclaimed Dividend Accounts	6,47,438	6,08,032
<b>TOTAL</b>	<b>1,08,74,256</b>	<b>1,35,31,022</b>
<b>NOTE 11 : SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured & considered good)		
<u>Advances recoverable in cash or in kind or for value to be received</u>		
Prepaid Expenses	14,52,015	10,22,678
Advance to Suppliers	2,89,358	46,557
Balance with Revenue Authorities	4,58,801	1,72,954
<b>TOTAL</b>	<b>22,00,174</b>	<b>12,42,189</b>
<b>NOTE 12 : OTHER CURRENT ASSETS</b>		
Interest accrued	55,85,549	24,05,544
SAD Refund Receivable	4,73,632	—
Receivable - Portfolio Managers	11,30,243	14,16,619
Receivable - Others	38,67,681	5,86,945
Dividend receivable	57,75,000	—
<b>TOTAL</b>	<b>1,68,32,105</b>	<b>44,09,108</b>

# Elegant Marbles and Grani Industries Ltd.

## NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2017

	As at 31st March, 2017 ₹	As at 31st March, 2017 ₹
<b>NOTE 13 : REVENUE FROM OPERATIONS</b>		
<u>Sale of Products</u>		
Sale of Goods	27,87,44,683	30,04,71,100
Other operating revenues	34,36,374	21,32,144
Less: Excise duty	—	—
<b>TOTAL</b>	<b><u>28,21,81,057</u></b>	<b><u>30,26,03,244</u></b>
<b>NOTE 14 : OTHER INCOME</b>		
Rent received	—	40,00,000
Dividend received	1,70,03,683	77,80,538
Profit on sale of investments	1,37,18,393	2,96,37,942
Interest received	3,60,93,526	2,85,25,675
Profit on Sale of Fixed Asset	—	41,999
Insurance Claim Received	—	1,78,212
<b>TOTAL</b>	<b><u>6,68,15,602</u></b>	<b><u>7,01,64,366</u></b>
<b>NOTE 15 : CHANGES IN INVENTORIES OF FINISHED GOODS, AND STOCK-IN-TRADE</b>		
<u>Opening stock:</u>		
Finished Goods	9,42,02,239	10,77,56,864
Less:		
<u>Closing stock:</u>		
Finished Good	10,03,69,185	9,42,02,239
<b>TOTAL</b>	<b><u>(61,66,946)</u></b>	<b><u>1,35,54,625</u></b>
<b>NOTE 16 : EMPLOYEES BENEFIT EXPENSES</b>		
Salaries & Wages	93,32,957	43,00,640
Directors' Remuneration	60,00,000	50,00,000
Provident Fund	59,439	56,247
E.S.I.C.	20,087	18,150
Bonus	70,900	76,394
Gratuity	9,045	48,901
Staff Welfare	1,390	710
<b>TOTAL</b>	<b><u>1,54,93,818</u></b>	<b><u>95,01,042</u></b>
<b>NOTE 17 : OTHER EXPENSES</b>		
Consumables & Stores	18,03,060	24,09,708
Power & Fuel	57,84,194	58,35,827
Rent Rates & Taxes (excluding taxes on income)	1,03,60,972	1,28,80,046
Repairs & Maintenance (Machinery)	60,086	1,08,748
Repairs & Maintenance (Other)	5,42,897	2,77,934
Auditor's Remuneration	1,00,000	1,00,000
Insurance	8,82,755	5,41,652
Job Work Charges	21,71,219	83,05,234
Motor Car Expenses	2,63,121	7,04,509
Telephone & Internet Expenses	7,20,063	6,13,517
Legal & Professional Fees	5,44,664	4,13,712
Travelling Expenses	15,44,938	12,13,292
Sales Promotion Expenses	24,48,050	6,93,126
Miscellaneous Expenses	18,94,551	38,29,706
<b>TOTAL</b>	<b><u>2,91,20,570</u></b>	<b><u>3,79,27,011</u></b>

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### NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2017

#### 18: NOTES TO ACCOUNTS

##### 1. Significant Accounting Policies

###### 1.1 Basis of preparation

- (i) The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) and presented under the historical cost convention on accrual basis of accounting to comply with the accounting standards prescribed in the Companies (Indian Accounting Standards) Rules, 2015 and with the relevant provisions of the Companies Act, 2013.
- (ii) The preparation of financial statement in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and reported amounts of income and expenses during the period.

###### 1.2 Fixed Assets

- (i) Fixed Assets are stated at cost (including adjustments on revaluation) less accumulated depreciation. Cost of acquisition is inclusive of freight, duties and other incidental expenses incurred during construction period and exclusive of cenvat credit availed thereon.
- (ii) Assets under erection/installation and advance given for capital expenditure are shown as "Capital work-in-progress". Expenditure during construction period are shown as "pre-operative expenses" to be capitalized on erection/installation of the assets.
- (iii) The carrying amount of assets is reviewed at each balance sheet date for any indication of impairment based on internal & external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount and is charged to the Profit & Loss account in the year of identification as an impaired asset. The impairment loss recognized in prior accounting periods is reversed if there is a change in the estimate of recoverable amount.

###### 1.3 Foreign Currency Transactions

- (i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- (ii) Foreign currency transactions remaining unsettled till the finalization of accounts of the year are translated at contracted rates, when covered by forward exchange contracts and at year end rates, in all other cases.

###### 1.4 Investments

- (i) Investments are either classified as current or non-current based on the management intention at the time of purchase.
- (ii) Current Investment are carried at the lower of cost or market value. The comparison of cost and market value is done separately in respect of each category of investments.
- (iii) Non-current investments are carried at cost less any permanent diminution in value, determined separately for each individual investments. The reduction in the carrying amount is reversed when there is rise in the value of investments or if the reason for the reduction no longer exist.

###### 1.5 Inventory

- (i) Raw Materials  
Raw material stocks are valued at cost.  
Finished Goods  
Finished Goods are valued at lower of cost or market value.
- (ii) Cost of inventory generally comprise of cost of purchase, cost of conversion and other cost incurred in bringing the inventory to their present location and condition. The excise duty in respect of closing inventory of finished goods is included as cost of finished goods and goods in transit stated at cost.

###### 1.6 Taxation

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognised on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Where there is unabsorbed depreciation and carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future.

###### 1.7 Depreciation

The Company is providing depreciation on straight line method as per rates given in Schedule II of the Companies Act, 2013 on pro rata basis.

###### 1.8 Sales-tax & Service tax collected by the company are not treated as a part of its revenue.

###### 1.9 Earning Per Share

The basic earning per share (EPS) is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the current year. For the purpose of calculating diluted earning per share, net profit after tax and the weighted number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

# Elegant Marbles and Grani Industries Ltd.

## NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2017 NOTE 18 : NOTES TO ACCOUNTS (CONTD.)

### 1.10 Employee Benefits

(i) Post-employment benefits plans

Defined Contribution Plan - Contributions to provident fund and pension fund are accrued in accordance with applicable statute and deposited with appropriate authorities.

(ii) Short term employment benefits

The amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognized during the period at the time payment of the same to the employees.

### 1.11 Financial Derivatives & Commodity Hedging Transactions

a. Financial derivatives and commodity hedging contracts are accounted on the date of their settlement and realised gain/loss in respect of settled contracts are recognised in the profit & loss account.

b. The unrealised loss on contracts outstanding at the year end are provided for in the books of account of Company in accordance with the guidance note on Accounting for Equity Index & Equity Stock Futures and Options issued by the Chartered Accountants of India.

### 1.12 Impairment of assets

The carrying amount of assets is reviewed at each balance sheet date for any indication of impairment based on internal external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount and is charged to the Profit & Loss account in the year of identification as an impaired asset. Impairment loss recognised in prior accounting periods is reversed if there is change in the estimate of recoverable amount.

### 2. Auditors Remuneration

	2017 <u>Amount ₹</u>	2016 <u>Amount ₹</u>
Audit Fee	90,000	90,000
Tax Audit Fee	10,000	10,000
	<b>1,00,000</b>	<b>1,00,000</b>

### 3. Earning Per Share

Profit/(Loss) after tax as per Profit & Loss A/c	6,23,31,067	6,49,05,572
Weighted Average number of Equity Shares outstanding	45,00,000	45,00,000
Face Value of Shares	10.00	10.00
<b>Basic and Diluted Earning per share</b>	<b>13.85</b>	<b>14.42</b>

### 4. Value of Imports calculated on C. I. F. basis

Raw Material	9,59,787	4,12,52,458
Traded Goods	2,13,63,547	1,69,40,699

### 5. Expenditure in foreign currency (Accrual Basis)

Foreign Travelling expenses	14,84,168	12,08,221
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### 6. Earnings in foreign currency (Accrual basis)

F.O.B. value of exports	—	25,05,701
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### 7. Raw material consumed

Marble Blocks	1,86,33,069	7,52,32,167
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### 8. Purchases of stock in trade

Marble Slabs	20,43,72,907	14,71,43,798
Porcelian Tiles	49,14,398	58,60,053
Others	6,55,420	20,74,638
	<b>20,99,42,725</b>	<b>15,50,78,489</b>

### 9. Imported & indigenous materials consumed

	2017		2016	
	%	<u>Amount ₹</u>	%	<u>Amount ₹</u>
<u>Raw Materials</u>				
Imported	33.10	61,68,034	47.91	3,60,44,211
Indigenously obtained	66.90	1,24,65,035	52.09	3,91,87,956
<u>Stores</u>				
Imported	—	—	—	—
Indigenously obtained	100	18,03,060	100	24,09,708

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### NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2017 NOTE 18 : NOTES TO ACCOUNTS (CONTD.)

10. Stock and turnover	Sales Value	Closing Inventory	Opening Inventory
<u>Sale of Product</u>			
Marble Slabs	26,65,49,502 (27,56,37,724)	8,40,29,189 (7,61,09,599)	7,61,09,599 (7,80,22,237)
Porcelain Tiles	97,98,223 (2,07,40,557)	1,23,87,836 (1,36,33,206)	1,36,33,206 (2,35,84,867)
Others	23,96,958 (40,92,819)	39,52,160 (44,59,434)	44,59,434 (61,49,761)

\* Figures in bracket refers to previous year figures

#### 11. Contingent Liability

- (i) The Company has given guarantee to the Central Sales-tax authorities to the tune of ₹ 5,000/- only.  
(ii) The assessee has preferred an appeal before the Commissioner of Income Tax (Appeals) against an order passed by Deputy Commissioner of Income Tax for the assessment years 2013-2014 & 2014-2015 raising a demand of ₹ 41,73,670/- & ₹ 7,99,670/- respectively.

#### 12. Deferred Tax

Major Component of Deferred tax assets and liabilities due to timing difference are as under :

	2017 Deferred Tax		2016 Deferred Tax	
	Assets ₹	Liabilities ₹	Assets ₹	Liabilities ₹
Difference in value of assets as per books of account & W.D.V. as per Income-Tax Act, 1961	—	8,31,761	—	10,06,139
Carried Forward losses as per Income-tax Act, 1961	1,01,69,861		1,01,69,861	
	1,01,69,861	8,31,761	1,01,69,861	10,06,139
		<b>(93,38,100)*</b>		<b>(91,63,722)</b>

\*The Company is not providing deferred tax on long term capital losses as per Income-tax Act, 1961 from the assessment year 2016-2017 onwards as the management is not certain about setting off these losses against its future taxable long term capital gains.

13. In the opinion of the management and to the best of their knowledge, the current assets, loans & advances are approximately of the value stated, if realised in the ordinary course of business, unless otherwise stated.

#### 14. Disclosure as required by Accounting Standard - 18 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are as follows :

##### (a) Related parties where control exists :

- Madhu Holdings Private Limited
- Eternal Holdings Private Limited
- Elegant Financial Services LLP
- Alka Granites LLP
- Everlasting Properties LLP
- Peaceful Properties LLP
- Everfresh Properties LLP
- Ware Innovations LLP

##### (b) Key management personnel & their relatives :

- Shri Rajesh Agrawal, Director
- Shri Rakesh Agrawal, Director
- Ms. Yogita Agrawal, Director
- Shri R.S. Agrawal, father of Shri Rajesh Agrawal & Shri Rakesh Agrawal
- Smt. Alka Agrawal, wife of Shri Rajesh Agrawal
- Smt. Divya Agrawal, wife of Shri Rakesh Agrawal
- Smt. Gita Agrawal, mother of Shri Rajesh Agrawal & Shri Rakesh Agrawal
- M/s Rakesh Agrawal (HUF)
- M/s Rajesh Agrawal (HUF)

# Elegant Marbles and Grani Industries Ltd.

## NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2017 NOTE 18 : NOTES TO ACCOUNTS (CONTD.)

c) The following transactions were carried out with the related parties in the ordinary course of business :

	2017	2016
i. Rent paid	₹ 71,52,000/-	₹ 66,96,000/-
ii. Remuneration paid to Director	₹ 60,00,000/-	₹ 50,00,000/-
iii. Sitting fees to directors	₹ 1,60,000/-	₹ 2,00,000/-
iv. Tax free bond sold	---	₹ 2,55,86,920/-
v. Equity shares of listed companies sold	₹ 14,00,000/-	₹ 18,65,049/-
vi. Sales Promotion Expenses	₹ 7,73,323/-	----

15. The Company is trying to ascertain the enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act). Based on the details regarding the status of the suppliers, to the extent obtained, no supplier is covered under the Act.

16. Details of Specified Bank Notes (SBN) held and transacted during period from 8th November, 2016 to 31st December 2016.

	SBNs	Other Demontisation Notes	Total
	₹	₹	₹
Closing Cash in hand as on 8th Nov, 2016	27,48,500	74,112	28,22,612
(+) Permitted Receipts	—	102	102
(-) Permitted Payments	2,48,500	11,300	2,59,800
(-) Amount Deposited in Banks	25,00,000	—	25,00,000
Closing Cash in hand as on 31st Dec, 2016	—	<b>62,914</b>	<b>62,914</b>

17. Figures of the previous year have been regrouped and rearranged to correspond to current year's classification.

18. Figures have been rounded off to the nearest rupee.

**Signature to Notes '1' to '18'**

As per our Report of even date  
For **SDBA & CO.**  
Chartered Accountants  
FR. No. 142004W

**(SANJEEVA. MEHTA)**  
Partner  
M. No. :41287  
Place : Mumbai  
Date : 26th May, 2017

For & on behalf of Board of Directors

**Rajesh Agrawal**  
Chairman and Managing Director

**Heena Joshi**  
Company Secretary

Place : Mumbai  
Date : 26th May, 2017

**Hitesh Kothari**  
Chief Financial Officer



## 32nd Annual Report 2016 - 2017

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	For the year ended 31st March, 2017 ₹	For the year ended 31st March, 2016 ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit before tax and extra-ordinary items	8,00,69,301	7,94,53,292
<u>Adjustments for:</u>		
Depreciation	19,04,123	20,20,983
Profit on sale of fixed assets	-	(41,999)
Profit on Sale of Shares / Derivative/Commodity/Intra day	(1,37,18,393)	(2,96,37,942)
Interest / Dividend Income	(5,30,97,209)	(3,63,06,213)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES :</b>	<b>1,51,57,822</b>	<b>1,54,88,121</b>
<u>Adjustments for:</u>		
Trade receivables	6,85,580	41,76,897
Other receivables	(1,39,19,555)	1,63,55,651
Inventories	(89,06,955)	2,14,30,254
Trade and other payables	81,37,255	79,39,636
<b>CASH GENERATED FROM OPERATIONS</b>	<b>11,54,147</b>	<b>6,53,90,559</b>
Direct taxes paid (net of refund)	(1,74,08,401)	(2,46,17,790)
<b>Net cash from operating activities (A)</b>	<b>(1,62,54,254)</b>	<b>4,07,72,769</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed assets	(6,67,845)	(54,25,993)
Sale of Fixed assets	-	42,000
Investment in Shares and Mutual funds	(5,25,50,270)	(8,80,44,450)
Interest received	3,60,93,526	2,85,25,675
Profit on Sale of Shares /Units/ Intra day	1,37,18,393	2,96,37,942
Dividend received	1,70,03,683	77,80,538
<b>Net cash used in investment activities (B)</b>	<b>1,35,97,488</b>	<b>(2,74,84,288)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Dividend paid	-	(90,00,000)
Tax on equity dividend paid	-	(18,32,188)
<b>Net cash used in financing activities (C)</b>	<b>-</b>	<b>(1,08,32,188)</b>
<b>Net Increase / (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>(26,56,766)</b>	<b>24,56,293</b>
Opening balance of Cash & cash equivalents	1,35,31,022	1,10,74,729
Closing balance of Cash & cash equivalents	1,08,74,256	1,35,31,022

Note 1. The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.

2. The previous year's figures have been regrouped wherever necessary in order to conform to this year's presentation.

As per our Report of even date

For **SDBA & CO.**

Chartered Accountants

FR. No. 142004W

**(SANJEEVA. MEHTA)**

Partner

M. No. :41287

Place : Mumbai

Date : 26th May, 2017

For & on behalf of Board of Directors

**Rajesh Agrawal**

Chairman and Managing Director

**Heena Joshi**

Company Secretary

Place : Mumbai

Date : 26th May, 2017

**Hitesh Kothari**

Chief Financial Officer

**Elegant Marbles & Grani Industries Ltd.**

CIN L14101RJ1984PLC003134

Regd. Office : E 7/9, RIICO Industrial Area, Abu Road 307 026, Rajasthan.

Telefax: 022-24939676 Website: www.elegantmarbles.com email:elegantmarbles@gmail.com

32nd ANNUAL GENERAL MEETING on 26th JULY, 2017

**ATTENDANCE SLIP**

Name and Address of the Shareholder :

Email-Id :

Registered Folio No./DPID & Client ID :

No. of shares held :

I certify that I am a registered Member/Proxy for the registered Member of the Company. I hereby record my presence at the 32nd Annual General Meeting of the Company to be held at E-7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan on Wednesday, 26th July ,2017 at 9.00 a.m.

\_\_\_\_\_  
Name of the Member/Proxy

\_\_\_\_\_  
Signature of the Member/Proxy

Notes:

1. Only Member/ Proxy holder can attend the Meeting.
2. A member/proxy attending the meeting must complete this Attendance Slip and hand it over at the entrance duly signed.
3. Member intending to appoint a proxy should complete the Proxy Form as below and deposit it at the Company's Registered Office not later than 48 hours before the commencement of the meeting.

**Particulars for voting through Electronic means For Members opting to vote through electronic means, instead of voting at the Annual General Meeting, facility is available at the web link:**

[https:// www.evotingindia.com](https://www.evotingindia.com) . Particulars for electronic voting are as under:

EVSN	User ID	Password

**Note:** Please refer to the instructions printed under the Notes of the Notice of the 32nd Annual General Meeting. The e-voting period starts from 9.00 am on Sunday, 23rd July, 2017 and will end at 5:00 pm on Tuesday, 25th July, 2017. The voting module shall be disabled by CDSL for voting thereafter.



TEAR HER



**Elegant Marbles & Grani Industries Ltd.**

**CIN L14101RJ1984PLC003134**

Regd. Office : E 7/9, RIICO Industrial Area, Abu Road - 307 026, Rajasthan  
Telefax: 022-24939676 Website: www.elegantmarbles.com email:elegantmarbles@gmail.com  
32nd ANNUAL GENERAL MEETING on 26th JULY, 2017

**FORM NO. MGT - 11**

**Proxy Form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the  
Companies (Management and Administration) Rules, 2014]**

**CIN: L14101RJ1984PLC003134**

Name of the Company: **Elegant Marbles and Grani Industries Limited**

Registered Office: E 7/9, RIICO Industrial Area, Abu Road 307 026, Rajasthan

Name of the Member (s):

Registered Address :

Email Id :

Folio No./Client ID :

DPID :

I/We, being a member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature or failing him/her,

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature or failing him/her,

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company to be held on Wednesday, 26th July, 2017, at 9.00 a.m. at the Registered Office of the Company at E-7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	Original	
	Ordinary Business	For	Against
1	Adoption of Audited Statements of Profit and Loss Account for the Financial Year ended 31st March, 2017 and the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon		
2	Re-appointment of Ms. Yogita Agrawal, Director who is eligible to retire by rotation		
3	Ratification of Appointment of Statutory Auditors and fixing their remuneration		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy

AFFIX  
₹ 1/-  
REVENUE  
STAMP

\_\_\_\_\_  
Signature

**Note : This 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.**



TEAR HERE



## Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the Company: **Elegant Marbles and Grani Industries Limited**  
Registered Address of the Company: **E 7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan**  
**Telefax: 02224939676 Website: www.elegantmarbles.com**  
**email:elegantmarbles@gmail.com**

I/We \_\_\_\_\_ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S –

- (a) Name :
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No. :
- (h) Relationship with the security holder(s):

(3) IN CASE NOMINEE IS A MINOR –

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY --

- (a) Name :
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) email Id. & Telephone No. :
- (h) Relationship with the security holder(s) :
- (i) Relationship with the minor nominee :

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature

**Cancellation or Variation of Nomination**

**[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]**

Name of the Company: **Elegant Marbles and Grani Industries Limited**  
 Registered Address of the Company: **E 7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan**  
**Telefax: 02224939676 Website: www.elegantmarbles.com**  
**email:elegantmarbles@gmail.com**

I/We hereby cancel the nomination(s) made by me/us in favour of \_\_\_\_\_ (name(s) and address of the nominee) in respect of the below mentioned securities.

**Or**

I/We hereby nominate the following person in place of \_\_\_\_\_ as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) (a) PARTICULARS OF THE NEW NOMINEE/S –

- i. Name :
- ii. Date of Birth:
- iii. Father's / Mother's / Spouse's name:
- iv. Occupation:
- v. Nationality:
- vi. Address:
- vii. E-mail Id. & Telephone No. :
- viii. Relationship with the security holder:

(b) IN CASE NEW NOMINEE IS A MINOR –

- i. Date of birth:
- ii. Date of attaining majority :
- iii. Name of guardian:
- iv. Address of guardian :

(3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY --

- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail id. & Telephone No. :
- (h) Relationship with the security holder(s) :
- (i) Relationship with the minor nominee :

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature







# Elegant

Marbles & Grani Industries Ltd

Registered Office:

E7/9, Riico Industrial Area, Abu Road 307026, District Sirohi, Rajasthan

E : [elegantmarbles@gmail.com](mailto:elegantmarbles@gmail.com) | W : [www.elegantmarbles.com](http://www.elegantmarbles.com)

CIN : L14101RJ1984PLC003134