

Corporate Governance Report

1. Name of Listed Entity – **Elegant Marbles and Grani Industries Limited**
2. Quarter ending: **March 31, 2019**

I. Composition of Board of Directors

Title (Mr./ Ms./ Mrs.)	Name of the Director	DIN & PAN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)	Date of appointment in the current term / cessation		Tenure	Number of Directorship in listed entities including this listed entity as per Regulation 25(1)	Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity [Refer Regulation 26(1)]	Number of post of Chairperson in Audit / Stakeholders Relationship Committee held in listed entities including this listed entity [Refer Regulation 26(1)]
				Date of appoint- ment (DD-Mon- YYYY)	Date of cessatio n (DD- Mon- YYYY)				
Mr.	Rajesh Agrawal	DIN - 00017931	Chairperson- Executive	01-08-2018	-	-	1	2	0
Mr.	Rakesh Agrawal	DIN - 00017951	Executive	01-10-2018	-	-	1	1	0

Title (Mr./ Ms./ Mrs.)	Name of the Director	DIN & PAN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)	Date of appointment in the current term / cessation		Tenure	Number of Directorship in listed entities including this listed entity as per Regulation 25(1)	Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity [Refer Regulation 26(1)]	Number of post of Chairperson in Audit / Stakeholders Relationship Committee held in listed entities including this listed entity [Refer Regulation 26(1)]
				Date of appoint- ment (DD-Mon- YYYY)	Date of cessation (DD-Mon- YYYY)				
Mr.	Raj Kumar Mittal	DIN - 00020255	Non-executive- Independent	24-09-2014	-	54 months	1	1	1
Mr.	Om Parkash Singal	DIN - 02585264	Non-executive- Independent	09-05-2015	-	46 months	2	3	0
Mr.	Ram Chawla	DIN - 00017992	Non-executive- Independent	24-09-2014	-	54 months	1	1	0

Title (Mr./ Ms./ Mrs.)	Name of the Director	DIN & PAN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)	Date of appointment in the current term / cessation		Tenure	Number of Directorship in listed entities including this listed entity as per Regulation 25(1)	Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity [Refer Regulation 26(1)]	Number of post of Chairperson in Audit / Stakeholders Relationship Committee held in listed entities including this listed entity [Refer Regulation 26(1)]
				Date of appoint- ment (DD-Mon- YYYY)	Date of cessation (DD-Mon- YYYY)				
Ms	Yogita Agrawal	DIN - 06965966	Non-executive- Non - Independent	24-09-2014	-	-	1	1	1

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Company Remarks
1. Audit Committee	Shri Raj Kumar Mittal Shri Om Parkash Singal Shri Ram Chawla Shri Rajesh Agrawal	Non-executive Independent - Chairman Non-executive Independent - Member Non-executive Independent - Member Executive – Member	-
2. Nomination & Remuneration Committee	Shri Raj Kumar Mittal Shri Om Parkash Singal Shri Ram Chawla Shri Rajesh Agrawal	Non-executive Independent - Chairman Non-executive Independent - Member Non-executive Independent - Member Executive – Member	-
3. Stakeholders' Relationship Committee	Ms. Yogita Agrawal Shri Rajesh Agrawal Shri Rakesh Agrawal Shri Om Parkash Singal	Non-executive - Non - Independent - Chairman Executive – Member Executive – Member Non-executive Independent - Member	-
4. Corporate Social Responsibility Committee	Shri Rajesh Agrawal Shri Rakesh Agrawal Shri Ram Chawla	Executive – Chairman Executive – Member Non-executive Independent - Member	-

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	Company Remarks
November 01, 2018	February 05, 2019	95 days	-

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Maximum gap between any two consecutive meetings (in number of days)	Company Remarks
Audit Committee	November 01, 2018	February 05, 2019	All the members were present	95 days	--
Stakeholders Relationship Committee	November 13, 2018	January 24, 2019	All the members were present	71 days	--

V. Related Party Transactions

Subject	Compliance status (Yes / No / NA)	Company Remarks
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	-

Affirmations	Yes / No
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ul style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders' Relationship Committee d. Risk Management Committee 	Yes
3. The above committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes

The report submitted for the previous quarter ended on December 31, 2018 was placed before the Board of Directors. No comments / observations / advice were received from the Board of Directors.

Name: Sneha Valeja

Designation: Company Secretary and Compliance Officer

Date: April 2, 2019

Note: NA denotes Not Applicable

Corporate Governance Report (for the whole of financial year)

Name of the Listed Entity – **Elegant Marbles and Grani Industries Limited**

Financial Year ended – **March 31, 2019**

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance	Web Address
Details of business	Yes		http://www.elegantmarbles.com/about-us/
Terms and conditions of appointment of independent directors	Yes		http://www.elegantmarbles.com/policies/
Composition of various committees of board of directors	Yes		https://www.elegantmarbles.com/committeesof-board/
Code of conduct of board of directors and senior management personnel	Yes		http://www.elegantmarbles.com/policies/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.elegantmarbles.com/policies/
Criteria of making payments to non-executive directors	Yes		http://www.elegantmarbles.com/policies/
Policy on dealing with related party transactions	Yes		http://www.elegantmarbles.com/policies/
Policy for determining ‘material’ subsidiaries	Yes		http://www.elegantmarbles.com/policies/
Details of familiarization programmes imparted to independent directors	Yes		http://www.elegantmarbles.com/policies/
Contact information of the designated officials	Yes		https://www.elegantmarbles.com/contact-details-for-investors/

Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance	Web Address
of the listed entity who are responsible for assisting and handling investor grievances			
Email address for grievance redressal and other relevant details	Yes		https://www.elegantmarbles.com/contact-details-for-investors/
Financial results	Yes		https://www.elegantmarbles.com/financialresults/
Shareholding pattern	Yes		https://www.elegantmarbles.com/shareholding-pattern/
Details of agreements entered into with the media companies and/or their associates	Yes		https://www.elegantmarbles.com/mediacompanies-and-associates-2/
New name and the old name of the listed entity	NA		-

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	16(1)(b) – Yes 25(6) - NA	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes	

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Remarks
Composition of Stakeholders Relationship Committee	20(1) & (2)	Yes	
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA	
Vigil Mechanism	22	Yes	
Policy for related party transactions	23(1),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	NA	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Remarks
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Note: - Criteria of making payments to non-executive directors - Disclosed in Annual Report of financial year 2017-18. Will also be disclosed in Annual Report of financial year 2018-19.			

III Affirmations:	Compliance status (Yes/No/NA)	Remarks
The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of the Company have been complied.	NA	The listed entity has in place a policy for determining material subsidiary duly approved by the Board of Directors of the Company. However, the Company does not have any subsidiary company as on March 31, 2019. Hence, the Corporate Governance requirements with respect to material subsidiary are not applicable.
Name : Sneha Valeja Designation: Company Secretary & Compliance Officer		

Note: NA denotes Not Applicable