

Elegant

Marbles & Grani Industries Ltd
Manufacturers ▲ Exporters ▲ Importers

Date: July 02, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001, India

Sub: Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Reg.: Notice of Postal Ballot under Section 110 of the Companies Act, 2013

Scrip code - 526705


Dear Sir / Madam,

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration Rules), 2014 and other applicable provisions, of any, please find enclosed herewith a copy of Notice of Postal Ballot and Postal Ballot Form, which are being dispatched / sent through email to all the shareholders of the Company, in respect of the matters requiring member's approval by Special Resolution.

Kindly take a note of the same.

Thanking you,
Yours truly,

For **Elegant Marbles & Grani Industries Limited**


Rajesh Agrawal
Chairman & Managing Director
DIN: 00017931



Encl: As above

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 - 13.
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

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

(1) Name & Registered
Address of the sole/first
named shareholder:

(2) Name(s) of the
joint holder(s)
(if any):

(3) Registered Folio No. /
Client ID/DP ID No.*:
*(Applicable to investors
holding shares in
dematerialised form)

(4) Number of Shares held:

I / we hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing tick (3) mark in the appropriate box below:

Description	No. of Shares held	I/We assent to the Resolution (For)	I/We dissent from the Resolution (Against)
Special Resolution under Section 68 of the Companies Act, 2013 for buyback of 8,25,000 equity shares of the Company (representing 22.54% of the total number of equity shares) from all the equity shareholders on a proportionate basis through the "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 at a price of Rs. 200 per equity share aggregating Rs. 16,50,00,000.			

Place :

Date :

Signature of the Shareholder(s)

Please visit www.evotingindia.com to cast your votes online

Last date for receipt of Postal Ballot Form: Thursday, August 01, 2019.

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF

INSTRUCTIONS:

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. The voting period begins on Wednesday, July 03, 2019 at 09:00 a.m. and ends on Thursday, August 01, 2019 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 i.e. Friday, June 21, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
3. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
4. For detailed instructions on e-voting, please refer to the notes and instructions appended to the Notice.

PROCESS FOR MEMBERS OPTING FOR VOTING IN PHYSICAL FORM

5. A member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after Signature to the Scrutinizer in the attached self-addressed postal prepaid envelope which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the member will also be accepted. The members are requested to convey their assent and dissent in the enclosed Postal Ballot Form.
6. The self-addressed letters bear the address and the name of the Scrutinizer to which duly completed Postal Ballot Form is to be sent.
7. The Postal Ballot Form should be signed by the members as per the specimen signatures registered with the Registrar/ Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first name member and his/her absence, by the next named member. Holder(s) of Power of Attorney(s) (POA) on behalf of the member(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
8. In case of Equity Shares held by the members other than the individual members, the duly completed Postal Ballot Forms should be signed by the authorized signatory, whose signature was already registered with Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/ authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
9. The duly completed Postal Ballot Form should reach the Scrutinizer not later than Thursday, August 01, 2019 at 5.00 p.m. (IST). Postal Ballot Form received after this date will be treated as if reply from such Member has not been received. The members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the member(s) as on Friday, June 21, 2019.
11. Members are requested not to send any paper (other than the Resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid letter as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.
12. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
13. Member may request for duplicate Postal Ballot Form, if so required, by sending email to companysecretary@elegantmarbles.com or gamare@uniseq.in. The Postal Ballot Form can also be downloaded from the Company's website viz. www.elegantmarbles.com. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than Thursday, August 01, 2019 at 5.00 p.m. (IST).
14. The votes should be cast either in favor of or against by putting the tick (3) mark in the column provided for assent or dissent. Postal Ballot Form bearing in both the columns will render the Form invalid.
15. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.

ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED**Registered Office:** E -7/9, Abu Road, RIICO Industrial Area, Sirohi, Rajasthan - 327 026, India**Corporate Office:** Elegant House, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai, Maharashtra- 400013, IndiaCIN: L14101RJ1984PLC003134 | Website: www.elegantmarbles.comE-Mail: elegantmarbles@gmail.com | Phone: +91-22-24960771 | Fax: +91-22-24930782**NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the resolution appended below for the proposed Buy-back of its fully paid up equity shares having a face value of Rs. 10 each by Elegant Marbles and Grani Industries Limited (the “**Company**”) is proposed to be passed as a Special Resolution by way of Postal Ballot / Electronic voting (“**E-voting**”).

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the said resolution setting out the material facts concerning such item(s) and the reasons thereof are annexed hereto along with a **Postal Ballot Form** for your consideration.

The Board of Directors of the Company, at its meeting held on May 28, 2019 (“**Board Meeting**”) had, subject to the approval of the Members of the Company by way of Special Resolution and approval of statutory, regulatory or governmental authorities as may be required under applicable laws, approved of not exceeding 8,25,000 (Eight Lakhs Twenty Five Thousand Only) Equity Shares of the Company, from all the Members holding equity shares of the Company, as on the Record Date to be determined by the Company, on a proportionate basis through the “**Tender Offer**” route in accordance with the Companies Act, the Management Rules and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the “**Buy-back Regulations**”), as amended from time to time at a price of Rs. 200 (Rupees Two Hundred Only) per equity share payable in cash for an aggregate amount of ₹ 16,50,00,000 (Rupees Sixteen Crores Fifty Lakh Only). The aforesaid Buy-back shall be less than 25% of the aggregate fully paid up equity share capital and free reserves of the Company.

Since the Buy-back is more than 10% of the total paid up equity capital and free reserves of the Company, pursuant to Section 68 of the Companies Act, 2013 and other applicable legal provisions, it is necessary to obtain the consent of the Members holding equity shares of the Company by way of a special resolution for the proposed Buy-back of equity shares. Further, as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the consent of the members is required to be obtained for the Buy-back by means of a postal ballot. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the resolution appended below.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company has appointed Shri Virendra Bhatt, Practicing Company Secretary as the Scrutinizer for the Postal Ballot and remote E-voting process in a fair and transparent manner.

The Members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer at 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400 093 not later than close of working hours (5.00 pm IST) on Thursday, August 01, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. Also, the e-voting module will be disabled after the business hours i.e. 5.00 pm IST on Thursday, August 01, 2019 for voting by the Members holding equity shares of the Company. The postage will be borne and paid for by the Company.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, E-Voting facility is also provided to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting module will be disabled after the business hours i.e. 5.00 pm IST on Thursday, August 01, 2019 for voting by the Members holding equity shares of the Company. The Members holding equity shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, Members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case member votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid. Further, a person who is not a member as on the cut-off date i.e. Friday, June 21, 2019, should treat this Notice for information purposes only.

The Scrutinizer will submit his report to the Chairman or in his absence a person authorized by him in writing, after completion of scrutiny of Postal Ballot (including e-voting). The results of the Postal Ballot will be announced on or before Saturday, August 03, 2019 and will be displayed at the Registered and Corporate Office of the Company and communicated to BSE Limited (the “**BSE**”) where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company’s website: www.elegantmarbles.com and on the website of Central Depository Services Limited (“**CDSL**”).

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last day specified by the Company for receipt of postal ballot forms or e-voting i.e. Thursday, August 01, 2019.

The Members are requested to consider and, if thought fit, pass the following resolution:

SPECIAL BUSINESS:

Item No. 1

APPROVAL FOR BUY-BACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**) and in accordance with Article 56 of the Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the **“Share Capital Rules”**) to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the **“Buy-back Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) including any amendments, statutory modifications or re-enactments, for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the approval of members of the Company be and is hereby accorded for the Buy-back by the Company of its fully paid-up equity shares of Rs. 10/- each not exceeding 8,25,000 equity shares (representing 22.54% of the total number of equity shares in the paid up equity share capital of the Company) at a price of Rs. 200 (Rupees Two Hundred Only) per equity share (**“Buy-back Price”**) payable in cash for an aggregate amount of Rs. 16,50,00,000 (Rupees Sixteen Crores Fifty lakh Only) (**“Buy-back Size”**) being approx. 24.04% (which is within 25%) of the aggregate of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2019 from all the equity shareholders of the Company, as on the record date, on a proportionate basis through the **“Tender offer”** route as prescribed under the Buy-back Regulations (**“Buy-back”**). The Buy-back Offer size does not include any expenses incurred or to be incurred for the Buy-back like filing fees, advisory fees, public announcement expenses, printing and dispatch expenses, and other incidental and related expenses;

RESOLVED FURTHER THAT in terms of Regulation 4 of the Buy-Back Regulations, the Buy-Back may be made out of the Company's free reserves and / or such other sources as may be permitted by applicable law through 'Tender Offer' route and as required by the SEBI Buy-Back Regulations and the Companies Act based on the latest standalone audited standalone accounts of the Company for the financial year ended March 31, 2019 and that the payments shall be made out of the Company's current surplus and / or cash balances and / or current investments and / or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT in terms of Regulation 6 of the Buy-Back Regulations, the Company may buy-back Equity Shares from all the existing equity shareholders / beneficial owners of the Equity Shares of the Company as on Record Date (**“Eligible Shareholders”**), on proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buy-back or number of Equity Shares entitled as per the shareholding of small shareholders, as defined in the SEBI Buy-Back Regulations (**“Small Shareholders”**) as on the Record Date, whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buy-Back Regulations.

RESOLVED FURTHER THAT the Buy-back shall be implemented using the **“Mechanism for acquisition of shares through Stock Exchange”** notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereto, and BSE notice no. 20170210-16 dated February 10, 2017 and following the procedure prescribed in the Companies Act and the Buy-back Regulations, and as may be determined by the Board (including committee authorized by the Board to complete the formalities of the Buy-back) and on such terms and conditions as may be permitted by law from time to time;

RESOLVED FURTHER THAT the Buy-back from non-resident Members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the applicable rules, regulations framed thereunder, if any;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee (**“Buy-back Committee”**) of the Company in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buy-back like record date, entitlement ratio, the timeframe for completion of Buy-back; appointment of Brokers, Solicitors, Depository Participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buy-back; Preparation, signing and filing of the public announcement, the Draft letter of offer / Letter of Offer with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**) under the Foreign Exchange Management Act, 1999 and the applicable rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, enter into escrow arrangements as required in terms of the Buy-back Regulations; opening, operation and closure of all necessary accounts including escrow account, special payment account, demat escrow account as required in terms of the Buy-back Regulations, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buy-back with SEBI, RBI, BSE Limited (**“BSE”**), Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time;

RESOLVED FURTHER THAT the Buy-Back Committee be and is hereby authorized to delegate all or any of the authorities conferred upon it to any officer(s) / authorized signatory(ies) of the Company.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and / or any obligation on the part of Company or the Board or the Buy-back Committee to Buy-back any shares, and / or impair any power of the Company or the Board or the Buy-back Committee to terminate any process in relation to such Buy-back, if so permissible by law;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Buy-back Committee be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buy-back, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buy-back without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Sd/-
Rajesh Agrawal
Chairman & Managing Director
DIN : 00017931

Place: Mumbai
Date: May 28, 2019

NOTES AND INSTRUCTIONS:

1. A Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and rules made thereunder stating material facts and reasons for the proposed resolution is annexed hereto. It also contains all the disclosures as specified in the Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018.
2. The Postal Ballot Notice will be sent to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, June 21, 2019 ('**Cut-off date**').
3. The notice is being sent by electronic mode to those members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Members may note that this notice will also be available on the Company's website at www.elegantmarbles.com.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting platform to its Members.
5. Each Member can opt for only one mode of voting i.e. either by sending the physical postal ballot form or by E-voting. A Member cannot vote both by post and e-voting, and if he votes both by post and e-voting, his vote by post shall be treated as invalid.
6. A member cannot exercise his vote by proxy on Postal Ballot.
7. Dispatch of the Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Hindi newspaper, each with wide circulation in the State of Rajasthan, where the registered office of the Company is situated, and shall be hosted on the Company's website and uploaded on the website of the BSE Limited, at www.bseindia.com.
8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, Shri Virendra Bhatt, Practicing Company Secretary (ACS No.: 1157) so that it reaches the Scrutinizer not later than by 5.00 p.m. IST on Thursday, August 01, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. IST on Thursday, August 01, 2019, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
9. The instructions for shareholders voting electronically are as under:

The voting period begins on Wednesday, July 03, 2019 at 09:00 a.m. and ends on Thursday, August 01, 2019 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 i.e. Friday, June 21, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders / Members
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <ELEGANT MARBLES & GRANI INDUSTRIES LIMITED> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a 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.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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.
 - 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 should be mailed to 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.
- (xiii) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
10. Members who are desirous of obtaining a duplicate Postal Ballot form; he or she may send an email to gamare@uniseq.in. The Registrar and Transfer Agent/Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
 11. Members may contact the Company at elegantmarbles@gmail.com or Universal Capital Securities Private Limited, Registrar and Share Transfer Agents of the Company at gamare@uniseq.in for any grievances or queries related to voting by postal ballot including voting by electronic means.
 12. The resolutions shall be taken as passed effectively on the last date specified for the receipt of Postal Ballot forms. The results of the postal ballot shall be announced on or before Saturday, August 03, 2019 during the working hours from 10:00 a.m. to 6:00 p.m. which shall be submitted to the Stock Exchanges where shares of the Company are listed i.e. www.bseindia.com. The result of the Postal Ballot along with the Scrutinizers' Report shall also be hosted on website of the Company.
 13. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting E - voting is being sent electronically to all the Members whose email ID's are registered with the Company / Depository Participant(s). For Members who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
 14. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on Friday, June 21, 2019. Members can vote for their entire voting rights as per their discretion.
 15. A copy of the Notice is also available on the website of the Company, at www.elegantmarbles.com, website of Universal capital Securities Private Limited at www.uniseq.in and website of the BSE Limited, at www.bseindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

As per the Section 102 read with Section 68 and other applicable provisions of the Companies Act, 2013 and Buy-back Regulations, the Explanatory Statement contains relevant and material information to enable the Members holding equity shares of the Company to consider and approve the SPECIAL RESOLUTION on the Buy-back of the Company's equity shares.

With an objective to optimize returns to Members holding Equity shares of the company, enhance the overall shareholder's value and optimize the capital structure of the Company through return of surplus cash, the Board of Directors of the Company at its meeting held on May 28, 2019 approved the proposal of recommending Buy-back of Equity Shares as contained in the resolution(s) in the Notice.

Requisite details relating to the Buy-back are given below:

(a) Date of Board meeting at which the proposal for Buy-back was approved by the Board of Directors of the Company: May 28, 2019

(b) Necessity for the Buy-back

The Buy-Back is being proposed by the Company to return surplus funds to the Members, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost effective manner. Buy-Back would increase the shareholder's value and would also help the company in fulfilling the following objectives:

- i. The Buy-Back will help the Company to return surplus cash to its Members holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to the Members;
- ii. The Buy-Back, which is being implemented through the 'Tender Offer' as prescribed under the SEBI Buy-Back Regulations, would involve allocation of 15% of the outlay to Small Shareholders. The Company believes that this reservation of 15% for Small Shareholders would benefit a large number of public shareholders, who would get classified as “Small Shareholder”;
- iii. The Buy-Back may help in improving return on equity due to reduction in the equity base, thereby leading to long term increase in shareholders' value;
- iv. The Buy-Back will help in achieving an optimal capital structure.

The Buy-Back gives an option to the Members holding Equity Shares of the Company, to either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-Back Offer or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buy-Back Offer, without additional investment.

(c) Maximum amount required under the Buy-back, its percentage of the total paid up capital and free reserves and sources of funds from which the Buy-back would be financed

The maximum amount required under the Buy-back considering the Buy-back Size shall be up to Rs. 16,50,00,000/- (Indian Rupees Sixteen Crores Fifty Lakhs Only) (which is within 25% of the total paid-up equity capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2019) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.

The proposed Buy-Back will be made out of its Securities Premium Account in the first instance and thereafter, if required, out of its Company's free reserves and / or such other sources as may be permitted by applicable law, through 'Tender Offer' route and as required by the SEBI Buy-Back Regulations, 2018 and the Companies Act, 2013 based on the latest audited standalone accounts of the Company for the financial year ended March 31, 2019 and that the payments shall be made out of the Company's current surplus and / or cash balances and / or current investments and / or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion. The Company confirms that it has got sufficient source to pay-off the consideration towards the Buy-Back and would not borrow funds for the said purpose.

The Company shall transfer a sum equal to the nominal value of the Equity Shares proposed to be bought back in the Buy-back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet and Annual Report(s).

The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the Paid-up equity share capital and free reserves after the Buy-back.

(d) Buy-back Offer Price and the basis of arriving at the Buy-back Price

The Equity Shares are proposed to be bought back at a price of Rs. 200/- (Rupees Two Hundred Only) per Equity Share. The Buy-back Price has been arrived at after considering various factors, including the average closing prices of the Equity Shares of the Company on BSE Limited ('BSE') (referred to as the 'Stock Exchanges') where the Equity Shares are listed, the net worth of the Company and the likely impact of the Buy-back on the earnings per Equity Share.

The Buy-back price of Rs. 200/-(Rupees Two Hundred Only) per equity share represents:

- i) a premium of approx. 45.93% over the closing price on the BSE on May 17, 2019, being the working day immediately preceding the date of intimation to the Stock Exchange for the Board Meeting to consider the proposal of the Buy-back.
- ii) a premium of approx. 43.25% over the volume weighted average price of the Equity Shares on the BSE for 3 months preceding the date of intimation to the Stock Exchange for the Board Meeting to consider the proposal of the Buy-back.
- iii) a premium of approx. 46.00% over the volume weighted average price of the Equity Shares on the BSE respectively for 2 weeks preceding the date of intimation to the Stock Exchange for the Board Meeting to consider the proposal of the Buy-back.

(e) Maximum Number of shares that the Company proposes to Buy-back

The Board of the Company has decided the Buy-back price of Rs. 200/- (Rupees Two Hundred Only) per Equity Share and after considering the Buy-back Size of Rs. 16,50,00,000/- (Sixteen Crores Fifty lakh Only), the maximum number of Equity Shares that can be bought back would be 8,25,000 Fully Paid up Equity Shares of face value of Rs. 10 each, representing 22.54% of the total Paid up equity share capital of the Company.

(f) Method to be adopted for the Buy-back

The Buy-back shall be on a proportionate basis from all the Members holding Equity Shares of the Company through the "Tender Offer" route, as prescribed under the Buy-back Regulations. The Buy-back will be implemented in accordance with the Companies Act and the Share Capital Rules to the extent, applicable and on such terms and conditions as may be deemed fit by the Company.

As required under the Buy-back Regulations, the Company will announce a record date (the "Record Date") for determining the names of the Members holding Equity Shares of the Company who will be eligible to participate in the Buy-back. In due course, each shareholder, as on the Record Date, will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buy-back.

The Equity Shares to be bought back as a part of the Buy-back is divided in two categories:

- (a) Reserved category for small shareholders; and
- (b) General category for all other shareholders.

As defined in Regulation 2(i)(n) of the Buy-back Regulations, a 'small shareholder' is a shareholder who holds Equity Shares of the Company having market value, on the basis of closing price of shares, on the recognised stock exchange in which highest trading volume in respect of such Equity Shares as on Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only).

In accordance with Regulation 6 of the Buy-back Regulations, 15% of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buy-back. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as 'small shareholder'.

Based on the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buy-back. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs.

Shareholders' participation in Buy-back will be voluntary. Members holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buy-back or they may choose to not participate and enjoy the likely resultant increase in their percentage shareholding, post Buy-back, without additional investment. Members holding Equity Shares of the Company may also offer/accept a part of their entitlement. Members also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buy-back by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

The Equity Shares tendered as per the entitlement by Members holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buy-back Regulations. The settlement of the tenders under the Buy-back will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular bearing CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 including any amendments thereof, and other relevant rules and regulations.

Subject to shareholders' approval hereunder, detailed instructions for participation in the Buy-back (tender of Equity Shares in the Buy-back) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Members holding Equity Shares of the Company as on the Record Date.

The Buy-back from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

(g) Time limit for completing the Buy-back

The Buy-back, subject to regulatory consents and approvals, is proposed to be completed within 12 months of the date of Special Resolution approving the Buy-back.

(h) Details of Shareholding:

The aggregate shareholding of the Promoters, Promoter Group, Persons in Control, Directors and Key Managerial Personnel of the Company as on the date of this Notice is as under:

(i) Shareholding of the Promoters, Promoter group and of Person in control of the Company:

Sr. No.	Name	Category	No. of Shares held	% holding
i	Rajesh R. Agrawal	Promoter	8,20,047	22.41
ii	Rakesh R. Agrawal	Promoter	7,12,592	19.47
iii	Alka Agrawal	Promoter Group	4,21,745	11.52
iv	Divya Agrawal	Promoter Group	4,03,345	11.02
v	Gita Agrawal	Promoter Group	2,21,847	6.06
vi	Indu Agrawal	Promoter Group	15,600	0.43
	TOTAL		25,95,176	70.91

(ii) None of the Directors or Key Managerial personnel of the Company hold any Equity Shares in the Company except the following:

Sr. No.	Name	Designation	No. of Share held	% holding
(i)	Rajesh R. Agrawal	Chairman and Managing Director	8,20,047	22.41
(ii)	Rakesh R. Agrawal	Managing Director	7,12,592	19.47
	TOTAL		15,32,639	42.88

(i) Aggregate number of shares or other specified securities purchased or sold by the (i) Promoter and Promoter Group, (ii) Person in Control of the Company during the 6 (six) months preceding the date of the Board meeting at which the proposal for Buy-Back was approved, i.e. May 28, 2019 (date of this Postal Ballot Notice) together with the details of the maximum and minimum price for such transaction are as follows:

No Equity Shares of the Company have been purchased or sold or transferred by Promoter and Promoter Group and Persons in Control of the Company, during the period of 6 (six) months preceding the date of the Board Meeting at which the proposal for Buyback was approved i.e. May 28, 2019 (date of this Postal Ballot Notice).

(j) Intention of the Promoters of the Company to tender equity shares for Buy-back indicating the number of shares, details of acquisition with dates and price:

In terms of the Buy-back Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have the option to participate in the Buy-back. In this regard, except Ms. Indu Agarwal, all the persons belonging to the Promoter and Promoter Group of the Company, have vide their intention letters dated May 28, 2019, expressed intention to participate in the Buy-back and tender up-to and aggregate maximum number of 8,25,000 Equity shares or such lower number of shares in accordance with the provisions of the Buy-back Regulations / terms of the Buy-back.

Maximum number of Equity shares to be tendered by the Promoter and Promoter Group in the Proposed Buyback are as under:

Sr. No.	Name of Shareholder	No. of Shares held as on date	Maximum number of shares to be tendered
1.	Rajesh R. Agrawal	8,20,047	2,45,000
2.	Rakesh R. Agrawal	7,12,592	2,45,000
3.	Alka Agrawal	4,21,745	1,30,000
4.	Divya Agrawal	4,03,345	1,30,000
5.	Gita Agrawal	2,21,847	75,000
	Total	25,79,576	8,25,000

Details of the date and price of acquisition of the Equity Shares that the Promoter and Promoter Group intends to tender are set-out below:

i) Rajesh R. Agrawal

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue / Acquisition Price (Rs.)	Consideration
03-Jun-1994	Issue of Bonus Shares	2,45,000	10.00	Nil	Nil
	Total	2,45,000			

ii) Rakesh R. Agrawal

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue / Acquisition Price (Rs.)	Consideration
03-Jun-1994	Issue of Bonus Shares	2,45,000	10.00	Nil	Nil
	Total	2,45,000			

iii) Alka Agrawal

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue / Acquisition Price (Rs.)	Consideration
03-Jun-1994	Issue of Bonus Shares	1,30,000	10.00	Nil	Nil
	Total	1,30,000			

iv) Divya Agrawal

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue / Acquisition Price (Rs.)	Consideration
03-Jun-1994	Issue of Bonus Shares	1,30,000	10.00	Nil	Nil
	Total	1,30,000			

v) Geeta Agrawal

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue / Acquisition Price (Rs.)	Consideration
03-Jun-1994	Issue of Bonus Shares	75,000	10.00	Nil	Nil
	Total	75,000			

(k) No defaults:

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

(l) Confirmation from the Board of Directors is as follows:

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- (i) Immediately following the date of the Board meeting, and the date on which the results of Members' resolution passed by way of Postal Ballot / E-voting ("Postal Ballot Resolution") will be declared approving the Buy-Back, there will be no grounds on which the Company could be found unable to pay its debts;
 - (ii) As regards the Company's prospects for the year immediately following the date of the Board meeting approving the Buy-Back as well as for the year immediately following the date of Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting as also from the date Postal Ballot Resolution; and
 - (iii) In forming its opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the applicable provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code 2016.
- (m) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by Directors regarding insolvency:**

The text of the Report dated May 28, 2019 received from M/s. SDBA & Co., Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

To,
The Board of Directors
Elegant Marbles & Grani Industries Limited
Elegant House, Raghuvanshi Mills Compound
Senapati Bapat Marg, Lower Parel (West)
Mumbai - 400013, MH, India

Dear Sirs / Madam,

Subject: Statutory Auditors' Report in respect of proposed Buyback of Equity shares of Elegant Marbles & Grani Industries Limited (the "Company") terms of Clause (xi) of Schedule I to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations")

1. This Report is issued in accordance with our status as Statutory Auditors of the Company.
2. We, SDBA & Co., Chartered Accountants (Firm Registration Number 142004W), the Statutory Auditors of Elegant Marbles & Grani Industries Limited ("the Company"), have been informed by the management of the company that the Board of Directors of the company has approved the proposed buyback of Equity Shares of the Company at its meeting held on May 28, 2019, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended (the "SEBI Buyback Regulations").
3. The accompanying Statement of permissible capital payment (including premium) ('Annexure A') as at 31 March 2019 (hereinafter referred together as the "Statement") is prepared by the management, which we have initialed for identification purposes only.

Management's Responsibility for the Statement

4. The Management of the Company is responsible for the preparation of the Statement in accordance with Section 68(2)(c) of the Act, including the computation of the amount of the permissible capital payment, preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes collecting, collating and validating data and designing implementing and monitoring of internal controls suitable for ensuring compliance with all applicable guidelines issued in connection with the proposed buy back of equity shares of the Company and to perform a reasonable assurance engagement on the Statement, which we have initialed for determination purposes only.
5. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of meeting at which the proposal for buyback was approved by the Board of Directors of the Company.

Auditors' Responsibility

6. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide a reasonable assurance:
 - (i) we have inquired into the state of affairs of the Company in relation to its latest audited standalone financial statements as at and for the year ended 31 March 2019;
 - (ii) the amount of the permissible capital payment for the proposed buy-back of equity shares as stated in Annexure A, is properly determined considering the audited standalone financial statements for the year ended 31 March 2019 and the computation is in accordance with Section 68(2)(c) of the Act;

- (iii) the Board of Directors in their meeting dated May 28, 2019, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.
7. The standalone financial statements referred to in paragraph 4 above, have been audited by us, on which we issued an unmodified audit opinion, vide our report dated May 28, 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing ("Standards") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for special purposes issued by the ICAI ("Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements
10. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

11. Based on our examination, as stated above, we report as follows:
- (i) We have enquired into the state of affairs of the Company in relation to its audited Standalone Financial Statements as at and for the year ended 31 March 2019, which has been approved by the Board of Directors of the Company on 28 May 2019.
- (ii) The amount of permissible capital payments (including premium) towards the proposed buyback of equity shares as stated in Annexure A, has been properly determined in accordance with Section 68(2)(c) of the Act.
- (iii) The Board of Directors in their meeting held on 28 May 2019 have formed their opinion, as specified under Clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
12. We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on use

13. This report has been issued at the request of the Company solely for use of the Company in relation to (i) filing information in the explanatory statement to the notice for special resolution and in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

For SDBA & Co.
Chartered Accountants
(FRN: 142004W)

(Sanjeev A. Mehta)
Partner
M. No. 041287

Place: Mumbai
Date: May 28, 2019

Annexure 'A'

Particulars	Amount (INR)
Paid up equity share capital as on 31 March 2019 (36,60,000 equity shares of face value Rs. 10/- each)	3,66,00,000
Free reserves as on 31 March 2019 (refer note 1)	
- Securities Premium account	Nil
- General Reserves	7,74,22,383
- Retained Earnings	57,24,51,733
Total Paid up capital and Free reserves	68,64,74,116
Maximum amount permissible under the Act / Buyback Regulations subject to Shareholders' approval:	17,16,18,529
25% of the total Paid up equity share capital and free reserves, if the buyback is carried through tender offer route (in accordance with the Chapter III of the Buyback Regulations and Section 68(2)(c) of the Act)	
Maximum amount permitted by Board Resolution dated 28 May 2019 approving the Buyback, subject to shareholders' approval, based on the audited accounts for the year ended 31 March 2019	16,50,00,000

Note 1: Free reserves as defined in Section 2 (43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013.

Note 2: The above calculation of the paid up Equity Capital and Free Reserves as at 31 March 2019 for Buy-back of equity shares is based on the amounts appearing in the audited financial statements of the Company for the year ended 31 March 2019. These financial statements were prepared and presented in accordance with the Indian Accounting Standards as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in section 133 of the Companies Act, 2013.

Unquote

(n) Confirmation from Company as per the provisions of the Buy-back Regulations and the Companies Act:

- (i) All the Equity shares are fully paid-up;
- (ii) The Company will not Buy-Back its shares so as to delist its shares from the Stock Exchange;
- (iii) That the Company will not Buy-Back its shares from any person through negotiated deals whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-Back;
- (iv) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act;
- (v) The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act.;
- (vi) The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buy-Back;
- (vii) The Company shall not raise further capital for a period of one year from the expiry / closure of the Buy-Back offer, except in discharge of subsisting obligations;
- (viii) The Company shall not withdraw the Buy-Back after the draft letter of offer is filed with SEBI or the public announcement of the offer to Buy-Back is made;
- (ix) The Company shall not buy-back locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;
- (x) The special resolution approving the Buy-Back will be valid for a maximum period of one year from the date of passing the said special resolution (or such extended period as may be permitted under the Companies Act or the SEBI Buy-Back Regulations or by the appropriate authorities). The exact time table for the Buy-Back shall be decided by the Board (or its duly constituted Committee) within the above time limits;
- (xi) The equity shares bought back by the Company will be compulsorily cancelled in the manner prescribed under the SEBI Buy-Back Regulations and the Companies Act and will not be held for re-issuance;
- (xii) The ratio of the aggregate of secured and unsecured debts owed by the company after buy-back shall not be more than twice the paid-up capital and its free reserves;
- (xiii) The company shall not directly or indirectly purchase its own shares or other specified securities - (a) through any subsidiary company including its own subsidiary companies, (b) through any investment company or group of investment companies;
- (xiv) The equity shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buy-back Regulations and the Companies Act within 7 (seven) days of the last date of completion of the Buy-back.

For any clarifications related to the Buy-back process, Members holding equity shares of the Company may contact the following:

Elegant Marbles and Grani Industries Limited

Contact Person: Mr. Hitesh Kothari, Chief Financial Officer
Elegant House, Raghuvanshi Mills Compound, Senapati Bapat Marg,
Lower Parel (West), Mumbai, 400013, Maharashtra, India
Tel: +91 22 2496 0771, Email: elegantmarbles@gmail.com

All the material documents referred to in the Notice and Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board resolution for the Buy-Back, the Auditors Report dated May 28, 2019 and the audited financial statements for the financial year ending March 31, 2019 are available for inspection without any fees by the Members at the Company's registered office during normal business hours on any working day (except Saturday and Sunday) till 4.00 p.m. (IST), Thursday, August 01, 2019.

None of the Director, Key Managerial Personnel or their relatives are in any way interested in or concerned with the resolution in Item no. 1, except to the extent of their shareholding in the Company, if any.

In the opinion of the Board, the proposal for Buy-Back is in the interest of the Company and its Members holding Equity Shares of the Company. The Directors of the Company, therefore, recommend passing of the Special Resolution as set out at item no. 1 of the accompanying Postal Ballot Notice.

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

Sd/-
Rajesh Agrawal
Chairman & Managing Director
DIN : 00017931

Place: Mumbai
Date: May 28, 2019