



Elegant

Marbles & Grani Industries Limited
Manufacturers ▲ Exporters ▲ Importers

April 08, 2024

To,
BSE LIMITED
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Scrip Code: 526705

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

This is in furtherance to our Letter dated March 29, 2024, informing the Stock Exchange about the approval of the Board of Directors of the Company **for appointment of Mr. Ayush Bagla (DIN: 01211591) and Mr. Jayesh Dadia (DIN: 00053633)** as Additional Directors in the capacity of Independent Directors for an initial term of 5 consecutive (five) years commencing from the date of their appointment i.e. April 01, 2024 to March 31, 2029, subject to approval of Shareholders by Special Resolution by means of Postal Ballot within three months from the date of their appointment by the board hereof.

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose the Postal Ballot Notice for seeking approval of the Members by way of Special Resolutions for the aforesaid matter.

In compliance with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on April 05, 2024 (“**Cut-off date**”).

Scarlet
Marble Masterpieces

Jasper
The Gemstone Collections

Sienna
The Tile Boutique

Enchanté
Culinary Delights

The Galleries

Elegant House, Raghuvanshi Mills Compound, S. B. Marg, Lower Parel (W), Mumbai - 1
T: (91-22) 2493 9676, 2491 1144 F: (91-22) 2493 0782
Plot No 2099, Western Express Highway, Vile Parle (E), Mumbai - 99.
Telfax: (91-22) 2610 9871, 2615 0120

Works & Registered Office

E-7, 8, 9, RIICO Industrial Area, Abu Road, District Sirohi 307026, Rajasthan - India.
T: (91-2974) 294792

E: elegantmarbles@gmail.com www.elegantmarbles.com CIN: L14101RJ1984PLC003134



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The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing remote e-voting facility to all its members. Remote e-voting shall commence on **Thursday, April 11, 2024, at 9:00 A.M. (IST)** and shall end on **Friday, May 10, 2024, at 5:00 p.m. (IST)**. During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, i.e., April 05, 2024, may cast their votes through remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, they shall not be allowed to change it subsequently. The detailed procedure for remote e-voting is given in the Postal Ballot Notice. The communication of assent or dissent of the Members would take place only through the remote e-voting system.

Members who have not received email of Postal Ballot Notice may write an email to companysecretary@elegantmarbles.com with the subject as “Postal Ballot Notice” and obtain the same. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

1. **For Physical shareholders** - please provide necessary details, like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@elegantmarbles.com.
2. **For Demat shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+ CLID), Name, client master, or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card). AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@elegantmarbles.com.

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The Postal Ballot Notice will also be available on the Company's website at www.elegantmarbles.com, website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited at www.cdsindia.com.

Please take the above information in your record.

Thanking you,

For **Elegant Marbles & Grani Industries Limited**

Pooja Ponda

Company Secretary & Compliance Officer

Encl.: Postal Ballot Notice

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**ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED****CIN:** L14101RJ1984PLC003134**Registered Office:** E - 7 / 9, Abu Road, RIICO Industrial Area, Sirohi, Rajasthan, 307026**Tel. No.:** 022 – 24960771 / 24939676 ; **E- mail:** companysecretary@elegantmarbles.com;**Website:** www.elegantmarbles.com**NOTICE OF POSTAL BALLOT**

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Secretarial Standard-2 on General Meetings (“SS-2”) and other applicable provisions of the Act, rules, regulations, circulars and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), seeking approval of the shareholders of Elegant Marbles and Grani Industries Limited (the “Company”) on the below appended resolutions by way of Special Resolution by means of Postal Ballot to vote through Remote Electronic Voting (“Remote E-voting”).

Pursuant to General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as (“MCA Circulars”) and any Circular issued by the Securities and Exchange Board of India, this Postal Ballot Notice (“Notice”) and instructions for Remote E-voting are being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/ Depository Participants/ Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company(“RTA”). If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process provided in the notes to receive this Notice. The communication of the assent or dissent of the Shareholders would only take place through the Remote E-voting system.

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 Listing Regulations, the Company is pleased to provide the Members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matters set out in the Notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (“CDSL”). The e-voting period commences on Thursday, April 11, 2024 at 09:00 A.M. and ends on Friday, May 10, 2024 at 05:00 P.M. E-Voting module will be blocked by CDSL after 05:00 P.M. on Friday, May 10, 2024 and voting shall not be allowed beyond the said date and time. Please read carefully and follow the instructions as printed in this Notice for e-voting purpose.

The Board of Directors of the Company in its meeting held on March 29, 2024 has appointed Mr. Parbat Chaudhari, (COP No. 22429) as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by CDSL. The results of the

Postal Ballot shall be announced by the Chairman of the Company or in his absence, any person authorized by him within 2 (two) working days from the last date of e-voting.

The results declared along with Scrutinizer's Report shall be placed on the Company's website www.elegantmarbles.com and on the website of CDSL www.evoting.cdsl.com immediately. The Company shall simultaneously forward the results to the Stock Exchange i.e., **BSE Limited**, where the shares of the Company are presently listed.

The last date of the remote e-voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

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

Sd/-

Pooja Ponda
Company Secretary

Date: March 29, 2024

Place: Mumbai

SPECIAL BUSINESS

1. APPOINTMENT OF MR. AYUSH BAGLA (DIN: 01211591) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

*To consider and, if thought fit to pass the following resolution as a **Special Resolution**:*

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Ayush Bagla (DIN: 01211591), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 01, 2024, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for an initial term of five consecutive years from the original date of appointment i.e. April 01, 2024 till March 31, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

2. APPOINTMENT OF MR. JAYESH DADIA (DIN: 00053633) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

*To consider and, if thought fit to pass the following resolution as a **Special Resolution**:*

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR

Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Jayesh Dadia (DIN: 00053633), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 01, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for an initial term of five consecutive years from the original date of appointment i.e. April 01, 2024 till March 31, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

Sd/-

**Pooja Ponda
Company Secretary**

Date: March 29, 2024

Place: Mumbai

NOTES:

1. Explanatory Statement setting out all the material facts concerning the proposed businesses and reasons thereof pursuant to Section 102 and 110 of the Act are annexed to this Notice.
2. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if it has been passed at a General Meeting by the Members on Friday, May 10, 2024, i.e., last date of remote e-voting.
3. As per Section 110 of the Act read with Rule 22 of the Companies Rules and Regulation 44 of the Listing Regulations the Notice will be sent to all the Members of the Company in electronic mode whose names appear on the Register of Members of the Company as on April 05, 2024. Members may note that this Notice, will be available on the Company's website i.e., www.elegantmarbles.com.
4. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Notice.
5. In accordance with the provisions of the MCA Circular, Shareholders can vote only through the remote e-voting process. Physical copies of the Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on the Cut-off date i.e. April 05, 2024. Only those Members whose names are recorded in the Register of Members of the Company maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by e-voting.
7. The Company has appointed Mr. Parbat Chaudhary (COP No. A22429) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
8. A member desiring to exercise vote by e-voting is requested to carefully read the instructions in this Notice before exercising their vote.
9. The voting through e-voting facility shall commence from Thursday, April 11, 2024 at 09:00 A.M. and ends on Friday, May 10, 2024 at 05:00 P.M. Therefore, the Shareholders are requested to cast their votes within the aforesaid period.
10. The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by CDSL. The results of the Postal Ballot shall be announced by the Chairman of the Company or in his absence, any person authorized by him, within 2 (two) working days from the last date of e-voting.
11. The results declared along with Scrutinizer's Report shall be placed on the Company's Investor Information website www.elegantmarbles.com and on the website of CDSL www.evoting.cdsl.com immediately. The Company shall simultaneously forward the results to the Stock Exchange i.e., BSE Limited, where the shares of the Company are presently listed.
12. The documents referred to in the accompanying Explanatory Statement is available for inspection at the Registered Office of the Company between April 11, 2024, 09:00 A.M. till the last date for e-voting i.e. May 10, 2024, 05:00 P.M.
13. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot i.e., voting by electronic means are as under:

Ms. Pooja Ponda

Company Secretary

Corporate Office: Elegant House, Raghuvanshi Mills Compound Senapati Bapat Marg, Mumbai, Maharashtra – 400 013

Tel. No.: 022 2493 9676 / 022 2491 1144;

E- mail: companysecretary@elegantmarbles.com;

Website: www.elegantmarbles.com

14. VOTING THROUGH ELECTRONIC MEANS

The instructions for shareholders voting electronically are as under:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Thursday, April 11, 2024 at 09:00 A.M. and ends on Friday, May 10, 2024 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of April 05, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit

	demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN relevant for Elegant Marbles & Grani Industries Limited.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@elegantmarbles.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@elegantmarbles.com.
2. **For Demat shareholders** -Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	April 05, 2024
Voting start time and date	Thursday, April 11, 2024 at 09:00 A.M.
Voting end time and date	Friday, May 10, 2024 at 05:00 P.M.
Date on which the resolution is deemed to be passed	Friday, May 10, 2024
Name, address and contact details of Registrar and Share Transfer Agent.	Link Intime India Private Limited
Name, address and contact details of e-voting service provider	Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited Contact: 1800 22 55 33 A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013
CDSL e-voting website address	www.evotingindia.com

Explanatory Statement of Special Business

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

Item no. 01

APPOINTMENT OF MR. AYUSH BAGLA (DIN: 01211591) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on March 29, 2024, appointed Mr. Ayush Bagla (“Mr. Bagla”) as an Additional Director in the capacity of Independent Director of the Company for an initial term of five (5) consecutive years with effect from April 01, 2024 to March 31, 2029 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- i. Consent in writing from Mr. Bagla to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (‘Appointment Rules’),
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Bagla to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- iii. a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations.
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- v. A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Bagla.

In the opinion of the Board, Mr. Bagla fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Bagla’s skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Bagla is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr. Bagla is justified due to the following reasons:

- Mr. Bagla has extensive experience in steering leadership in renowned manufacturing Companies.
- His deep knowledge and expertise in Business and Operations Management, strategy, governance, marketing and Human Resources.
- His standing as a leader in the corporate world.

Further, Mr. Bagla has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Bagla has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Bagla has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Elegant Marbles & Grani Industries Limited amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Mr. Bagla as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Friday, May 10, 2024.

The resolution seeks the approval of members for the appointment of Mr. Bagla as an Independent Director of the Company from April 01, 2024 to March 31, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Bagla and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Bagla as Independent Director of the Company, as a special resolution as set out above.

The Board recommends the special resolution set forth in this notice for the approval of Members.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives except Mr. Bagla are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company, as applicable.

All the material documents referred to in the Notice and Explanatory Statement, relevant Board resolution for the Appointment, are available for inspection by the shareholders of the Company at its Registered Office on any working day between 10:00 A.M. and 1:00 P.M. from the date of dispatch of notice up to the last date of e-voting specified in the accompanying Notice.

Item no. 02**APPOINTMENT OF MR. JAYESH DADIA (DIN: 00053633) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on March 29, 2024, appointed Mr. Jayesh Dadia (“Mr. Dadia”) as an Additional Director in the capacity of Independent Director of the Company for an initial term of five (5) consecutive years with effect from April 01, 2024 to March 31, 2029 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- i. Consent in writing from Mr. Dadia to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (‘Appointment Rules’),
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Dadia to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- iii. a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations.
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- v. A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Dadia.

In the opinion of the Board, Mr. Dadia fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Dadia’s skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Dadia is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr. Dadia is justified due to the following reasons:

- Mr. Dadia has extensive experience in steering leadership in renowned Companies.
- His deep knowledge and expertise in Business and Audit, Taxation and Insurance
- His standing as a leader in the corporate world.

Further, Mr. Dadia has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Dadia has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Dadia has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Elegant Marbles & Grani Industries Limited amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Mr. Dadia as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company’s registered office during normal business hours on working days up to Friday, May 10, 2024.

The resolution seeks the approval of members for the appointment of Mr. Dadia as an Independent Director of the Company from April 01, 2024 to March 31, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Dadia and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Dadia as Independent Director of the Company, as a special resolution as set out above.

The Board recommends the special resolution set forth in this notice for the approval of Members.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives except Mr. Dadia are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company, as applicable.

All the material documents referred to in the Notice and Explanatory Statement, relevant Board resolution for the Appointment, are available for inspection by the shareholders of the Company at its Registered Office on any working day between 10:00 A.M. and 1:00 P.M. from the date of dispatch of notice up to the last date of e-voting specified in the accompanying Notice.

By the Order of the Board
For Elegant Marbles & Grani Industries Limited

Date: March 29, 2024
Place: Mumbai

Sd/-
Pooja Ponda
Company Secretary

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

1. Mr. Ayush Bagla

Independent Director

Mr. Ayush Bagla has graduated in Arts with a specialization in Business Management from Franklin & Marshall College (Dean's List), Lancaster. He has a rich expertise in the field of Management, Finance, Accounting and Human Resources, amongst the others. He has a vast business experience of around 2 decades and has been the Founder and Managing Director of Entities including but not limited to Paradigm Finance Ltd, Neora Hydro Ltd (Hydro Electric Power SPV) and Teauction.com Ltd. Further, He has been an Executive Director and Board Member of Cera Sanitaryware Limited for a period of over 5 years.

Age	50 years
DIN	01211591
Nature of expertise in specific functional areas	Management, Finance, Accounting and Human Resources
Inter-se relationships with directors and key managerial personnel	Nil
Listed companies (other than Elegant Marbles & Grani Industries Limited) in which Mr. Ayush Bagla holds directorship and committee membership.	Cera Sanitaryware Limited
Shareholding in the Company	Nil
Key terms and conditions of appointment	As per the resolution of this Notice read with the explanatory statement thereto
Remuneration proposed to be paid	Mr. Ayush Bagla shall be entitled to remuneration in the form sitting fees for attending Board & Committee meeting(s) which shall be governed by Company's Policy on Nomination, Remuneration and Board Diversity and approval of the Board as applicable from time to time.
Date of first appointment on Board, last drawn remuneration and number of Board meetings attended	It is proposed to appoint Mr. Ayush Bagla as Director for his first term on the Board and hence, these details are not applicable.
Membership (other than Elegant Marbles & Grani Industries Limited) in the Board committees	Mr. Ayush Bagla holds membership in the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee of the Board of Directors of Cera Sanitaryware Limited.
Listed Entities from which Mr. Ayush Bagla has resigned as Director in past 3 years	Nil
Skills and capabilities required for the role and the manner in which Mr. Ayush Bagla meets such requirements	Kindly refer to the explanatory statement Item no. 01 comprising of relevant details.

2. Mr. Jayesh Dadia

Independent Director

Mr. Jayesh Dadia is a practicing Chartered Accountant and very active in the profession for over a period of more than 40 years. He is the Founder and Managing Partner of a firm named Jayesh Dadia & Associates LLP providing services in audit, assurance and taxation. He has extensive knowledge of Income Tax Act, Companies Act, Audit and Accounting Standards. He has also handled Income Tax litigations before the appellate authorities and specialized in Corporate Restructuring matters. Mr. Jayesh Dadia is also engaged in social services and advisor to various charitable trusts and foundations.

Age	67 years
DIN	00053633
Nature of expertise in specific functional areas	Audit, Assurance and Taxation
Inter-se relationships with directors and key managerial personnel	Nil
Listed companies (other than Elegant Marbles & Grani Industries Limited) in which Mr. Jayesh Dadia holds directorship and committee membership	Walchandnagar Industries Limited
Shareholding in the Company	Nil
Key terms and conditions of appointment	As per the resolution of this Notice read with the explanatory statement thereto
Remuneration proposed to be paid	Mr. Jayesh Dadia shall be entitled to remuneration in the form sitting fees for attending Board & Committee meeting(s) which shall be governed by Company's Policy on Nomination, Remuneration and Board Diversity and approval of the Board as applicable from time to time.
Date of first appointment on Board, last drawn remuneration and number of Board meetings attended	It is proposed to appoint Mr. Jayesh Dadia as Director for his first term on the Board and hence, these details are not applicable.
Membership (other than Elegant Marbles & Grani Industries Limited) in the Board committees	Mr. Jayesh Dadia holds membership in the Audit Committee of the Board of Directors of Walchandnagar Industries Limited
Listed Entities from which Mr. Jayesh Dadia has resigned as Director in past 3 years	Nil
Skills and capabilities required for the role and the manner in which Mr. Jayesh Dadia meets such requirements	Kindly refer to the explanatory statement Item no. 02 comprising of relevant details.