

Corporate Governance Report

1. Name of Listed Entity – **Elegant Marbles and Grani Industries Limited**
2. Quarter ending: **March 31, 2018**

**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 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.	Rajesh Agrawal	DIN - 00017931	Chairperson- Executive	01-08-2015	-	-	1	2	0
Mr.	Rakesh Agrawal	DIN - 00017951	Executive	01-10-2015	-	-	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	-	42 months	1	1	1
Mr.	Om Parkash Singal	DIN - 02585264	Non-executive- Independent	09-05-2015	-	34 months	2	2	0
Mr.	Ram Chawla	DIN - 00017992	Non-executive- Independent	24-09-2014	-	42 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	Non-executive - Non - Independent - Chairman Executive – Member Executive – 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 28, 2017	February 13, 2018	76 days	-

**IV. Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>	<b>Company Remarks</b>
Audit Committee	November 28, 2017	February 13, 2018	All the members were present	76 days	--

**V. Related Party Transactions**

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

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"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders' Relationship Committee</li> <li>d. Risk Management Committee</li> </ul>	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, 2017 was placed before the Board of Directors. No comments / observations / advice were received from the Board of Directors.

**Name:** Sneha Valeja

**Designation:** Compliance Officer

**Date:** April 5, 2018

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, 2018****I. Disclosure on website in terms of Listing Regulations**

<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is “No” details of non-compliance</b>	<b>Web Address</b>
Details of business	Yes		<a href="http://www.elegantmarbles.com/about-us/">http://www.elegantmarbles.com/about-us/</a>
Terms and conditions of appointment of independent directors	Yes		<a href="http://www.elegantmarbles.com/policies/">http://www.elegantmarbles.com/policies/</a>
Composition of various committees of board of directors	Yes		<a href="https://www.elegantmarbles.com/committees-of-board/">https://www.elegantmarbles.com/committees-of-board/</a>
Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.elegantmarbles.com/policies/">http://www.elegantmarbles.com/policies/</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.elegantmarbles.com/policies/">http://www.elegantmarbles.com/policies/</a>
Criteria of making payments to non-executive directors	Yes		Disclosed in Annual Report of financial year 2016-17.  Will also be disclosed in Annual Report of financial year 2017-18
Policy on dealing with related party transactions	Yes		<a href="http://www.elegantmarbles.com/policies/">http://www.elegantmarbles.com/policies/</a>
Policy for determining ‘material’ subsidiaries	Yes		<a href="http://www.elegantmarbles.com/policies/">http://www.elegantmarbles.com/policies/</a>
Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.elegantmarbles.com/policies/">http://www.elegantmarbles.com/policies/</a>
Contact information of the designated officials	Yes		<a href="https://www.elegantmarbles.com/contact-details-for-investors/">https://www.elegantmarbles.com/contact-details-for-investors/</a>

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		<a href="https://www.elegantmarbles.com/contact-details-for-investors/">https://www.elegantmarbles.com/contact-details-for-investors/</a>
Financial results	Yes		<a href="https://www.elegantmarbles.com/financialresults/">https://www.elegantmarbles.com/financialresults/</a>
Shareholding pattern	Yes		<a href="https://www.elegantmarbles.com/shareholding-pattern/">https://www.elegantmarbles.com/shareholding-pattern/</a>
Details of agreements entered into with the media companies and/or their associates	NA		-
New name and the old name of the listed entity	NA		-

## II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Remarks
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	Regulation 25(6) is not applicable as there was no resignation or removal of Independent Director during the financial year 2017-18
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	Complied with respect to the financial statements for the financial year 2016-17  Would be complied with respect to the financial statements for the financial year 2017-18
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	

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remarks</b>
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)	23(1) - Yes 23(5) - Yes 23(6) - Yes 23(7) - NA 23(8) - NA	Regulation 23(7) and (8) are not applicable because there are no existing material related party contracts or arrangements entered prior to the date of notification of the regulations and there were no material related party transactions during the financial year 2017-18.
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	Regulation 23(4) is not applicable because there were no material related party transactions during the financial year 2017-18.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	Regulation 24(1) is not applicable because the Company did not have any unlisted material subsidiary during the financial year 2017-18
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	24(2)- NA 24(3)- NA 24(4) - NA 24(5) – NA 24(6) - NA	Regulation 24(2), 24(3), 24(4), 24(5) and 24(6) are not applicable because the Company did not have any subsidiary or material subsidiary during the financial year 2017-18
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)	NA	Regulation 26(4) is not applicable because no Director was appointed during the financial year 2017-18.
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	26(2) – Yes 26(5) - NA	Regulation 26(5) is not applicable because the Company did not have any transactions during the financial year 2017-18 in which Senior Management had any personal interest that may have potential conflict with the interest of the Company at large.

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.	Yes	The Company has approved Material Subsidiary Policy. However, compliance of Corporate Governance requirements with respect to subsidiary of the Company is not applicable, as the Company did not have any subsidiary for the financial year 2017-18
<b>Name :</b> Sneha Valeja <b>Designation:</b> Company Secretary & Compliance Officer		

Note: NA denotes Not Applicable