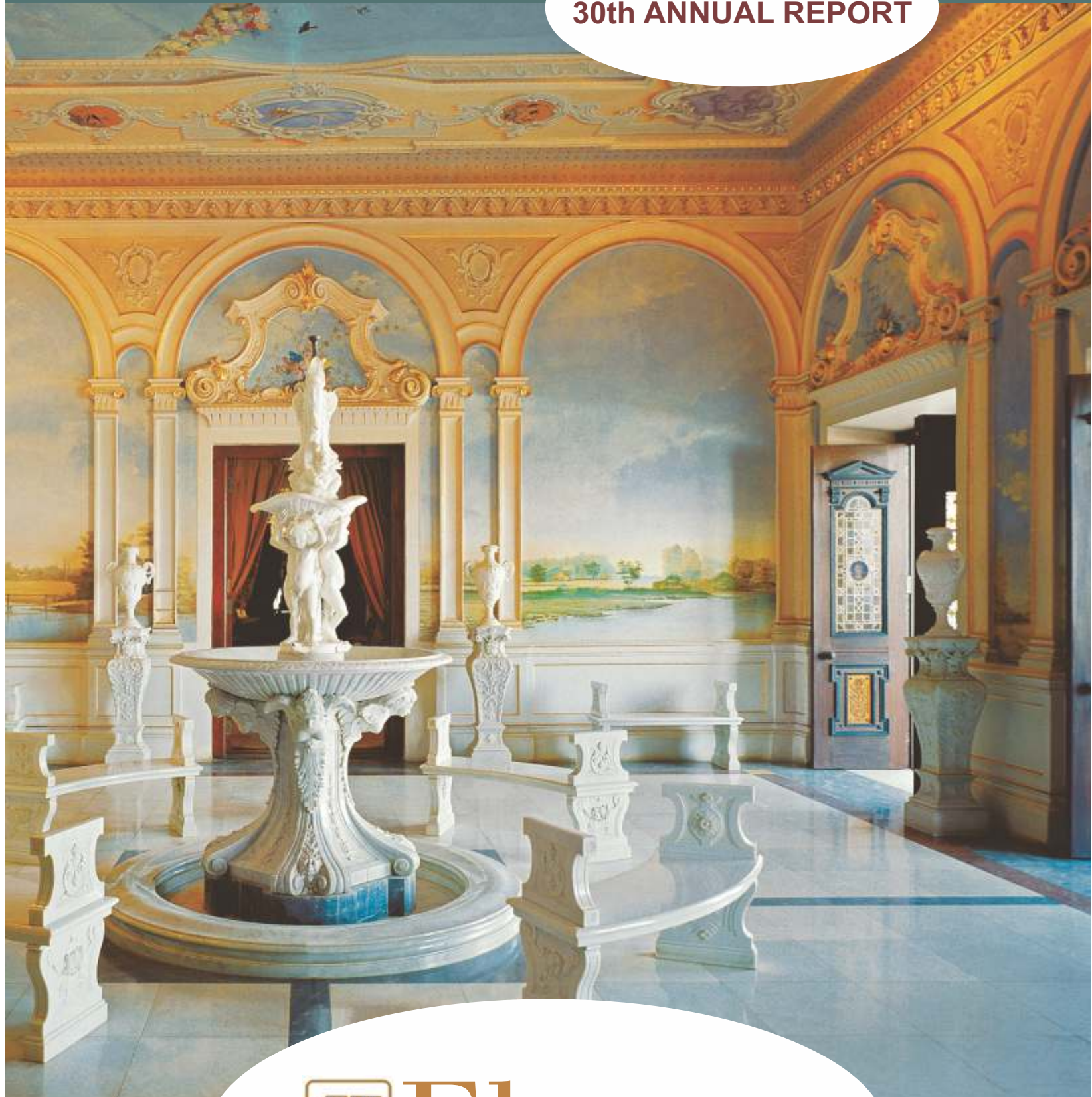


2014 - 2015
30th ANNUAL REPORT



Elegant

Marbles & Grani Industries Ltd.

Elegant Marbles and Grani Industries Ltd.

30th Annual Report 2014 - 2015

HIGHLIGHTS of the year 2014-2015

TURNOVER

₹ 2660 LACS

NET PROFIT

₹ 532 LACS

BOOK VALUE

₹ 128

EPS

₹ 11.83

DIVIDEND

20%

Elegant Marbles and Grani Industries Ltd.

BOARD OF DIRECTORS

Shri Ram Chawla	Independent Director
Shri Radhey Shyam Agarwal <i>(Resigned w.e.f. 17/03/2015)</i>	Independent Director
Shri Raj Kumar Mittal	Independent Director
Shri Om Parkash Singal - Additional Independent Director <i>(Appointed w.e.f. 09/05/2015)</i>	
Ms. Yogita Agrawal - Non-Executive Woman Director	
Shri Rakesh Agrawal	Managing Director
Shri Rajesh Agrawal- Chairman and Managing Director	

STATUTORY AUDITORS

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

CHIEF FINANCIAL OFFICER

Shri Hitesh Kothari

COMPANY SECRETARY

Ms Reshma Ramchandani *(Appointed w.e.f. 09/05/2015)*

REGISTERED OFFICE

E 7/9, RIICO Industrial Area,
Abu Road - 307 026, Rajasthan

CORPORATE OFFICE

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

PRACTICING COMPANY SECRETARY

Shri Virendra G. Bhatt

INTERNAL AUDITORS

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

REGISTRAR AND TRANSFER AGENT

Universal Capital Securities Pvt. Ltd.
21, Shakil Niwas, Mahakali Caves Road,
Andheri (East), Mumbai - 400 093.

BANKERS

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

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED WILL BE HELD AS INDICATED BELOW:

Day : WEDNESDAY
Date : 15th JULY, 2015
Time : 9.00 a.m.
Place : Registered Office of the Company:
E 7/9, RIICO Industrial Area,
Abu Road – 307 026,
Rajasthan.

To transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statements of Profit and Loss Account for the Financial Year ended 31st March, 2015 and the Balance Sheet as on that date and the Reports of the Directors' and Auditors' thereon.
2. To declare dividend on equity shares of ₹ 2/- per equity share of ₹ 10/- fully paid up, for the financial year 2014-15.
3. To re-appoint Ms. Yogita Agrawal DIN 06965966, who retires by rotation and is eligible for re-appointment.
4. To ratify the appointment of Statutory Auditors, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. Ravi & Dev, Chartered Accountants (Registration No. 108752W), as the Statutory Auditors of the Company appointed in the Twenty-Ninth Annual General Meeting to hold office for a period of three years from the conclusion of Twenty - Ninth Annual General Meeting (AGM) until the conclusion of the Thirty- Second Annual General Meeting of the Company on such remuneration as may be mutually decided, by the Board of Directors of the Company and the Auditors, be and is hereby ratified.”

SPECIAL BUSINESS:

5. TO APPOINT SHRI OM PARKASH SINGAL AS AN INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to Section 149, 152, and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Clause 49 of the Listing Agreement, Shri Om Parkash Singal having DIN 02585264, who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 9th May, 2015 and who holds the office till the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company not being liable to retire by rotation, for a period up to 8th May, 2020.”

6. TO RE-APPOINT SHRI RAJESH AGRAWAL AS THE CHAIRMAN AND MANAGING DIRECTOR

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for the re-appointment of Shri Rajesh Agrawal having DIN 00017931 and whose term of office is expiring on 31st July, 2015, as the Chairman and Managing Director (CMD) of the Company, for a period of three years with effect from 1st August 2015, at a remuneration of Rs. 30,00,000/- (Rupees Thirty Lacs Only) plus perquisites and other benefits per annum, as recommended by the Nomination and Remuneration Committee and approved by the Board, the details of which are set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of the CMD, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals of Central Government, if required, pay to the CMD the above remuneration as the minimum remuneration by way of salary, plus perquisites and other benefits as specified in the explanatory statement annexed to the Notice and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment as per policy of Company shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Act.

Elegant Marbles and Grani Industries Ltd.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

7. TO RE-APPOINT SHRI RAKESH AGRAWAL AS THE MANAGING DIRECTOR

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for the re-appointment of Shri Rakesh Agrawal having DIN 00017951 and whose term of office is expiring on 30th September, 2015, as the Managing Director (MD) of the Company, for a period of three years with effect from 1st October, 2015, at a remuneration of Rs. 30,00,000/- (Rupees Thirty Lacs Only) plus perquisites and other benefits per annum, as recommended by the Nomination and Remuneration Committee and approved by the Board, the details of which are set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of the MD, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals of Central Government, if required, pay to the MD the above remuneration as the minimum remuneration by way of salary, plus perquisites and other benefits as specified in the explanatory statement annexed to the Notice and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment as per policy of Company shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.

8. TO ADOPT NEW ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5(6), 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded for the adoption of new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Shri Rajesh Agrawal, Chairman and Managing Director and Shri Rakesh Agrawal, Managing Director, be and are hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

9. TO KEEP THE REGISTERS AND RETURNS AT A PLACE OTHER THAN REGISTERED OFFICE

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, the Registers and Returns required to be maintained by the Company under Section 88 and 92 of the Companies Act, 2013, shall be maintained at the Company’s Corporate Office situated at Elegant House, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013 with immediate effect.”

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

**Date : 9th May, 2015
Place : Mumbai**

REGISTERED OFFICE :
E7/9, RIICO Industrial Area,
Abu Road - 307026, Rajasthan.

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

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NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. Members/ proxies should bring their duly filled attendance slip attached herewith to attend the meeting.**
3. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members are requested to kindly bring their copy of the Annual Report and Attendance slip with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting and to quote their Folio Numbers in all correspondence.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting
7. The Register of Members and Share Transfer Register of the Company will remain closed from Friday, 10th July, 2015 to Wednesday, 15th July, 2015 (both days inclusive).
8. The Directors have recommended dividend @ ₹ 2/- per Equity Share, which if approved by the Shareholders at the Annual General Meeting, will be paid on or after 20th July, 2015 in respect of shares held in physical form, to those members whose names shall appear in the Company's Register of Members as on Friday, 10th July, 2015 and in respect of shares held in the electronic form, to those 'Deemed Members' whose names appear in the Statement of Beneficial Ownership furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) at the close of business hours on 10th July, 2015.
9. **Members are aware that as per the Finance Act, 2003 no tax will be deducted at source on the dividend payable to the shareholders.**
10. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2007-2008 to 2013-2014, as on the date of the 29th Annual General Meeting (AGM) held on 24th September, 2014, on the website of the IEPF viz. www.iepf.gov.in and under "Shareholders corner" on the Website of the Company viz. www.elegantmarbles.com
11. In terms of the Provisions of Section 205C of the Companies Act, 1956 (which is still in force as the relevant sections under the Companies Act, 2013 are yet to be notified), the unclaimed dividends are required to be transferred to the Investors Education and Protection Fund established by the Central Government after a period of Seven years from the date it is transferred to unpaid dividend account. Shareholders are, therefore, requested to verify their records and send claims, if any, for the relevant years from 2007-08 onwards before the respective amounts become due for transfer to the fund. The unpaid Dividend Account for the year 2007-08 will be due for transfer to the Fund in September 2015.
12. Members wishing to claim dividend, which remain unclaimed, are requested to correspond with the Registrar and Transfer Agent i.e. M/s. Universal Capital Securities Private Limited or the Company Secretary of the Company. Members are requested to note that dividends not claimed within a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will be as per Section 205C of the Companies Act, 1956 and Section 124 of the Companies Act, 2013, to the extent applicable, be transferred to Investor Education and Protection Fund.

Members who have neither received nor encashed their dividend warrant(s) are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).
13. In terms of the Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend, etc. to the members. Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. And the members holding securities in physical form are requested to send a request to the Registrar and Transfer Agent i.e. M/s. Universal Capital Securities Private Limited, 21, Shakil Niwas, Mahakali Caves Road, Andheri(East), Mumbai - 400 093 or the Company Secretary of the Company.
14. The brief profile of the Directors proposed to be re-appointed is given in the section "Report on Corporate Governance" of the Annual Report.

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15. All documents referred to in the Notice or in the accompanying Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 1.00 p.m. prior to the date of the Annual General Meeting and also available for inspection at the meeting.
16. The shares of the Company are at present listed with Bombay Stock Exchange Limited and Jaipur Stock Exchange. The listing fee for the year 2015-2016 is paid before the due date. Pursuant to Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. SH-13 in duplicate (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.
17. Members are requested to inform change in address or bank mandate to their respective depository participants with whom they are maintaining their demat accounts and with the Registrar and Transfer Agent i.e. M/s. Universal Capital Securities Private Limited or the Company Secretary of the Company for the shares held in physical form by a written request duly signed by the member for receiving all communication in future.
18. Members desiring any information relating to the accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information available at the meeting.
19. Electronic copy of the Notice of the 30th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose e-mail addresses are registered with the depository participants /Company. The physical copies of the same have been sent to those members whose email addresses are not registered with the depository participants /Company indicating the process and manner of E-Voting.

The members will be entitled to receive physical copy of annual report for the financial year ended 31st March, 2015, free of cost, upon sending a request to the Registrar and Transfer Agent or the Company Secretary of the Company. The Notice along with Annual Report will also be available on the Company's website www.elegantmarbles.com

20. Voting through electronic means:-

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide the facility to exercise members' right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 30th Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on 12th July, 2015 (9:00 am) and ends on 14th July, 2015 (5:00 pm) 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 9th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) 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. For members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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(vii) 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 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report, 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

21. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 9th July, 2015.

22. Shri. Virendra G. Bhatt, Practicing Company Secretary, (Membership No. ACS 1157) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Elegant Marbles and Grani Industries Ltd.

23. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinisers' report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
24. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.elegantmarbles.com and on the website of CDSL within two (2) days of declaration of results at or after the AGM and communicated to the Stock Exchanges.
25. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

E-VOTING PAGE

Resolution No. as per Notice	Particulars	No. of Shares held	Assent	Dissent
1	Adoption of Audited Statements of Profit and Loss Account for the Financial Year ended 31st March 2015 and the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon			
2	Declaration of dividend on equity shares of ₹ 2/- per equity share of ₹10/- fully paid up, for the financial year 2014-15.			
3	Re-appointment of Ms. Yogita Agrawal, who is eligible to retire by rotation			
4	Ratification of appointment of Statutory Auditors M/s. Ravi & Dev, Chartered Accountants			
5	Appointment of Shri Om Parkash Singal as an Independent Director			
6	Re-appointment of Shri Rajesh Agrawal as the Chairman and Managing Director			
7	Re-appointment of Shri Rakesh Agrawal as the Managing Director			
8	Adoption of New Articles of Association of the Company			
9	Keeping of Registers and Returns at a place other than Registered office of the Company.			

26. Information required to be furnished under the Listing Agreement:

As required under the Listing Agreement, the particulars of the Directors who are proposed to be re-appointed or appointed, as the case may be are furnished below:

i) Item No.3, 5, 6 and 7 of the notice:

Name	Ms. Yogita Agrawal	Shri Om Parkash Singal	Shri Rajesh Agrawal	Shri Rakesh Agrawal
Age	22 yrs	69 yrs	53 yrs	50 yrs
Nationality	Indian	Indian	Indian	Indian
Qualification	Currently pursuing final year in Bachelor of Fine Arts (Product Design) at Parsons – the New School for Design, New York.	BA (Hon's), LLB, CAIIB(FIIB), ACS (inter)	Chartered Accountant	B.Com..
Expertise	1. Rich and diverse experience in various fields like furniture, ceramics, lighting, marble products and designing for special user groups. 2. Working with the latest fabrication technology such as 3D printing, laser cutting and CNC routing.	•Advocate, High Court •Specialised in Corporate Laws & Banking Laws •Loan & Security documentation •Title Investigation •Creation of security •Litigation	Specialised in Finance & Business Management	Specialised in Marketing & Business Management
Date of Appointment	24th September, 2014	Appointed as an Additional Director on 9th May, 2015 till the date of Annual General Meeting	5th November, 1984	5th November, 1984
Directorship held in other Companies	NIL	Sakuma Exports Ltd	1. Elegant Financial Services Limited 2. Eternal Holdings Private Limited 3. Madhu Holdings Private Limited 4. Everlasting Properties Private Limited	1. Elegant Financial Services Limited 2. Eternal Holdings Private Limited 3. Madhu Holdings Private Limited 4. Everlasting Properties Private Limited
Committee position held in other Companies	NIL	TWO	NIL	NIL

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1. Shri Rakesh Agrawal is a Member of Corporate Responsibility Committee.
2. Shri Rajesh Agrawal holds the following positions in the Committees of the Company:
 - Member of Stakeholders Relationship Committee
 - Member of Audit Committee of the Company
 - Member of Nomination and Remuneration Committee
 - Chairman of the Corporate Social Responsibility Committee.

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

Item no. 5

It is proposed to appoint Shri Om Parkash Singal as an Independent Director of the Company in accordance with provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), not liable to retire by rotation and to hold office for a term of 5 (five) years up to 8th May, 2020.

The Company has received the following from Shri Om Parkash Singal:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
2. Intimation in Form DIR-8 required under Section 164(2) of the Companies Act, 2013 read with Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is eligible to be appointed as a Director.
3. Declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Company has also received notice from a member along with the deposit of ₹ 1 Lac under Section 160 of the Companies Act, 2013 proposing the candidature of the proposed Independent Director for the office of Director of the Company.

In the opinion of the Board, Shri Om Parkash Singal fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement and is independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Shri Om Parkash Singal is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item no. 6

As per the first proviso to Section 203 (1) of the Companies Act, 2013, an individual can be appointed or re-appointed as the Chairperson and the Managing Director of the Company, if the Company is not engaged in the multiple businesses.

In view of the above and on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 9th May, 2015 have re-appointed Shri Rajesh Agrawal as the Chairman and Managing Director of the Company, for a period of three years effective from 01st August 2015, subject to the approval of members vide Special Resolution at the Annual General Meeting, at the remuneration including salary, perquisites, allowances etc. and on the terms and conditions as laid down hereinafter.

The Board of Directors has fixed the following remuneration on recommendation of Nomination and Remuneration Committee to be paid to the Chairman and Managing Director with power to make such variation therein, as may be thought fit, as may be deemed fit, from time to time but within the ceiling laid down in Schedule V of the Companies Act, 2013 or any Statutory amendment or relaxation thereof:

1. Period of appointment

The period of appointment is of three years for Shri Rajesh Agrawal, Chairman and Managing Director.

2. Remuneration:

₹ 30,00,000/- (Rupees Thirty Lacs Only) per annum (₹ 2,50,000 p.m.).

3. Perquisites

In addition to the salary, the following perquisites shall also be allowed to him:-

a) Housing

The Company shall provide him fully furnished residential accommodation together with all amenities, facilities and utilities such as Gas, Water, Electricity and Fuel etc. as may be approved by the Board from time to time. The expenditure incurred by the Company on Gas, Electricity, Water & Furnishings shall be valued as per Income Tax Rules, 1962.

Elegant Marbles and Grani Industries Ltd.

b) Medical Reimbursement

Reimbursement of medical expenses incurred in India or abroad and including hospitalisation nursing home and surgical charges and premium for medical insurance incurred for self and family.

c) Leave Travel Concession

Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of himself and family.

d) Club Fees

Fees of Clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.

e) Personal Accident Insurance

Premium payable for himself and his family.

f) Provident Fund, Superannuation Fund and Annuity Fund

Contribution to Provident Fund, Superannuation Fund and Annuity Fund will not be included in the computation of remuneration to the extent these singly or put together are not taxable under Income Tax Rules, 1962.

g) Gratuity

Gratuity shall be payable at half month's salary for each completed year of service and will not be included in computation of remuneration.

h) Leave and encashment of Leave

The Chairman and Managing Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave at the end of the tenure / retirement.

i) Free use of Company's car with driver for Company's business.

Use of car for private purposes shall be billed by the Company to Shri Rajesh Agrawal.

j) Telephone

Free use of telephone for Company's Business. Use of telephone for private purposes shall be billed by the Company to Shri Rajesh Agrawal.

k) Reimbursement of Expenses

Reimbursement of entertainment, traveling, hotel and other expenses actually and properly incurred for the business of the Company subject to, however to a reasonable ceiling as may be fixed by the Board of Directors.

4. Minimum Remuneration

Notwithstanding anything contrary herein contained, where in any financial year during the currency of the tenure of the Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration by way of salary and perquisites as specified above subject to limits specified in Schedule V of the Companies Act, 2013 or any amendment thereto.

For the purpose of the perquisites, family shall mean the spouse, the dependent children and the dependent parents of the appointee.

This may be treated as abstract of the terms of appointment of Shri Rajesh Agrawal in terms of the relevant Sections of the Companies Act, 2013.

Your Directors recommend Resolution set out in item number 6 as a Special Resolution for the approval of members.

None of the Directors, Key Managerial Personnel and Officers of the Company except Shri Rajesh Agrawal, Shri Rakesh Agrawal and Ms. Yogita Agrawal, Non Executive Director being related to each other, is concerned or interested in the resolution.

Item no. 7

On the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 9th May, 2015 have re-appointed Shri Rakesh Agrawal as the Managing Director for a period of three years effective from 1st October, 2015 subject to the approval of members vide Special Resolution at the Annual General Meeting, at the remuneration including salary, perquisites, allowances etc. and on the terms and conditions as laid down hereinafter.

The Board of Directors has fixed the following remuneration on recommendation of Nomination and Remuneration Committee to be paid to the Managing Director with power to make such variation therein, as may be thought fit, as may be deemed fit, from time to time but within the ceiling laid down in Schedule V of the Companies Act, 2013 or any Statutory amendment or relaxation thereof:

1. Period of appointment

The period of appointment is of three years for Shri Rakesh Agrawal, Managing Director.

2. Remuneration:

₹ 30,00,000/- (Rupees Thirty Lacs Only) per annum (₹ 2,50,000 p.m.).

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3. Perquisites

In addition to the salary, the following perquisites shall also be allowed to him:-

a) Housing

The Company shall provide him fully furnished residential accommodation together with all amenities, facilities and utilities such as Gas, Water, Electricity and Fuel etc. as may be approved by the Board from time to time. The expenditure incurred by the Company on Gas, Electricity, Water & Furnishings shall be valued as per Income Tax Rules, 1962.

b) Medical Reimbursement

Reimbursement of medical expenses incurred in India or abroad and including hospitalisation nursing home and surgical charges and premium for medical insurance incurred for self and family.

c) Leave Travel Concession

Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of himself and family.

d) Club Fees

Fees of Clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.

e) Personal Accident Insurance

Premium payable for himself and his family.

f) Provident Fund, Superannuation Fund and Annuity Fund

Contribution to Provident Fund, Superannuation Fund and Annuity Fund will not be included in the computation of remuneration to the extent these singly or put together are not taxable under Income Tax Rules, 1962.

g) Gratuity

Gratuity shall be payable at half month's salary for each completed year of service and will not be included in computation of remuneration.

h) Leave and encashment of Leave

The Managing Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave at the end of the tenure / retirement.

i) Free use of Company's car with driver for Company's business.

Use of car for private purposes shall be billed by the Company to Shri Rakesh Agrawal.

j) Telephone

Free use of telephone for Company's Business. Use of telephone for private purposes shall be billed by the Company to Shri Rakesh Agrawal.

k) Reimbursement of Expenses

Reimbursement of entertainment, traveling, hotel and other expenses actually and properly incurred for the business of the Company subject to, however to a reasonable ceiling as may be fixed by the Board of Directors.

4. Minimum Remuneration

Notwithstanding anything contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration by way of salary and perquisites as specified above subject to limits specified in Schedule V of the Companies Act, 2013 or any amendment thereto.

For the purpose of the perquisites, family shall mean the spouse, the dependent children and the dependent parents of the appointee.

This may be treated as abstract of the terms of appointment of Shri Rakesh Agrawal in terms of the relevant Sections of the Companies Act, 2013.

Your Directors recommend the resolution set out in item number 6 of the notice conveying the Meeting.

None of the Directors, Key Managerial Personnel and Officers of the Company except Shri Rajesh Agrawal, Shri Rakesh Agrawal and Ms. Yogita Agrawal, Non Executive Director, being related to each other, is concerned or interested in the resolution.

The remuneration paid to the CMD and MD currently, by way of salary, allowances, perquisites and benefits is within the limit prescribed under Section I of Part II of Schedule V to the Companies Act, 2013 i.e. within 10 per cent of the net profit of the Company. However, the following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below by way of abundant caution:

Elegant Marbles and Grani Industries Ltd.

I. General Information:

- (i) Nature of Industry:
The Company is the manufacturer, importer and exporter of quality Granite and Marbles.
- (ii) Date or expected date of Commencement of Commercial production:
The Company was incorporated on 5th November, 1984 as a Public Limited Company. Hence, Commencement of Commercial production is not required.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:
Not Applicable
- (iv) Financial performance based on given indicators - as per audited financial results for the year ended 31st March 2015:
Detailed in Boards' Report separately
- (v) Foreign Investment or collaborations, if any:
Not Applicable

II. Information about the Appointees:

	Shri Rajesh Agrawal	Shri Rakesh Agrawal
Background Details:	Chartered Accountant by profession and is the founder of the Company as well as the Promoter of the Company	Marketing Graduate by profession and is the founder of the Company as well as the Promoter of the Company
Past remuneration	Salary ₹ 1,50,000/- per month plus perquisites as per the agreement dated 01st August, 2012	Salary ₹ 1,50,000/- per month plus perquisites as per the agreement dated 01st October, 2012
Recognition or awards	Not Disclosed	Not Disclosed
Job Profile and his suitability	Chairman and Managing Director looking after overall performance of the Company and specializing in Finance/Investment and Purchases	Managing Director and responsible for overall Marketing, Sales and New Ventures of the Company.
Remuneration proposed	Salary ₹ 2,50,000/- per month plus perquisites as per the agreement	Salary ₹ 2,50,000/- per month plus perquisites as per the agreement
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person company, profile of the position and person	Considered reasonable in view of prevalent practice in Indian Industry and responsibility shouldered. Further, there has been no increase in remuneration since 2009.	Considered reasonable in view of prevalent practice in Indian Industry and responsibility shouldered. Further, there has been no increase in remuneration since 2009.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Founder and Promoter of the Company	Founder and Promoter of the Company

III. Other information:

- i) Reasons of loss or inadequate profits, - **are Not Applicable**, as the Company has adequate profits. The Company has posted a net profit after tax of ₹ 532 lakhs for the year ended 31st March, 2015.
- ii) Steps taken or proposed to be taken for improvement, - **NA**
- iii) Expected increase in productivity and profits in measurable terms etc, - **NA**

IV. Disclosures:

The Corporate Governance report which forms a part of the Boards' Report contains details of the remuneration being paid to Shri Rajesh Agrawal and Shri Rakesh Agrawal.

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Item no. 8

The existing Articles of Association (AoA) of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to the Sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

With the enactment of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of AoA.

The draft AoA shall be open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) between 11.00 a.m. to 1.00 p.m. upto the date of this Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the said resolution.

Item no. 9

The Register of Members and other Registers/ Returns under Section 94 of the Companies Act, 2013 is presently required to be maintained in the Registered Office. In terms of proviso to Section 94(1) read with Rules of Companies (Management and Administration) Rules, 2014, the Register of Members and other Registers/ Returns required to be maintained at the registered office can be maintained at any other place in India, in which more than one-tenth of total Members reside, if so authorized by way of a Special Resolution.

In view of the above, since more than 70 per cent of the members of the Company are residing in Mumbai, the management found it prudent to shift the said registers and returns from its Registered Office to its Corporate Office situated at Elegant House, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013 in order to make it easily accessible to the members. This needs the approval of Members by way of Special Resolution and your Directors recommend this resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution.

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

**Date : 9th May, 2015
Place : Mumbai**

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

Elegant Marbles and Grani Industries Ltd.

BOARD'S REPORT

To,
The Members,

Your Directors have pleasure in submitting their Thirtieth Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2015.

1. FINANCIAL RESULTS

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

Financial Results	For the Year Ended 31-03-2015 (₹ in Lacs)	For the Year Ended 31-03-2014 (₹ in Lacs)
I. INCOME		
Revenue from operations	2660.13	2530.27
Other income	556.18	417.56
TOTAL	<u>3216.31</u>	<u>2947.84</u>
II. EXPENDITURE		
Cost of raw material consumed	822.95	685.33
Purchases of traded goods	1326.95	1390.78
Changes in inventories of finished goods, work-in-progress and Stock- in-Trade	(45.72)	(107.63)
Employees benefit expenses	66.22	62.19
Depreciation and amortization expense	21.01	13.75
Other expenses	407.53	362.68
TOTAL	<u>2598.65</u>	<u>2407.10</u>
Profit for the year before taxes	<u>617.66</u>	<u>540.74</u>
Tax expense:		
(1) Current Tax	(105.00)	(98.00)
(2) Deferred tax (Net)	19.79	48.84
(3) Previous years income tax	—	(0.69)
Profit for the year after taxes	<u>532.45</u>	<u>490.89</u>
Add : Profit brought forward	2667.81	2342.22
Less : Adjustment of fixed asset value as per schedule II of Co,s Act, 2013	(11.70)	—
Profit available for appropriation	<u>3188.56</u>	<u>2833.11</u>
Appropriations :		
Proposed Dividend	90.00	90.00
Corporate Dividend tax	17.99	15.30
Transferred to General Reserve	60.00	60.00
TOTAL	<u>167.99</u>	<u>165.30</u>
Surplus carried to balance sheet	<u>3020.57</u>	<u>2667.81</u>

2. DIVIDEND

Your Directors are pleased to recommend a final dividend of ₹ 2/-per equity share of ₹ 10 each for the current financial year. The dividend, if approved and declared in the forthcoming Annual General meeting would result a Dividend outflow of ₹ 90,00,000/-and Dividend Distribution Tax of ₹ 17,99,471/- aggregating a total outflow of ₹ 1,07,99,471/- as against ₹ 90,00,000/- and Dividend Distribution Tax of ₹ 15,29,550/- aggregating to a total outflow of ₹ 1,05,29,550/- in the previous year. The Board of Directors are pleased to inform you that the Company has been consistent in payout of dividend to shareholders since last 12 years, in alignment with the Company's policy of being shareholder friendly. The glimpse of dividend paid in the last 12 years is as follows:

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DIVIDEND HISTORY FOR THE LAST 12 YEARS

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Dividend (%)
1	2002-03	26th September, 2003	20
2	2003-04	15th September, 2004	20
3	2004-05	27th September, 2005	20
4	2005-06	28th September, 2006	25
5	2006-07	28th September, 2007	20
6	2007-08	26th September, 2008	20
7	2008-09	29th September, 2009	20
8	2009-10	21st September, 2010	20
9	2010-11	28th September, 2011	20
10	2011-12	24th July, 2012	20
11	2012-13	8th August, 2013	20
12	2013-14	29th September, 2014	20

3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred sum of ₹ 1,27,150/- pertaining to the final dividend amount for the year ended 31st March, 2007, during the financial year 2014-15 to the Investor Education and Protection Fund established by the Central Government, in compliance with Section 205C of the Companies Act, 1956.

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

4. COMPANY'S BUSINESS PERFORMANCE

Sales Income

Sales Income for the year ended 31st March, 2015 amounted to ₹ 2660.13 lacs as against ₹ 2530.27 lacs for the previous year, registering a growth of 5.13%. The Management is optimistic of growth at a faster rate in the years to come, looking to the buoyancy in the market sentiments and increased activity in construction.

Exports

The Company has achieved export turnover of ₹ 49.56 Lacs during the year and is exploring possibilities of exports to others countries in the near future.

Profits

The Company has earned Profit after tax of ₹ 532.45 lacs for the year ended 31st March, 2015 as against ₹ 490.89 lacs for the previous year. Your shares in the Company now commands a healthy book value of ₹ 128 and the EPS stands at 11.83 per share for the year 2014-2015.

5. BUSINESS OVERVIEW

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

The Company is also exploring the possibility of marketing its products through e-commerce on its website thereby keeping itself abreast with the latest trends in marketing.

Aggressive marketing and rational utilization of resources by the management of the Company has been an important factor in achieving such excellent results for the year under review. Further, there is no change in the nature of business of the Company. The Company has visualized on many uncharted territories in terms of creating a better future for itself in terms of new products and a wider range of colors, and the Company is well positioned to capture benefits of the upturn.

Elegant Marbles and Grani Industries Ltd.

Customer Relationships

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

Personnel & Performance

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

6. CURRENT YEAR

The construction and the interior decoration industry, on which the growth of your Company depends, is now showing green shoots in the current year after a long period of economic downturn. Your Directors are optimistic that on the basis of inquiries generated and seriousness demonstrated by the Government for the development of housing and infrastructure industry, demand for granites and marbles would show an incremental growth.

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

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

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

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

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

9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has in place a business risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy. Your Company follows well-established and detailed risk assessment and minimisation procedures, which are periodically reviewed by the Board.

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

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

The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting.

Further, the Board ensures risk reporting and updates, risk policy compliances and provide overall guidance and support to business risk owners.

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

The Company is committed to the highest standards of Corporate Social Responsibility. It is our conviction that continuous business growth and sustainable communities go hand-in-hand while creating value for our stakeholders.

The Company has developed and implemented the Corporate Social Responsibility initiatives during the year under review in alignment with the current National Theme of the Prime Minister Shri Narendra Modi of "BETI PADHAO BETI BACHAO" by contributing amounts for the education of underprivileged girls in Kishangarh, Rajasthan.

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

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

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

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12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

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

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

The Policy on Related Party Transactions, as approved by the Board of Directors has been uploaded on the website of the Company. The Link of same is <http://elegantmarbles.com/old/shareinfo/2104/Policies/Related-Party-Transactions-Policy.pdf>

13. SECRETARIAL AUDIT

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has got the Secretarial Audit conducted from the Practicing Company Secretary.

A Secretarial Audit Report issued by Shri Virendra G. Bhatt, Practicing Company Secretaries, in Form MR – 3, in respect of the secretarial audit of the Company for the financial year ended 31st March 2015, is provided in Annexure C.

14. PARTICULARS OF EMPLOYEES

The information required in accordance with Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Boards' Report for the year ended 31st March, 2015 can be accessed in the manner as provided in terms of Section 136 of the Companies Act, 2013. If any Member is interested in obtaining these particulars, may write to the Company Secretary at the Registered Office of the Company in this regard. The said disclosure is also available for inspection by members at the Registered Office of the Company, 21 days before the 30th Annual General Meeting and up to the date of the ensuing General Meeting during the business hours on working days.

Further, the Company has no person in its employment drawing salary of ₹ 60 lacs per annum or ₹ 5 lacs per month as defined under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) and 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

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

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

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

17. EVALUATION OF THE BOARD'S PERFORMANCE

In compliance with the requirements of Section 134(3) (p) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the performance of the Board was carried out during the year under review. The Board was evaluated for its performance based on the following factors:

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

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

- a) **Individual Directors** - The performance of the individual Directors' is evaluated by the Nomination and Remuneration Committee
- b) **Board and Committees** - The Board evaluated its own performance and also of the Committees taking into consideration the above mentioned factors. A member of the Board does not participate in the discussion of his / her evaluation.

18. EXTRACT OF ANNUAL RETURN

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

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

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

20. DIRECTORS RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

Elegant Marbles and Grani Industries Ltd.

- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis; and
- e) that proper internal financial controls were in place and that the internal financial controls were adequate and were operating effectively.
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

21. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

22. DEPOSITS

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

23. DEPOSITORY SYSTEM

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

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

The Company has received the disclosure in Form DIR – 8 from its Directors being appointed or re-appointed and has noted that none of the Directors are disqualified under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

25. DIRECTORS AND KEY MANAGERIAL PERSONNEL INFORMATION

i) Appointment of Chief Financial Officer

Your Board of Directors during the year under review appointed Shri Hitesh Kothari, as the Chief Financial Officer, Key Managerial Personnel of the Company with effect from 12th August, 2014.

ii) Appointment of Woman Director

As per the requirement of Section 149 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Ms. Yogita Agrawal was appointed as the Woman Director with effect from 24th September, 2014.

iii) Resignation of Company Secretary

Smt. Chitra Kapadia, Company Secretary, being the Key Managerial Personnel of the Company resigned with effect from 11th November, 2014 due to personal reasons.

iv) Resignation of an Independent Director

Shri Radhey Shyam Agarwal, Independent Director of the Company stepped down from the Board with effect from 17th March, 2015 due to personal reasons. The Board records its appreciation of the valuable contribution rendered by Shri Radhey Shyam Agarwal during his tenure as an Independent Director of the Company.

v) Appointment of an Independent Director

Your Board of Directors has appointed Shri Om Parkash Singal (DIN: 02585264), as an Additional, Independent Director of the Company with effect from 9th May, 2015, on the recommendation of the Nomination and Remuneration Committee to hold the office of a Director up to the date of ensuing Annual General Meeting.

vi) Appointment of Key Managerial Personnel

Your Board of Directors has appointed Ms. Reshma Ramchandani as the Company Secretary, Key Managerial Personnel and Compliance Officer of the Company with effect from 9th May, 2015.

vii) Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013, Ms. Yogita Agrawal retires by rotation and is eligible for re-appointment. Accordingly her re-appointment has been included in the Notice convening the Annual General Meeting of the Company.

26. DECLARATION OF INDEPENDENT DIRECTORS

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

27. STATUTORY AUDITORS

M/s. Ravi & Dev, Chartered Accountants having the Firm Registration No. 108752W were appointed as Statutory Auditors for a period of three years from the conclusion of 29th Annual General Meeting held on 24th September, 2014 until the conclusion of 32nd Annual General Meeting of the Company.

However, their continuance of office is subject to ratification by the members in the ensuing Annual General Meeting. The Company has received a certificate from the Auditors as required under Section 141 of the Companies Act, 2013.

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28. COST AUDITORS

The Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Amendments Rules, 2014 as the turnover of the Company for the Financial Year 2013-14 was below ₹ 35 Crores.

29. AUDITORS REPORT

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

30. LISTING

The Company's Equity Capital is listed on the Stock Exchanges of Jaipur and Mumbai. The Company confirms that it has paid annual listing fees due to these stock exchanges for the year 2014-2015 and has been diligent in observing all the compliances as stipulated in the Listing Agreement.

31. INSURANCE

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

32. INTERNAL CONTROL SYSTEM

Your Company continuously invests in strengthening its internal control processes and has appointed M/s Deepak Mehta & Associates, Chartered Accountants, as the Internal Auditors of the Company. The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. Procedures to ensure conformance with the policies, standards and delegations of authority have been put in place covering all activities. Audit Committee periodically reviews the performance of internal audit system.

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

33. CORPORATE GOVERNANCE

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

The Company has ensured that the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange are duly complied with. A separate statement on Corporate Governance and Management Discussion & Analysis is given in this Report.

A Certificate of M/s. Ravi and Dev, Chartered Accountants, from the Statutory Auditors of the Company regarding compliance of Clause 49 of the Listing Agreement is attached to this Report.

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

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

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

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

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

A policy on Prevention of Sexual Harassment at Workplace was released during the last financial year. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behaviour.

Internal Complaints Committee (ICC) was set up in accordance with the provisions of the Act. The ICC is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy.

During the year ended 31st March, 2015 the ICC did not receive any complaints pertaining to sexual harassment.

36. SHARES

a) Buy Back of Securities

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

b) Sweat Equity

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

c) Bonus Shares

Elegant Marbles and Grani Industries Ltd.

No Bonus Shares were issued during the year under review.

d) Employees Stock Option Plan

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

37. ACKNOWLEDGEMENTS

Your Company will soon complete glorious 30 eventful years of the existence in this country. Very few brands continue to remain relevant and become iconic over such a long passage of time. Your Directors are proud of this rich heritage and thank all our stakeholders who have contributed to the success of your country.

Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels but for whose hard work, and support, your Company's achievements would not have been possible. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

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

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

Date: 9th May, 2015

Place: Mumbai

ANNEXURE TO THE DIRECTORS' REPORT

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

A. CONSERVATION OF ENERGY

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

B. TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT

i. Research & Development (R & D)

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

ii. Technology Absorption, Adaption and Innovation

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

C. FOREIGN EXCHANGE USED & EARNED

Foreign exchange used: ₹ 217.38 Lacs

Foreign exchange earned: ₹ 49.56 Lacs

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

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

Date: 9th May, 2015

Place: Mumbai

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ANNEXURE - B

Sr.No	FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT	
1.	1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	<p>FOCUS AREAS:</p> <ul style="list-style-type: none"> • Eradicating hunger, poverty and malnutrition and sanitation; • Promoting education (primary, secondary or higher education and studies more particularly for girls); • Promoting gender equality, empowering women; • Ensuring environmental sustainability, ecological balance, protection of flora and fauna, conservation of natural resources; • Protection of national heritage, art and culture; • Promotion and encouragement of training of cottage industries and handicrafts industries and other useful crafts; • Any other activities as may be recommended by the Committee and approved by the Board. <p>The Company has formulated and adopted a Policy on Corporate Social Responsibility (CSR) as per the provisions of Section 135 of the Companies Act, 2013 and the web-link for the same is http://elegantmarbles.com/old/shareinfo/2104/Policies/CSR-Policy.pdf</p>
2.	CSR Committee	<p>1. SHRI RAM CHAWLA (Independent Director) 2. SHRI RAKESH AGRAWAL 3. SHRI RAJESH AGRAWAL - Chairman</p>
3.	Average net profit of the company for last three financial years	₹ 4,60,00,096 /-
4.	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)	₹ 9,20,000/-
5.	<p>Details of CSR spent during the financial year.</p> <p>a) Total amount spent for the financial year;</p> <p>b) Amount unspent, if any;</p> <p>c) Manner in which the amount spent during the financial year is detailed below:</p>	<p>a) 10,00,000/-</p> <p>b) NIL</p> <p>c) Details are provided below:</p>

Sl.No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs: (i) Local area or other (ii) Specify the State or District where the projects or programs was undertaken	Amount outlay (Budget) project or programs wise	Amount spent on projects or programs: Sub head: 1. Direct expenditure on project or programs; 2. Overheads	Cumulative expenditure up to the date of reporting period	Amount spent: Direct or through implementing agencies*
1	Promoting education (primary, secondary or higher education and studies more particularly for girls)	Education of Underprivileged girls	State: Rajasthan Dist. Ajmer	10,00,000	10,00,000	10,00,000	10,00,000

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

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

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

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

**Date: 9th May, 2015
Place: Mumbai**

**For and on behalf of the CSR Committee of
ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED**

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

**Date: 9th May, 2015
Place: Mumbai**

Elegant Marbles and Grani Industries Ltd.

ANNEXURE - C

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Elegant Marbles and Grani Industries Limited.

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

Based on my verification of the Elegant Marbles and Grani Industries Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 generally complied with the statutory provisions listed hereunder:

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by Elegant Marbles and Grani Industries Limited ("the Company") for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under (Not Applicable to the Company during the Audit period);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during the Audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit period);
- (vi) I have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not Applicable for the Company during the Audit period)
 - (ii) The listing agreements entered into by the Company with the stock exchanges.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that I rely on statutory auditor's reports in relation to the financial statements and accuracy of financial figures for, Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Accounting Standard 18 & note on foreign currency transactions during our audit period.

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

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

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

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

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

I further report that during the audit period the Company has no specific events like Public/Right/Preferential issue of shares/debentures/sweat equity, etc. except a special resolution passed under Section 180 (1)(c) of the Companies Act, 2013.

Virendra Bhatt
ACS No – 1157
COP No – 124

Place: Mumbai
Date: 9th May, 2015

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ANNEXURE D

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN	L14101RJ1984PLC003134
ii) Registration Date	5th November, 1984
iii) Name of the Company	ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED
iv) Category / Sub-Category of the Company	Company Limited by Shares
v) Address of the Registered Office and contact details	E-7/9, Riico Industrial Area, Abu Road, Rajasthan. Tel. No. 022 24960771.
vi) Whether listed company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:	Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

Elegant Marbles and Grani Industries Ltd.

ANNEXURE D

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	3252400	-	3252400	72.28	3252400	-	3252400	72.28	NA
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	3252400	-	3252400	72.28	3252400	-	3252400	72.28	NA
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	3252400	-	3252400	72.28	3252400	-	3252400	72.28	NA
B. Public Shareholding									
I. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	600	600	0.01	-	600	600	0.01	NA
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	600	600	0.01	-	600	600	0.01	NA

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ANNEXURE D

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	247630	2100	249730	5.55	270840	2100	272940	6.07	0.52
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	298471	71410	369881	8.22	326901	69710	396611	8.81	0.59
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	621769	-	621769	13.82	555177	-	555177	12.34	-1.48
c) Others (specify)	-	-	-	-	-	-	-	-	-
i) Clearing members	450	-	450	0.01	14500	-	14500	0.32	0.31
ii) NRI/OCBs	5170	-	5170	0.11	7772	-	7772	0.17	0.06
Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+ (B)(2)	1173490	73510	1247000	27.71	1175190	71810	1247000	27.71	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4425890	74110	4500000	100	4427590	72410	4500000	100	-

ii) Shareholding of Promoters								
Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Alka Agrawal	545000	12.11	-	545000	12.11	-	NA
2	Divya Agrawal	525000	11.67	-	525000	11.67	-	NA
3	Gita Agrawal	270000	6.00	-	270000	6.00	-	NA
4	Indu Agrawal	15600	0.35	-	15600	0.35	-	NA
5	Rajesh Agrawal	1006800	22.37	-	1006800	22.37	-	NA
6	Rakesh Agrawal	890000	19.78	-	890000	19.78	-	NA

Elegant Marbles and Grani Industries Ltd.

ANNEXURE D

iii) Change in Promoters' Shareholding (please specify, if there is no change)					
Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No change during the year			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
	At the end of the year	No change during the year			

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)					
Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
1	CLAIRVOYANCE ENERGY PRIVATE LIMITED	111306	2.47	111306	2.47
2	SAPNA NIRAJ VED	110000	2.44	110000	2.44
3	NIRAJ MANSUKHLAL VED	110000	2.44	110000	2.44
4	MAYUR RAJENDRABHAI PARIKH	110000	2.44	110000	2.44
5	RAXA MAYUR PARIKH	110000	2.44	110000	2.44
6	SSK SCRIPTS PVT.LTD	-	-	87249	1.94
7	SANGEETHA S	57900	1.29	59560	1.32
8	GRESHMA FINVEST PRIVATE LIMITED	-	-	30524	0.68
9	K A GANDHI (HUF) .	23000	0.51	23000	0.51
10	NALINI SANDEEP NEMANI	-	-	17617	0.39
11	ELIA CONSTRUCTIONS PRIVATE LIMITED	87249	1.94	-	-
12	VALUE ROCK BROKING SERVICES PRIVATE LIMITED	29053	0.65	-	-
13	SURESH JIVANLAL DAKWALA	27607	0.61	-	-

v) Shareholding of Directors and Key Managerial Personnel:					
Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For each of the Directors and KMP				
1	SHRI RAJESH AGRAWAL				
	At the beginning of the year	1006800	22.37	1006800	22.37
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment/transfer/bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year	1006800	22.37	1006800	22.37

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ANNEXURE D

v) Shareholding of Directors and Key Managerial Personnel:					
Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	SHRI RAKESH AGRAWAL				
	At the beginning of the year	890000	19.78	890000	19.78
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year	890000	19.78	890000	19.78
3	MS.YOGITA AGRAWAL				
	At the beginning of the year	0	0	0	0
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year	0	0	0	0
4	SHRI HITESH KOTHARI				
	At the beginning of the year	0	0	0	0
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-----NIL-----			NIL
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-----NIL-----			NIL
Change in Indebtedness during the financial year				
• Addition	NOT APPLICABLE			N. A.
• Reduction				
Net Change	-----NIL-----			NIL
Indebtedness at the end of the financial year				
i) Principal Amount	-----NIL-----			NIL
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-----NIL-----			NIL

Elegant Marbles and Grani Industries Ltd.

ANNEXURE D

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:				
Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount ₹
		SHRI RAJESH AGRAWAL	SHRI RAKESH AGRAWAL	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,00,000	18,00,000	36,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,70,000	2,70,000	5,40,000
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	20,70,000	20,70,000	41,40,000
	Ceiling as per the Act	5% of the Net Profits of the Company	5% of the Net Profits of the Company	

B. Remuneration to other directors:					
Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount ₹
	3. Independent Directors				
		SHRI RAM CHAWLA	SHRI RAJ KUMAR MITTAL	SHRI RADHEY SHYAM AGARWAL (Resigned w.e.f.17/03/2015)	
	Fee for attending board / committee meetings	45,000	50,000	45,000	1,40,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	TOTAL(1)	45,000	50,000	45,000	1,40,000
	4. Other Non-Executive Directors	MS. YOGITA AGRAWAL			
	Fee for attending board / committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	TOTAL(2)	-	-	-	-
	TOTAL(1+2)	45,000	50,000	45,000	1,40,000

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ANNEXURE D

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD		
Sl. no.	Particulars of Remuneration	Key Managerial Personnel
		SHRI HITESH KOTHARI
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	a) 3,00,000 b) NIL c) NIL
2	Stock Option	-
3	Sweat Equity	-
4	Commission - as % of profit - others, specify...	NIL
5	Others, please specify	-
	TOTAL	3,00,000

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

Elegant Marbles and Grani Industries Ltd.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management of Elegant Marbles and Grani Industries Ltd. is pleased to present the following Management Discussion and Analysis Report which contains a concise write-up on the Company's business, industry structure, opportunities and concerns, performance of the Company with respect to the operations and other information. Management Discussion and Analysis forms a part of the compliance report on Corporate Governance.

ELEGANT'S BUSINESS

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

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

INDIAN ECONOMY AND INDUSTRY OVERVIEW

The revitalisation of global economy continued during the financial year 2015 and the global economy ended the financial year on a better footing as compared to the start of the year, having the positive impact on the industry in varied ways.

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

ECONOMIC OVERVIEW (2015-16)

The Indian Economy has turned around dramatically with the real GDP growth rate of 7.4%, making India the fastest growing large economy in the world. The growth in the next financial year is expected to be between 8 to 8.5% and aiming for a double digit rate seems feasible very soon.

Further, the idea of Shri Narendra Modi, Prime Minister of India, lead to the evolution of the concept of "MAKE IN INDIA" which has started giving the positive results and is driving India close to the much awaited transformation.

"MAKE IN INDIA" is an initiative of the Government of India, to encourage companies to manufacture their products in India. It was launched by Shri Narendra Modi, Prime Minister on 25th September, 2014.

INDUSTRY STRUCTURE AND DEVELOPMENT

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

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

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

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

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

OPPORTUNITIES

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

Forced to shell out higher prices for importing finished marble from countries like China, the Rs 20,000-Crore, Indian marble industry is seeking open permits and removal of import limits in the new Foreign Trade Policy.

Industry bodies have also sought Commerce and Industry Minister's intervention in this regard and have written a letter for removal of quantitative

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restrictions on imports and easier imports under open general licences (OGL), among others.

If that goes well, the marble industry will be highly benefitted as a whole. Your Company has the necessary expertise and flexibility to quickly adapt to the changing market condition and capture the growth in sales leading to increased profits.

FINANCIAL AND OPERATIONAL PERFORMANCE

The table below gives the Company's financial performance for 2014-15 compared with 2013-14:

Financial Results	For the Year Ended 31-03-2015 (₹ in Lacs)	For the Year Ended 31-03-2014 (₹ in Lacs)
I. INCOME		
Revenue from operations	2660.13	2530.27
Other income	556.18	417.56
TOTAL	<u>3216.31</u>	<u>2947.84</u>
II. EXPENDITURE		
Cost of raw material consumed	822.95	685.33
Purchases of traded goods	1326.65	1390.78
Changes in inventories of finished goods, work-in-progress and Stock- in-Trade	(45.72)	(107.63)
Employees benefit expenses	66.22	62.19
Depreciation and amortization expense	21.01	13.75
Other expenses	407.53	362.68
TOTAL	<u>2598.65</u>	<u>2407.10</u>
Profit for the year before taxes	<u>617.66</u>	<u>540.74</u>
Tax expense:		
(1) Current Tax	(105.00)	(98.00)
(2) Deferred tax (Net)	19.79	48.84
(3) Previous years income tax	—	(0.69)
Profit for the year after taxes	<u>532.45</u>	<u>490.89</u>
Add : Profit brought forward	2667.81	2342.22
Less : Adjustment of fixed asset value as per schedule II of Co,s Act, 2013	(11.70)	—
Profit available for appropriation	<u>3188.56</u>	<u>2833.11</u>
Appropriations :		
Proposed Dividend	90.00	90.00
Corporate Dividend tax	17.99	15.30
Transferred to General Reserve	60.00	60.00
TOTAL	<u>167.99</u>	<u>165.30</u>
Surplus carried to balance sheet	<u>3020.57</u>	<u>2667.81</u>

BUSINESS OUTLOOK

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

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

THREATS AND RISK MANAGEMENT

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

Elegant Marbles and Grani Industries Ltd.

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

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

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

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

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

HUMAN RESOURCES

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

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

CAUTIONARY STATEMENT

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

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

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

**Date: 9th May, 2015
Place: Mumbai**

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CORPORATE GOVERNANCE REPORT

The detailed report on Corporate Governance for the Financial Year ended 31st March, 2015 as per the format prescribed by SEBI and incorporated in Clause 49 of the Listing Agreement is set out below:

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. It is imperative that the Company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of all the stakeholders.

The Company is committed to Sound Corporate Practices based on Conscience, Openness, Fairness, Professionalism, Accountability, Transparency, Integrity and Compliance with Laws which are indispensable for Corporate Governance of your Company.

These main driving forces together with the Company's ongoing contributions to the local communities through "Corporate Social Responsibility" initiatives will play a significant role in fulfilling our renewed vision to be the most sustainable and competitive Company in our industry and our mission to create value for all our stakeholders.

2. GOVERNANCE STRUCTURE

Elegant's governance structure comprises of the Board of Directors and the Committee of Board of Directors which functions on the principles of Prompt Decision Making, Statutory Compliance, Accurate and Timely Disclosures, Transparency and Monitoring in order to create a value addition to the Company for its stakeholders. In line with these principles, the Company has formed two tiers of Corporate Governance Structure, viz.

i) The Board of Directors - The Board of Directors act as an important connecting link between the Management and the Shareholders. They perform their role in order to protect the interest and enhance value for all the stakeholders. It conducts overall strategic supervision and control by setting the goals & targets, policies, reporting mechanism & accountability and thereby assures that decision making process is followed.

ii) Committees of Directors – The Company has formed various Committees with the intent to be compliant with not only the applicable provisions of various laws but also to be vigilant in all respects and thereby perform better in a long run. The various Committees of the Company are Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Stakeholders' Relationship Committee having their respective roles to be played for the betterment of the Company as well as its stakeholders.

3. BOARD OF DIRECTORS

The Board of Directors of the Company comprises of a fair combination of Executive, Non-Executive and Independent Directors complying with the provisions of the Companies Act, 2013 and the Listing Agreement. The Chairman of the Company is an Executive Director and also the Managing Director. The Executive Directors make every effort to strengthen the Company's profitability, best compliance and also strives to contribute towards the society where the Company operates its business.

The Non-executive Directors including Independent Directors on the Board are experienced, competent and highly renowned persons from the fields of finance & taxation, economics, law, legal governance etc. They take active part at the Board and Committee Meetings by providing valuable guidance and expertise to the Management on various aspects of business, policy direction, governance, compliance etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors which ultimately leads to the success of the Company.

a) COMPOSITION OF THE BOARD

The composition of the Board comprises of the following, as at the end of Financial Year 2015:

Pursuant to the provisions of the Companies Act, 2013, Ms. Yogita Agrawal retire by rotation and being eligible, offers herself for re-appointment.

Category	Name of Director
Promoter/Executive Director	Shri Rajesh Agrawal
Promoter/Executive Director	Shri Rakesh Agrawal
Promoter/Non-Executive Directors	None
Professional and Non – Executive, Independent Director	Shri Radhey Shyam Agarwal (Resigned w.e.f. 17/03/2015)
Professional and Non – Executive, Independent Director	Shri Ram Chawla
Professional and Non – Executive, Independent Director	Shri Raj Kumar Mittal
Non – Executive – Woman Director	Ms. Yogita Agrawal

*Shri Om Parkash Singal, Professional and Non – Executive, Independent Director of the Company has been appointed w.e.f. 9th May, 2015 as an Additional Director, to hold the office up to the date of ensuing Annual General Meeting.

Elegant Marbles and Grani Industries Ltd.

b) BOARD MEETINGS

The Company holds regular Board Meetings. The detailed agenda along with the explanatory notes are circulated to the Directors well in advance. The Directors can suggest inclusion of any item(s) in the agenda at the Board Meeting.

The Company held four (4) Board Meetings during the Financial Year ended 31st March, 2015. The details of the same are as under:

No. of Board Meeting	Date of Board Meeting
1	29th May, 2014
2	12th August, 2014
3	11th November, 2014
4	29th January, 2015

The attendance of the Directors at the Board Meeting and the Annual General Meeting held during the year ended 31st March, 2015 was as follows:

Name of Directors	No. of Board Meetings attended during the Financial year 2014-2015	Whether attended AGM held on 24th September, 2014	Number of Directorships in other public limited Companies *		No. of Committee positions held in other public limited Companies *	
			Chairman of the Board	Board Member	Chairman of the Committee	Committee Member
Shri Rajesh Agrawal (DIN: 00017931)	4	Y	1	—	—	—
Shri Rakesh Agrawal (DIN: 00017951)	4	N	—	1	—	—
Shri Radhey Shyam Agarwal (DIN: 00012594) (Resigned w.e.f. 17th March, 2015)	4	Y	—	8	—	6
Shri Ram Chawla (DIN: 00017992)	4	N	—	—	—	—
Shri Raj Kumar Mittal (DIN: 00020255)	4	N	—	1	—	1
Ms. Yogita Agrawal (DIN: 06965966) (Appointed w.e.f. 24th September, 2014)	NIL	NA	—	—	—	—

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

i. Information provided to the Board:

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

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

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ii. Brief resume of Director who will be retiring by rotation at this Annual General Meeting of the Company

Ms. Yogita Agrawal, aged 22 Years, is currently pursuing final year in Bachelor of Fine Arts (Product Design) at Parsons – the New School for Design, New York.

She has rich and diverse experience in various fields like furniture, ceramics, lighting, marble products and designing for special user groups. She also has rich experience in working with the latest fabrication technology such as 3D printing, laser cutting and CNC routing..

4. COMMITTEES OF THE BOARD

The Board has four Committees: the Audit Committee, the Nomination & Remuneration Committee, the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee.

(a) AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting.

The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

Brief description of terms of reference

- To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statements are correct, sufficient and credible;
- To recommend the appointment / removal of external auditors, fixing auditors fees and to approve payments for any other services;
- To review with management the annual financial statements before submission to the Board, focusing primarily on:
 - Any change in accounting policies and practices ;
 - Major accounting entries based on exercise of judgment by management Qualifications in the draft audit report ;
 - Significant adjustments arising out of audit ;
 - The going concern assumption.
 - Compliance with the accounting standards.
 - Compliance with Stock Exchange and legal requirements concerning financial statements.
 - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relative etc. that may have potential conflict with the interests of the Company at large.
- To review with Management; external and internal auditors, and review the efficacy of internal control systems;
- To review the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- To review the Company's financial and risk management policies;
- To review with Management; external and internal auditors, review the efficacy of internal control system.

i. Composition, Name of Members and Chairman

The Audit Committee of the Company comprises of 2 Independent Directors & 1 Executive Promoter Director as under:

Name of the Member	Designation
Shri Radhey Shyam Agarwal) (resigned w.e.f. 17th March, 2015)	Chairman - Non Executive Independent Director
Shri Raj Kumar Mittal	Member - Non Executive Independent Director
Shri Rajesh Agrawal	Member - Promoter & Executive Director

*The Board of Directors re-constituted the Audit Committee on 9th May, 2015 and designated Shri Raj Kumar Mittal as the Chairman, Shri Ram Chawla as a member, Shri Rajesh Agrawal as the member, Shri Om Parkash Singal (Non Executive Independent Director) as the member

ii. Meetings and Attendance during the year 2014-15

The Audit Committee met 4 (Four) times during the year and the attendance record is as per the table given below:

Date of Meeting	Shri Radhey Shyam Agarwal	Shri Raj Kumar Mittal	Shri Rajesh Agrawal	Shri Ram Chawla
29th May, 2014	✓	✓	✓	✓
12th August, 2014	✓	✓	✓	✓
11th November, 2014	✓	✓	✓	NA*
29th January, 2015	✓	✓	✓	NA
Total Meetings attended	4	4	4	2

*Shri Ram Chawla ceased to be a member of the Audit Committee w.e.f. 12th August, 2014.

Elegant Marbles and Grani Industries Ltd.

iii. Powers of Audit Committee

The audit committee shall have the following powers, which includes the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

iv. Review of Information by Audit committee

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and analysis of financial condition and results of operations;
2. Statement of related party transactions (As defined by Audit Committee), submitted by Management;
3. Management letters / letters of internal control weakness issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

(b) NOMINATION & REMUNERATION COMMITTEE

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

Brief description of terms of reference/Main Objective of the policy is as follows:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Remuneration policy

1) Remuneration to Managing Director / Whole-time Directors

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

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

2) Remuneration to Non Executive / Independent Directors:

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

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

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

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

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

3) Remuneration to Key Managerial Personnel and Senior Management:

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

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

During the year, the Nomination and Remuneration Committee met on 12th August, 2014. Shri Ram Chawla, Shri Rajkumar Mittal, Shri Rajesh Agrawal & Shri Radhey Shyam Agarwal attended the meeting.

The Nomination & Remuneration Committee comprises of 3 Non-Executive Independent Directors and 1 Executive Promoter Director:

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Name of the Member	Designation
Shri Radhey Shyam Agarwal (Resigned w.e.f. 17th March, 2015)	Chairman - Non Executive Independent Director
Shri Raj Kumar Mittal	Member - Non Executive Independent Director
Shri Ram Chawla	Member - Non Executive Independent Director
Shri Rajesh Agrawal	Member - Promoter & Executive Director

*The Board of Directors re-constituted the Nomination and Remuneration Committee on 9th May, 2015 and designated Shri Raj Kumar Mittal as the Chairman, Shri Rajesh Agrawal as the member and Shri Om Parkash Singal (Non Executive, Independent Director) as the member.

Remuneration of Directors

(i) Details of payments made to Non Executive Independent Directors during the year 2014-15 are given below:

Name of Directors	Sitting Fees For Non-Executive Independent Directors ₹
Shri Ram Chawla	45,000
Shri Radhey Shyam Agarwal	45,000
Shri Raj Kumar Mittal	50,000

(ii) Details of remuneration paid to Managing Directors during the year 2014-15 are given below:

Name of Directors	Remuneration (Including Allowances & Bonus) ₹	Perquisites (as per income tax rules) In Cash Or Kind ₹	Service Contract
Shri Rajesh Agrawal	18,00,000	2,70,000	1st Aug, 2012 to 31st July, 2015
Shri Rakesh Agrawal	18,00,000	2,70,000	1st Oct, 2012 to 30th Sep, 2015

Pecuniary relationship or transactions of Non Executive Directors

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

Criteria of making payments to Non Executive Directors

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

The Company currently has no stock option plan for any of its Directors. During the year under review, none of the Directors was paid any performance-linked incentive. In F.Y. 2014-15, the Company did not advance any loans to any of the Non Executive Directors.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

i. Scope of the Committee

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

ii. Composition of the Committee

Name of the Member	Designation
Shri Ram Chawla	Chairman - Non Executive Independent Director
Shri Radhey Shyam Agarwal (resigned w.e.f. 17th March, 2015)	Member - Non Executive Independent Director
Shri Rajesh Agrawal	Member - Promoter & Executive Director

*The Board of Directors re-constituted the Stakeholders' Relationship Committee on 9th May, 2015 and designated Ms. Yogita Agrawal (Non-Executive, Woman Director) as the Chairperson and Shri Rajesh Agrawal as the member.

During the year under review, one meeting of this committee was held on 24th March, 2015. Shri Ram Chawla & Shri Rajesh Agrawal attended the said meeting.

Elegant Marbles and Grani Industries Ltd.

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

Compliance Officer

NAME OF THE COMPLIANCE OFFICER	Shri Hitesh Kothari
CONTACT DETAILS	Elegant House, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013
E- MAIL ID	elegantmarbles@gmail.com

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

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

i. Scope of the Committee

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

ii. Composition of the Committee

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

During the year under review, one meeting of this committee was held on 25th November, 2014. Shri Ram Chawla, Shri Rakesh Agrawal & Shri Rajesh Agrawal attended the meeting.

7. MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met on 30th March, 2015 without the presence of the Managing Director, Non Executive, Non Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

8. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has conducted the Familiarisation program for Independent Directors appointed during the year. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatize them with the processes, businesses and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarisation Program has been disclosed on the website of the Company at <http://elegantmarbles.com/old/shareinfo/2104/Policies/Letter-Of-Appointment-For-Independent-Directors.pdf>

9. GENERAL BODY MEETINGS

Details of Annual General Meetings held in the three previous years and Special Resolutions passed thereat:

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

F.Y.	Date & Time	Venue	Special Resolutions passed
2011-12	24 th July, 2012 at 9.00 a.m.	E-7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan	Consent of the Company under sections 198,269,309,310,314 and read with schedule XIII and other related provisions of the Companies Act, 1956, for the appointment of Shri Rajesh Agrawal as the Chairman and Managing Director and Shri Rakesh Agrawal as Managing Director, for a period of 3 years w.e.f. 1st August, 2012 and 1st October, 2012 respectively as per the terms and conditions detailed in the resolution read together with the Explanatory Statement thereto.
2012-13	8 th August, 2013 at 9.00 a.m.	E-7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan	No special resolutions passed for the financial year 2012-13.

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F.Y.	Date & Time	Venue	Special Resolutions passed
2013-14	24th Sep., 2014 at 9.00 a.m.	E-7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan	1.Appointment of Shri Raj Kumar Mittal as an Independent Director for a period of five years. 2.Appointment of Shri Radhey Shyam Agarwal as an Independent Director for a period of five years. 3.Appointment of Shri Ram Chawla as an Independent Director for a period of five years. 4.Appointment of Ms. Yogita Agrawal as Non Executive Woman Director. 5.To borrow money or sums of money in excess of paid up capital and free reserves, up to ₹ 200 Crores/- required under Section 180(1)(c) of the Companies Act, 2013 6.To make loan, give guarantee, provide security and to invest the funds of the Company in excess of paid up capital and free reserves, up to ₹ 200 Crores/- required under Section 186 of the Companies Act, 2013.

No Special Resolution was passed through postal ballot.

10. MANAGEMENT

i. Management discussion and analysis

This is given as a separate chapter in this annual report.

ii. Disclosure of material transactions

Pursuant to clause 49 of the listing agreement, senior management members have given disclosures to the Board that there are no material, financial and commercial transactions where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company.

11. SHAREHOLDERS

Appointment/Reappointment

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

Accordingly Ms. Yogita Agrawal retires from Board by rotation this year and, being eligible, has offered her candidature for re-appointment. Her candidature has been recommended by the Nomination and Remuneration Committee to the Board, which in turn has recommended the same for approval of the shareholders.

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

12. DISCLOSURES

i. Disclosures regarding materially significant related party transactions

No transaction of material nature has been entered into by the Company with its Promoters or Directors or management or relatives etc. that may have potential conflict with the interest of the Company. All transactions with the Related Parties were in the ordinary course of business and at arm's length.

ii. Disclosure of non-compliance by the Company

There was no non-compliance during the year and no penalties were imposed on the Company by the Stock Exchange, SEBI or any other statutory authority. The Company obtained a certificate from the statutory auditor of the Company with respect to compliance with the conditions of corporate governance and annexed the certificate with the Directors' Report and sent the same to all the shareholders of the Company and to all the concerned Stock Exchanges along with the annual reports filed by the Company.

iii. Prevention of Insider Trading

In compliance with the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations 1992, as amended till date on prevention of Insider Trading, the Company has a comprehensive code of conduct and the same is being strictly adhered by its management staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof.

The Company follows quiet periods (closure of trading window) prior to its publication of unpublished price sensitive information. During the quiet period, the Company has set up a mechanism where the management and relevant staff and business associates of the Company are informed not to trade in Company's securities.

The Company also affirms that no personnel have been denied access to the audit committee.

iv. Code of conduct

In terms of Clause 49 of the Listing Agreement(s), the Company has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. The same has been posted on the Company's website. The Declaration by the Chairman and Managing Director of the Company forms part of this Report.

v. Details of Compliance with Clause 49 of the Listing Agreement

The Company has complied with the provisions of Clause 49 of the Listing Agreement.

Elegant Marbles and Grani Industries Ltd.

vi. Vigil Mechanism and Whistle-Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement, the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy.

The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company.

vii. SCORES

SEBI Complaints Redress System (SCORES) Securities and Exchange Board of India (SEBI) administers a centralised web based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website www.scores.gov.in. It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal.

All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES or otherwise within 15 days of the receipt of the complaint.

13. MEANS OF COMMUNICATION

The Company placed all the quarterly results and annual results in daily newspaper in Marathi and English. Quarterly, half yearly and annual financial results are published in Free Press Journal and Navshakti along with the official press release.

The Company has a website www.elegantmarbles.com which contains all important public domain information including presentations made to the media, analysts and institutional investors. The website also contains information on matters concerning the shareholders and details of the corporate contact persons. All financial and other vital official news releases are also communicated to the concerned stock exchanges, besides being placed on the Company's website. The Company also publishes the following information, statements and reports on www.elegantmarbles.com as specified by SEBI:

1. Annual Report including the balance sheet, statement of profit and loss, cash flow statement, Directors' report and auditors' report and quarterly financial statements
2. Corporate Governance Report
3. Shareholding Pattern

14. SHAREHOLDER INFORMATION

i. Forth Coming Annual General Meeting

The forthcoming Annual General Meeting of the Members of Elegant Marbles and Grani Industries Limited will be held at E-7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan on Wednesday, 15th July, 2015 at 9.00 a.m.

ii. Financial Year of the Company

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

iii. Date of Book Closure

Share Transfer Books of the Company will be closed from 10th July, 2015 to 15th July, 2015 (both days inclusive).

iv. Listing on Stock Exchange

- The Bombay Stock Exchange Limited, Mumbai
- The Jaipur Stock Exchange, Jaipur

v. Stock Code

Bombay Stock Exchange code – 526705
The Jaipur Stock Exchange code - 483

vi. The ISIN NO. in CDSL

INE095B01010

vii. Market Price Data

Table below gives the monthly high and low prices and volumes of trading of Equity Shares of the Company at Bombay Stock Exchange Limited (BSE) for the year 2014-15:

Month	High	Low
April 2014	43.20	36.85
May 2014	40.40	32.20
June 2014	44.45	39.00
July 2014	45.00	38.05
August 2014	51.75	39.00
September 2014	56.80	47.00
October 2014	59.00	41.00
November 2014	105.50	47.50
December 2014	94.00	67.15
January 2015	86.00	71.05
February 2015	158.10	75.10
March 2015	105.00	72.30

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viii. Distribution of shareholding as on 31st March, 2015

No. of Equity Shares held	No. of Shareholders	Share Amount ₹	% of Shareholdings
Upto 500	1571	19,23,210	4.274
501-1000	90	7,04,030	1.565
1001-2000	27	3,95,600	0.879
2001-3000	16	4,27,060	0.949
3001-4000	4	1,41,510	0.314
4001-5000	4	1,83,420	0.408
5001-10,000	11	8,58,610	1.908
10001 & above	17	4,03,66,560	89.703
TOTAL	1740	4,50,00,000	100.00

ix. Pattern of Shareholding By Ownership as on 31st March, 2015

Category	No. of Shares	% of total shares
Promoters	32,52,400	72.28
Persons acting in concert	NIL	NIL
Mutual Funds & UTI	NIL	NIL
Banks/ FIs/ Insurance Co. (Central / State Govt./ Non- Govt. Institutions)	600	0.01
Corporate Bodies	2,72,940	6.07
NRIs/OCBs	7,772	0.17
Clearing Members	14,500	0.32
Indian Public	9,51,788	21.15
Total	45,00,000	100.00

x. Financial Release Dates for 2015-2016

Quarter	Release Date (Tentative and subject to change)
1st Quarter ending 30th June	31st July, 2015
2nd Quarter ending 30th September	31st October, 2015
3rd Quarter ending 31st December	31st January, 2016
4th Quarter ending 31st March	30th April, 2016

xi. Registrar and Share Transfer agents

Universal Capital Securities Private Limited
21, Shakil Niwas, Near Satya Sai Baba Mandir,
Mahakali Caves Road, Andheri (East), Mumbai – 400 093.

xii. Share Transfer System

Shares sent for transfer in physical form are registered and returned by Registrar and Share Transfer agents within 30 days from the date of receipt of documents, provided the documents are found in order. Share under objection are returned within 21 days.

xiii. Address for correspondence

For any Query relating to the Shares of the Company:
Elegant House
Raghuvanshi Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai- 400 013.

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

Date: 9th May, 2015
Place: Mumbai

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

Elegant Marbles and Grani Industries Ltd.

Declaration on Code of Conduct

As required by Clause-49 of the Listing Agreement with the Stock Exchange, it is hereby declared that all the Board Members and senior management personnel have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March 2015.

For Elegant Marbles and Grani Industries Limited

Date: 9th May, 2015
Place: Mumbai

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

CEO/CFO CERTIFICATION

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

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

- A. We have reviewed Financial Statements and the Cash Flow Statement for the financial year 2014– 2015 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, 2014– 2015 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept the responsibility for establishing and maintaining the internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
1. that there are no significant changes in internal control over financial reporting during the year;
 2. that there are no significant changes in the accounting policies during the year; and
 3. that there are no instances of significant fraud of which we have become aware.

FOR ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED

FOR ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED

Hitesh Kothari
Chief Financial Officer

Rajesh Agrawal
Chairman and Managing Director
DIN: 00017931
Date: 9th May, 2015
Place: Mumbai

Date: 9th May, 2015
Place: Mumbai

Auditors Certificate On Corporate Governance

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

We have examined the compliance of conditions of Corporate Governance by Elegant Marbles And Grani Industries Limited for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that the Registrars and Share Transfer Agents of the Company have maintained records to show the investor grievances against the Company and have certified that as on 31st March 2015, there were no investor grievance remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ravi & Dev
Chartered Accountants
FR No. 108752W

Place : Mumbai
Date : 9th May, 2015

(Devendra A. Mehta)
Partner
M No. 82325

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INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements

We have audited the accompanying financial statements of Elegant Marbles and Grani Industries Limited, which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit & Loss, the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required, subject to no provision having been made in respect of accrued gratuity liability, give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the balance sheet, of the state of affairs of the company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act (here-in-after referred to as the 'Order') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.

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

- (a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
- (b) In our opinion, proper books of account as required by the law have been kept by the company so far as appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit & Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
- (f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No. 11 of the Notes to Accounts.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2015.

Place : Mumbai,
Date : 9th May, 2015

For Ravi & Dev
Chartered Accountants
FR. No. 108752W
(Devendra A. Mehta)
Partner
M. No. 82325

Elegant Marbles and Grani Industries Ltd.

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

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

- i. a) The company has maintained proper records of fixed assets showing full particulars including quantitative details and situation of fixed assets.
b) As explained to us, the fixed assets have been physically verified by the management during the year in accordance with a regular programme for verification, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
- ii. a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
b) In our opinion and according to information and explanation given to us, the procedures of physical verification of the company are reasonable and adequate having regard to the size of the company and nature of its business.
c) In our opinion and according to the information and explanation given to us, the company is maintaining proper records of inventory. The discrepancies noticed on verification between physical stocks and book records were not material and have been properly dealt with in the books of accounts.
- iii. The company has not granted any loans, secured or unsecured, to any companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanation given to us, there are adequate internal control systems commensurate with the size of the company and nature of its business with regard to purchase of inventory, fixed assets and also for the sale of goods & services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- v. In our opinion and according to the information and explanations given to us, the company has not accepted any deposit in contravention of section 73 to section 76 or any other relevant provision of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014. As informed to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other Court or tribunal.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rule made by the Central Government for maintenance of cost records under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we are not required to carry out and have not carried out a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. a. The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues with appropriate authorities, wherever applicable to it.
b. In our opinion and in accordance with the information and explanation given to us, the following demands were not deposited on account of dispute:
- | Name of the Statute | Nature of Dues | Period to which the amount relates | Forum where dispute is pending | Amount (₹) |
|----------------------|-----------------|------------------------------------|--------------------------------|---------------|
| Income Tax Act, 1961 | Income Tax | A.Yr. 2012-2013 | CIT (Appeals) | ₹ 43,24,579/- |
| Income Tax Act, 1961 | Income Tax | A.Yr. 2011-2012 | CIT (Appeals) | ₹ 16,03,540/- |
| MMC Act, 1888 | Municipal Taxes | F.Y. 2003-2004 to F.Y. 2014-2015 | BrihanMumbai Mahanagar Palika | ₹ 5,91,610/- |
- c. The company has deposited the amount required to be transferred to the Investor Education & Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within time.
- viii. The Company does not have any accumulated losses at the end of the financial year. The company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
- ix. In our opinion and according to the information and explanations given to us, the company has not borrowed any funds from financial institutions, banks or debenture holders.
- x. According to the information and explanation given to us, the company has not given guarantees for loans taken by others from banks or financial institutions.
- xi. In our opinion, the company has not taken any term loan.
- xii. In our opinion, on the basis of audit conducted by us and in accordance with the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Place : Mumbai,
Date : 9th May, 2015

For Ravi & Dev
Chartered Accountants
FR. No. 108752W

(Devendra A. Mehta)
Partner
M. No. 82325

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BALANCE SHEET AS AT 31ST MARCH, 2015

	Notes	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
I. EQUITY AND LIABILITIES			
<u>Shareholders Funds</u>			
Share Capital	1	4,50,00,000	4,50,00,000
Reserves & Surplus	2	53,36,78,801	49,24,03,881
		57,86,78,801	53,74,03,881
<u>Non-current liabilities</u>			
Long Term Borrowing		—	—
Other Long Term Liabilities	3	44,92,530	44,92,530
		44,92,530	44,92,530
<u>Current liabilities</u>			
Trade Payables		7,92,27,344	5,08,17,349
Other Current Liabilities	4	1,78,52,391	1,17,91,266
Short-term Provisions	5	1,17,40,875	1,21,43,887
		10,88,20,610	7,47,52,502
	TOTAL	69,19,91,941	61,66,48,913
II. ASSETS			
<u>Non-current assets</u>			
<u>Fixed Assets</u>			
Tangible Assets	6	74,32,031	1,10,10,051
Non-Current Investments	7	50,05,42,264	44,02,43,297
Deferred Tax Assets (Net)		90,33,095	70,54,546
Long-term Loans and Advances	8	34,35,501	40,35,327
		52,04,42,891	46,23,43,221
<u>Current assets</u>			
Inventories	9	12,08,40,740	12,16,06,689
Trade Receivables	10	1,75,19,506	1,55,26,843
Cash and Cash Equivalents	11	1,10,74,729	1,12,01,918
Short-term Loans and Advances	12	1,79,47,422	30,69,408
Other Current Assets	13	41,66,653	29,00,834
		17,15,49,050	15,43,05,692
	TOTAL	69,19,91,941	61,66,48,913
Significant Accounting Policies	19		
Notes are an Integral Part of the Financial Statements			

As per our Report of even date attached
For **RAVI & DEV**
Chartered Accountants
FR. No. 108752W

(DEVENDRA A. MEHTA)
Partner
M. No. : 82325

Place : Mumbai
Date : 9th May, 2015

For & on behalf of Board of Directors

Rajesh Agrawal
Chairman and Managing Director

Reshma Ramchandani
Company Secretary

Place : Mumbai
Date : 9th May, 2015

Hitesh Kothari
Chief Financial Officer

Elegant Marbles and Grani Industries Ltd.

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2015

	Notes	For the year ended 31st March, 2015 ₹	For the year ended 31st March, 2014 ₹
I. INCOME			
Revenue from operations	14	26,60,13,278	25,30,27,449
Other Income	15	5,56,17,888	4,17,56,379
TOTAL		32,16,31,166	29,47,83,828
II. EXPENDITURE			
Cost of Raw Material Consumed		8,22,95,918	6,85,33,052
Purchases of Traded Goods		13,26,64,266	13,90,77,751
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	16	(45,71,754)	(1,07,63,146)
Employees Benefit Expenses	17	66,22,204	62,19,432
Depreciation and Amortization Expense	6	21,01,258	13,74,676
Other Expenses	18	4,07,52,898	3,62,68,275
TOTAL		25,98,64,790	24,07,10,040
 Profit for the year before taxes		6,17,66,376	5,40,73,788
 Less : Tax expense:			
(1) Current Tax		(1,05,00,000)	(98,00,000)
(2) Deferred Tax (Net)		19,78,549	48,84,376
(3) Excess/(Short) Provision of Previous Years		—	(69,525)
Profit for the year after taxes		5,32,44,925	4,90,88,639
 Earnings per equity share:			
(1) Basic		11.83	10.91
(2) Diluted		11.83	10.91

Significant Accounting Policies 19
Notes are an Integral Part of the Financial Statements

As per our Report of even date attached
For **RAVI & DEV**
Chartered Accountants
FR. No. 108752W

For & on behalf of Board of Directors

Rajesh Agrawal
Chairman and Managing Director

Hitesh Kothari
Chief Financial Officer

(DEVENDRA A. MEHTA)
Partner
M. No. : 82325

Reshma Ramchandani
Company Secretary

Place : Mumbai
Date : 9th May, 2015

Place : Mumbai
Date : 9th May, 2015

30th Annual Report 2014 - 2015

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2015

	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
NOTE 1 : SHARE CAPITAL		
AUTHORISED		
50,00,000 (Previous Year : 50,00,000) Equity Shares of ₹ 10/- each	5,00,00,000	5,00,00,000
ISSUED, SUBSCRIBED AND PAID-UP		
45,00,000 (Previous year : 45,00,000) Equity Shares of ₹ 10/- each	4,50,00,000	4,50,00,000
TOTAL	4,50,00,000	4,50,00,000

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

Particulars	As at 31st March, 2015		As At 31st March, 2014	
	No. of Shares	Amount ₹	No. of Shares	Amount ₹
At the beginning of the period	45,00,000	4,50,00,000	45,00,000	4,50,00,000
Issued during the period - Bonus Issue	—	—	—	—
Issued during the period - Preferential Allotment	—	—	—	—
Outstanding at the end of the year	45,00,000	4,50,00,000	45,00,000	4,50,00,000

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

Name of the Shareholder	As at 31st March, 2015		As At 31st March, 2014	
	No. of Shares	%	No. of Shares	%
Shri Rajesh Agrawal	10,06,800	22.37%	10,06,800	22.37%
Shri Rakesh Agrawal	8,90,000	19.78%	8,90,000	19.78%
Smt. Alka Agrawal	5,45,000	12.11%	5,45,000	12.11%
Smt. Divya Agrawa	5,25,000	11.67%	5,25,000	11.67%
Smt. Gita Agrawal	2,70,000	6.00%	2,70,000	6.00%
	32,36,800	71.93%	32,36,800	71.93%

(c) Terms/rights attached to equity shares :

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

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

Elegant Marbles and Grani Industries Ltd.

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2015

	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
NOTE 2 : RESERVES & SURPLUS		
Share Premium Reserve		
Balance as per last Balance Sheet	2,85,00,000	2,85,00,000
Balance at the end of the year	<u>2,85,00,000</u>	<u>2,85,00,000</u>
General Reserve		
Balance as per last Balance Sheet	19,71,22,383	19,11,22,383
Add : Current year transfer	60,00,000	60,00,000
Less :Written back in current year	—	—
Balance at the end of the year	<u>20,31,22,383</u>	<u>19,71,22,383</u>
Surplus in the Statement of Profit and Loss		
Balance as per last Balance Sheet	26,67,81,498	23,42,22,409
Add:Net Profit/(Net Loss) for the year	5,32,44,925	4,90,88,639
Less:Adjustment of fixed assets values as per Schedule II of Companies Act, 2013	— (11,70,534)	— —
Amount Available for Appropriation	<u>31,88,55,889</u>	<u>28,33,11,048</u>
Appropriations :		
Proposed Dividend	(90,00,000)	(90,00,000)
Tax on Dividend	(17,99,471)	(15,29,550)
Transfer to General Reserve	(60,00,000)	(60,00,000)
Balance at the end of the year	<u>30,20,56,418</u>	<u>26,67,81,498</u>
TOTAL	<u><u>53,36,78,801</u></u>	<u><u>49,24,03,881</u></u>
NOTE 3 : OTHER LONG TERM LIABILITIES		
Deposit from Lessee	40,00,000	40,00,000
Municipal Taxes Payable	4,92,530	4,92,530
TOTAL	<u><u>44,92,530</u></u>	<u><u>44,92,530</u></u>
NOTE 4 : OTHER CURRENT LIABILITIES		
Unpaid Dividend	5,85,008	6,17,128
Deposit from Lessee	—	5,00,000
Other Payables		
Advance from Customers	1,16,95,918	79,48,025
Statutory dues Payable	19,69,493	2,80,555
Employee Related Liabilities	95,521	91,240
Other Liabilities	35,06,451	23,54,318
TOTAL	<u><u>1,78,52,391</u></u>	<u><u>1,17,91,266</u></u>
NOTE 5 : SHORT-TERM PROVISIONS		
Proposed Dividend	90,00,000	90,00,000
Provision for Corporate Dividend Tax	17,99,471	15,29,550
Provision for Taxation(Net of Advance Tax/TDS)	9,41,404	16,14,337
TOTAL	<u><u>1,17,40,875</u></u>	<u><u>1,21,43,887</u></u>

ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2015
NOTE 6 : FIXED ASSETS

Name of Assets	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	As on 01.04.2014	Additions	Sale	Total 31.03.2015	Rate %	As on 01.04.2014	Written Off	Written Back	Total 31.03.2015	Adjustment to Retained earnings	As on 31.03.2015	As on 31.03.2014
Leasehold Land	26,66,854	—	—	26,66,854	—	—	—	—	—	—	26,66,854	26,66,854
Factory Building	51,22,900	—	—	51,22,900	3.34	38,38,755	1,69,338	—	40,08,093	—	11,14,807	12,84,145
Office Premises	9,32,626	—	—	9,32,626	1.63	2,31,928	15,649	—	2,47,577	—	6,85,049	7,00,698
Plant & Machinery	2,15,87,435	—	—	2,15,87,435	4.75	2,13,54,737	18,713	—	2,13,73,450	76,574	1,37,411	2,32,698
Cranes	20,94,176	—	—	20,94,176	4.75	20,10,684	—	—	20,10,684	83,492	—	83,492
Office Equipments	21,71,926	3,64,562	—	25,36,488	4.75	8,54,032	4,68,073	—	13,22,105	4,46,653	7,67,730	13,17,894
Air Conditioner	19,74,611	86,944	—	20,61,555	4.75	7,56,746	5,53,171	—	13,09,917	2,37,539	5,14,099	12,17,865
Computer	16,08,976	1,79,784	—	17,88,760	16.21	12,83,325	2,30,157	—	15,13,482	36,809	2,38,469	3,25,651
Motor Car & Other Vehicles	93,56,878	—	37,00,000	56,56,878	9.50	67,04,021	5,79,949	27,62,482	45,21,488	2,30,532	9,04,858	26,52,857
Furniture & Fixtures	20,55,487	—	—	20,55,487	6.33	15,27,590	66,208	—	15,93,798	58,935	4,02,754	5,27,897
T O T A L	4,95,71,869	6,31,290	37,00,000	4,65,03,159		3,85,61,818	21,01,258	27,62,482	379,00,594	11,70,534	74,32,031	1,10,10,051
Previous year	4,93,71,713	2,00,156	—	4,95,71,869		3,71,87,142	13,74,676	—	385,61,818	—	1,10,10,051	1,21,84,571

Note :

In accordance with the provisions of Schedule II of the Act, in case of fixed assets which have completed their useful life as at 1st April, 2014, the carrying value amounting to Rs.11,70,534 as a transitional provision has been recognised in the retained earnings.

Elegant Marbles and Grani Industries Ltd.

NOTE 7 : QUOTED NON-CURRENT INVESTMENTS

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

Name of the Company	No of Shares/Units as at 31.03.2015	Face value	Paid up Value	As at 31st March, 15 ₹	As at 31st March, 14 ₹
Investment in Quoted Shares					
3I Infotech Ltd	5,000	10	10	4,51,085	4,51,085
Aftek Ltd	10,000	2	2	8,10,706	8,10,706
Allahabad Bank	-	10	10	-	4,81,788
Andhra Sugars Ltd	-	10	10	-	3,33,080
Apar Industries	-	10	10	-	3,88,728
Asian Paints Ltd	4,059	1	1	20,12,295	20,12,295
Balmer Lawrie & Co. Ld	7,184	10	10	23,80,648	7,21,171
Basf India Ltd	1,350	10	10	9,61,405	9,02,885
Bharat Electronics Ltd	-	10	10	-	17,82,007
Bharat Forge Ltd	2,546	2	2	32,49,976	-
Bombay Burman Trading Corp. Ltd	30,672	2	2	32,97,652	32,97,651
Bombay Dyeing	10,000	1	1	5,58,785	-
Bosch Ltd.	244	10	10	14,79,193	21,70,254
Britania Industries Ltd.	5,500	10	10	7,12,959	7,12,959
Cairn India Ltd.	-	10	10	-	15,18,145
Canara Bank	16,000	10	10	35,05,327	35,05,327
Century Plyboards India	1,404	1	1	3,04,566	-
Century Textiles	8,273	10	10	92,29,529	92,29,529
Coal India Ltd	10,801	10	10	26,46,245	26,46,245
D B Realty Ltd	-	10	10	-	15,46,764
Deccan Cronicle Holding Ltd	10,000	2	2	18,35,884	18,35,884
Divis Laboratories Ltd	-	10	10	-	27,25,523
Eicher Motors Ltd	752	10	10	19,40,235	16,38,242
Electrosteel Casting Ltd	30,000	1	1	22,23,723	22,23,723
Federal Mogul Goetze I Ltd	1,000	10	10	2,62,717	2,62,717
Genus Power Infrastructure Ltd	60,000	1	1	15,99,227	-
Godawari Power	48,950	10	10	172,95,522	172,95,522
HDFC Bank Ltd	12,831	2	2	73,42,298	13,29,361
HDFC Ltd.	3,706	2	2	15,48,905	15,48,905
HDIL	30,000	10	10	21,33,837	8,77,455
Heidelberg Cements	-	10	10	-	4,81,698
Helios & Matheson Info. Tech. Ltd	7,500	10	10	6,36,451	-
Hero Motocorp Ltd.	975	2	2	7,93,723	7,93,723
Hindustan Zinc Ltd.	2,10,000	10	10	23,86,962	23,86,964
HOV Services	15,000	10	10	13,59,743	-
I.F.C.I. Ltd.	75,000	10	10	62,73,878	62,73,878
IDFC Ltd	53,500	10	10	69,47,417	29,39,711
IFB Industries	525	10	10	2,83,556	-
India Infoline Ltd	17,886	10	10	26,82,765	26,82,765
Indiabulls Real Estate Ltd	5,000	2	2	37,77,254	37,77,254
Infosys Technologies Ltd.	-	10	10	-	13,94,714
Jai Corp Ltd	10,000	1	1	6,50,900	6,50,900
Jain Irrigation Systems Ltd	10,000	2	2	4,85,944	8,65,021
Jaiprakash Associates Ltd	26,000	2	2	19,29,676	19,29,676
Jindal Steel	-	1	1	-	4,59,880
JM Financial Ltd	-	1	1	-	3,87,058
Kajaria Ceramics	403	2	2	3,13,890	-
Kalyani Investment Co. Ltd	1,127	10	10	5,15,389	5,15,389
Kalyani Steels	-	10	10	-	51,55,718
Karur Vyvsa Bank Ltd	4,295	10	10	16,80,595	16,80,595
Larsen & Toubro Ltd	8,631	2	2	61,40,163	63,04,249
Mahindra Holidays	38,920	10	10	119,36,822	119,36,822
Mercator Lines	-	1	1	-	2,54,465
MRF Ltd	70	10	10	7,43,369	8,49,602
Nestle India Ltd.	-	10	10	-	19,85,015
NTPC Ltd.	10,000	10	10	6,77,363	8,32,141
Page Industries	23	10	10	2,88,929	-
Parsvanath Developers Ltd.	10,000	10	10	16,73,837	16,73,837
Pricol Ltd	20,000	1	1	9,02,176	-
Ralli India	4,118	1	1	10,38,513	-
Ramkrishna Forgings	729	10	10	3,16,478	-
Raymond Ltd.	7,500	10	10	33,23,485	33,23,485
Reliance Capital	3,000	10	10	9,88,224	6,42,593
Reliance Industries Ltd	19,500	10	10	197,07,009	42,80,731
Repco Home Finance	466	10	10	3,08,015	-
Sintex Industries Ltd	-	1	1	-	6,88,096
State Bank of India	57,300	10	10	57,51,356	57,51,356
Styrolution	3,459	10	10	23,36,371	-
Sun Pharmaceuticals Ltd	7,044	2	2	51,75,403	-
Symphony	138	2	2	3,03,805	-
Tata Consultancy Services Ltd	1,505	1	1	31,77,518	-
Tata Elxsi	255	10	10	2,85,698	-
Tata Investment Corp	3,000	10	10	16,09,654	-
Tata Steel Ltd.	9,850	10	10	39,04,779	39,04,779
Tech Mahindra Ltd	7,612	5	5	30,25,861	31,31,594
TVS Motor Company	1,120	1	1	3,07,503	-

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NOTE 7 : NON-CURRENT INVESTMENTS (CONTD.)

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

Name of the Company	No of Shares/Units as at 31.03.2015	Face value	Paid up Value	As at 31st March, 15 ₹	As at 31st March, 14 ₹
United Bank of India	44,263	10	10	29,21,358	29,21,358
United Phosphorus	-	2	2	-	6,05,731
United Spirits Ltd	1,925	10	10	48,27,795	-
Videcon Industries Ltd	39,900	10	10	1,50,21,332	1,50,21,332
Wackhardt Ltd	-	5	5	-	5,62,708
Welspun Syntex Ltd	1,10,000	10	10	48,90,048	-
Yes Bank	-	10	10	-	2,45,215
				20,00,83,726	15,95,38,004
Investment in quoted Debentures and bonds					
<u>Investment in quoted Debentures</u>	-	10 M.	10 M.	-	1,84,00,000
17.50 % Marathon Realty P. Ltd.	-	-	-	-	1,84,00,000
<u>Investment in quoted bonds</u>					
Indian Railway Finance Corp. Ltd (Tax Free Bond)	12,979	1,000	1,000	1,29,93,470	1,29,93,470
National Highway Authority of India (Tax Free Bond)	4,945	1,000	1,000	49,45,000	49,45,000
Power Finance Corp. Ltd (Tax Free Bond)	5,696	1,000	1,000	56,96,000	56,96,000
				2,36,34,470	2,36,34,470
Investment in quoted Debentures and bonds					
				2,36,34,470	4,20,34,470
Investment in Quoted Units of Mutual Funds					
Birla Sunlife FTP Series HL 366Days Gr	10,00,000	10	10	-	1,00,00,000
Bechmark Liquid Bees	0	1,000	1,000	89	89
DSP Blackrock Opp. Fund - DP	3,16,544	10	10	-	79,32,603
Goldman Sachs Liquid Bees	186	1,000	1,000	-	1,86,014
HDFC FMP 370D Aug 13 (1) Ser 26 RG	10,00,000	10	10	-	1,00,00,000
HDFC FMP 370D Aug 13 (3) Ser 27 RG	10,00,000	10	10	-	1,00,00,000
HDFC Large Cap Fund RG	1,51,000	10	10	14,64,809	14,64,809
IDFC Dynamic Bond Fund Gr.	24,78,652	10	10	3,50,00,000	3,50,00,000
IDFC Equity Opp. Ser 1 Reg. Plan Div	5,00,000	10	10	50,00,000	50,00,000
ICICI Prudential Blended Plan B Gr.	5,64,382	10	10	1,10,55,865	-
ICICI Pru. Savings Fund DIR-Gr.	37,777	10	10	79,12,028	-
ICICI Pru. Gilt Fund Inv. Plan PF Gr.	1,26,926	10	10	35,00,000	-
JM Arbitrage Advt Fund Bonus Opt	4,65,786	10	10	-	-
Kotak Gilt (Investment Regular) Gr.	2,88,600	10	10	1,15,00,000	1,15,00,000
Kotak Gilt (Investment Regular) Gr.	6,43,103	10	10	2,57,00,000	2,57,00,000
Reliance Banking Fund-Div Plan	6,36,163	10	10	2,22,72,250	2,22,72,250
Reliance Liquid Fund Treas. Plan DDR	1,267	1,000	1,000	19,37,353	-
Reliance Liquid Fund Direct DDR	30,211	1,000	1,000	3,02,25,923	2,31,453
Reliance Liquid Fund Gr.	0	1,000	1,000	2	2
TATA Floater Fund Gr.	2,066	10	10	35,00,000	74,25,000
TATA Floater Fund Gr.	-	10	10	-	2,74,29,265
TATA Floater Fund Gr.	14	10	10	25,000	25,000
				15,90,93,319	17,41,66,485
Investment in Unquoted Debentures					
18% Mighty Constructions P. Ltd.	85,000	100	100	61,72,107	85,00,000
16% Shah Creators P. Ltd.	30,000	100	100	27,90,249	-
18% Parinee Reality Pvt Ltd.	4	1 M.	1 M.	39,92,480	-
18 Shah Group Builders P. Ltd.	45,000	100	100	40,76,640	45,05,760
18.5% Skylark Mansions Pvt Ltd.	-	100	100	-	6,81,818
17.75% Century Real Est. Hold. P. Ltd.	-	100	100	-	42,00,000
18% Omkar Realtors and Dev. P. Ltd.	-	100	100	-	71,65,323
18% Oceanus Dwellings P. Ltd.	1,00,000	100	100	48,03,274	96,06,547
18% BCIL Red Earth Dev. India P. Ltd.	1,00,000	100	100	1,00,09,890	1,00,09,890
18% BBCL India Pvt Ltd.	483	20,000	20,000	96,71,843	-
18% Fortune Buildcon India P. Ltd.	49,000	100	100	49,00,000	-
18% Karda Contraction	500	20,000	20,000	1,00,15,000	-
18% Spark Builders & Infra Proj. P. Ltd.	1	10 M.	10 M.	91,79,230	-
20% Wadhwa Contraction Pvt Ltd.	150	1,00,000	1,00,000	1,54,25,250	-
				8,10,35,963	4,46,69,338
Investment in Unquoted Real Estate Units					
Kotak India Real Estate Fund	69	1,00,000	1,00,000	69,48,000	1,18,35,000
IDFC Real Estate Yield Fund	20,000	100	100	97,46,786	80,00,000
Religare Credit Investment Trusts	192	1,00,000	1,00,000	2,00,00,000	-
				3,66,94,786	1,98,35,000
TOTAL				50,05,42,264	44,02,43,297
Total Value of Quoted Investments				38,28,11,515	37,57,38,959
Total Market Value of Quoted Investments				49,86,96,122	39,96,74,503
Total Unquoted Investments				11,77,30,749	6,45,04,338

Elegant Marbles and Grani Industries Ltd.

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2015

	<u>As at</u> 31st March, 2015 ₹	<u>As at</u> 31st March, 2014 ₹
NOTE 8 : LONG-TERM LOANS AND ADVANCES		
<u>Advances recoverable in cash or in kind or for value to be received</u> (Unsecured & considered good)		
Deposits	34,35,501	40,35,327
TOTAL	<u><u>34,35,501</u></u>	<u><u>40,35,327</u></u>
 NOTE 9 : INVENTORIES		
(As taken, valued and certified by the Management) (Valued at lower of cost or net realisable value)		
Raw Material	1,30,83,876	1,84,21,579
Finished Goods	10,77,56,864	10,31,85,110
TOTAL	<u><u>12,08,40,740</u></u>	<u><u>12,16,06,689</u></u>
 NOTE 10 : TRADE RECEIVABLES		
(Unsecured & considered good, subject to confirmation)		
1. Trade receivables outstanding for a period less than six months from the date they are due for payment	1,14,36,068	1,37,80,794
2. Trade receivables outstanding for a period exceeding six months from the date they are due for payment	60,83,438	17,46,049
TOTAL	<u><u>1,75,19,506</u></u>	<u><u>1,55,26,843</u></u>
<u>Trade Receivable stated above include debts due by:</u>		
Directors	—	—
Other officers of the Company	—	—
Firm in which director is a partner	—	—
Private Company in which director is a member	—	—
TOTAL	<u><u>—</u></u>	<u><u>—</u></u>
 NOTE 11 : CASH AND BANK BALANCES		
(a) Balances with Banks		
Current Account	97,62,226	1,02,49,175
Cash on Hand	7,27,495	3,35,615
(b) Other Bank Balances		
Unclaimed Dividend Accounts	5,85,008	6,17,128
TOTAL	<u><u>1,10,74,729</u></u>	<u><u>1,12,01,918</u></u>
 NOTE 12 : SHORT TERM LOANS AND ADVANCES		
(Unsecured & considered good)		
<u>Advances recoverable in cash or in kind or for value to be received</u>		
Prepaid Expenses	5,00,988	6,31,835
Advance to Suppliers	1,74,26,413	24,32,047
Balance with Revenue Authorities	20,021	5,526
TOTAL	<u><u>1,79,47,422</u></u>	<u><u>30,69,408</u></u>
 NOTE 13 : OTHER CURRENT ASSETS		
Interest accrued but not due	9,29,043	9,26,036
Rent receivable	3,39,338	1,67,197
Receivable - Others	28,98,272	18,07,601
TOTAL	<u><u>41,66,653</u></u>	<u><u>29,00,834</u></u>

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NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2015

	For the year ended 31st March, 2015 ₹	For the year ended 31st March, 2014 ₹
NOTE 14 : REVENUE FROM OPERATIONS		
<u>Sale of Products</u>		
Sale of Goods	26,28,80,603	25,20,70,175
Other operating revenues	31,32,675	9,57,274
Less:Excise duty	—	—
TOTAL	<u>26,60,13,278</u>	<u>25,30,27,449</u>
NOTE 15 : OTHER INCOME		
Rent received	97,50,000	1,24,10,000
Dividend received	1,16,65,161	88,15,490
Profit on sale of investments	1,75,61,486	1,05,58,288
Interest received	1,56,26,369	99,72,601
Profit on Sale of Fixed Asset	9,68,982	—
Other Miscleaneous Income	45,890	—
TOTAL	<u>5,56,17,888</u>	<u>4,17,56,379</u>
NOTE 16 : CHANGES IN INVENTORIES OF FINISHED GOODS, AND STOCK-IN-TRADE		
<u>Opening stock:</u>		
Finished Goods	10,31,85,110	9,24,21,964
Less:		
<u>Closing stock:</u>		
Finished Goods	10,77,56,864	10,31,85,110
TOTAL	<u>(45,71,754)</u>	<u>(1,07,63,146)</u>
NOTE 17 : EMPLOYEES BENEFIT EXPENSES		
Salaries & Wages	28,59,554	24,60,021
Directors' Remuneration	36,00,000	36,00,000
Provident Fund	57,453	54,548
E.S.I.C.	20,090	19,045
Bonus	84,557	80,164
Staff Welfare	550	5654
TOTAL	<u>66,22,204</u>	<u>62,19,432</u>
NOTE 18 : OTHER EXPENSES		
Consumables & Stores	28,72,355	33,72,314
Power & Fuel	47,07,964	41,31,955
Rent	1,30,30,858	90,90,776
Repairs & Maintanance (Machinery)	1,90,207	1,61,739
Repairs & Maintanance (Other)	1,69,217	74,393
Auditor's Remuneration	1,00,000	1,00,000
Insurance	7,41,482	5,87,168
Rates & Taxes (excluding taxes on income)	10,20,727	15,07,549
Job Work Charges	95,63,900	90,89,276
Motor Car Expenses	6,55,399	5,08,765
Telephone & Internet Expenses	5,59,135	5,50,445
Legal & Professional Fees	4,77,570	2,96,564
Travelling Expenses	27,55,611	24,05,944
Sales Promotion Expenses	7,34,843	21,62,809
Miscellaneous Expenses	31,73,630	22,28,578
TOTAL	<u>4,07,52,898</u>	<u>3,62,68,275</u>

Elegant Marbles and Grani Industries Ltd.

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2015

19 : NOTES TO ACCOUNTS

1. Significant Accounting Policies

1.1 Basis of preparation

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

1.2 Fixed Assets

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

1.3 Foreign Currency Transactions

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

1.4 Investments

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

1.5 Inventory

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

1.6 Taxation

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

1.7 Depreciation

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

1.8 Contingent Liability

Contingent Liability, if any, are generally not provided for in the accounts and are shown separately as a note to the accounts.

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

1.10 Earning Per Share

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

1.11 Employee Benefits

- (i) Post-employment benefits plans
Defined Contribution Plan - Contributions to provident fund and pension fund are accrued in accordance with applicable statute and deposited with appropriate authorities.
- (ii) Short term employment benefits
The amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognized during the period at the time payment of the same to the employees.

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NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2015

NOTE 19 : NOTES TO ACCOUNTS (CONTD.)

1.12 Financial Derivatives & Commodity Hedging Transactions

- Financial derivatives and commodity hedging contracts are accounted on the date of their settlement and realised gain/loss in respect of settled contracts are recognised in the profit & loss account.
- The unrealised loss on contracts outstanding at the year end are provided for in the books of account of Company in accordance with the guidance note on Accounting for Equity Index & Equity Stock Futures and Options issued by the Chartered Accountants of India.

1.13 Impairment of assets

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

2. Auditors Remuneration

	2015 Amount ₹	2014 Amount ₹
Audit Fee	90,000	90,000
Tax Audit Fee	10,000	10,000
	1,00,000	1,00,000

3. Earning Per Share

Profit/(Loss) after tax as per Profit & Loss A/c	5,32,44,925	4,90,88,639
Weighted Average number of Equity Shares outstanding	45,00,000	45,00,000
Face Value of Shares	10.00	10.00
Basic and Diluted Earning per share	11.83	10.91

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

Raw Material	6,03,23,087	5,98,37,446
Traded Goods	66,22,505	31,90,116

5. Expenditure in foreign currency (Accrual Basis)

Foreign Travelling expenses	20,62,725	15,03,280
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6. Earnings in foreign currency (Accrual basis)

F.O.B. value of exports	49,56,323	1,01,52,080
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7. Raw material consumed

Marble Blocks	8,22,95,918	6,85,33,052
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8. Purchases of stock in trade

Marble Slabs	11,82,92,415	12,33,48,080
Porcelian Tiles	1,14,95,619	63,64,738
Others	28,76,232	93,64,933
	13,26,64,266	13,90,77,751

9. Imported & indigenous materials consumed

	2015		2014	
	%	Amount ₹	%	Amount ₹
<u>Raw Materials</u>				
Imported	46.56	3,83,17,781	53.42	3,61,96,024
Indigenously obtained	53.44	4,39,78,137	46.58	3,15,64,530
<u>Stores</u>				
Imported	—	—	—	—
Indigenously obtained	100	28,72,355	100	33,72,314

10. Stock and turnover

	Sales Value	Closing Inventory	Opening Inventory
<u>Sale of Product</u>			
Marble Slabs	23,72,79,786 (22,23,32,282)	7,80,22,237 (7,13,03,719)	7,13,03,719 (5,77,37,057)
Porcelian Tiles	1,92,76,362 (1,72,22,388)	2,35,84,867 (2,36,25,154)	2,36,25,154 (2,62,40,677)
Others	63,24,455 (1,25,15,505)	61,49,761 (82,56,237)	82,56,237 (84,44,230)

* Figures in bracket refers to previous year

Elegant Marbles and Grani Industries Ltd.

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2015

NOTE 19 : NOTES TO ACCOUNTS (CONTD.)

11. Contingent Liability

- (i) The Company has given guarantee to the Central Sales-tax authorities to the tune of ₹ 5,000/- only.
- (ii) Pending disposal of appeal by Bombay High Court, which was preferred by the landlord against levy of Municipal taxes at a higher rate by Brihanmumbai Municipal Corporation (BMC), the company has paid ₹ 15,88,308/- against the demand of ₹ 21,79,918/-
- (iii) The assessee has preferred an appeal before the Commissioner of Income Tax (Appeals) against an order passed by Deputy Commissioner of Income Tax for the assessment years 2011-2012 & 2012-2013 raising a demand of ₹ 16,03,540/- & ₹ 43,24,579/- respectively.

12. Deferred Tax

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

	2015		2014	
	Deferred Tax		Deferred Tax	
	Assets ₹	Liabilities ₹	Assets ₹	Liabilities ₹
Difference in value of assets as per books of account & W.D.V. as per I.T. Act, 1961	—	11,47,900	—	16,67,614
Carried Forward losses as per Income-tax Act, 1961	1,01,80,995		87,22,160	
	1,01,80,995	11,47,900	87,22,160	16,67,614
		(90,33,095)		(70,54,546)

13. During the year ended 31st March, 2015, the company paid a final dividend of ₹ 2/- (year ended 31.03.2014 : ₹ 2/-) per equity share. This includes dividend on equity shares held by key managerial persons and their relatives at the beginning of respective financial years. For detail of shares held by key managerial persons and their relatives, refer note 1(b).

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

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

a) Related parties where control exists :

- i. Madhu Holdings Private Limited
- ii. Eternal Holdings Private Limited
- iii. Elegant Financial Services Limited
- iv. Alka Granites Private Limited
- v. Everlasting Properties Private Limited
- vi. Peaceful Properties LLP
- vii. Everfresh Properties LLP

b) Key management personnel & their relatives :

- i. Shri Rajesh Agrawal, Director
- ii. Shri Rakesh Agrawal, Director
- iii. Shri R. S. Agrawal, father of the above directors.
- iv. Mrs. Alka Agrawal, wife of Shri Rajesh Agrawal
- v. Smt. Divya Agrawal
- vi. Smt. Gita Agrawal
- vii. Rakesh Agrawal (HUF)
- viii. Rajesh Agrawal (HUF)

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

	2015	2014
i. Rent paid	₹ 67,80,000/-	₹ 68,30,000/-
ii. Remuneration paid to Director	₹ 36,00,000/-	₹ 36,00,000/-
iii. Sitting fees to directors	₹ 1,40,000/-	₹ 24,000/-

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

17. Interest received from Religare Credit Investment Trust and IDFC Real Estate Yield Fund is included nett of taxes in 'Interest received' appearing under 'Note 15 - Other Income'.

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

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

Signature to Notes '1' to '19'

As per our Report of even date attached

For **RAVI & DEV**

Chartered Accountants

FR. No. 108752W

(DEVENDRA A. MEHTA)

Partner

M. No. : 82325

Place : Mumbai

Date : 9th May, 2015

For & on behalf of Board of Directors

Rajesh Agrawal

Chairman and Managing Director

Reshma Ramchandani

Company Secretary

Place : Mumbai

Date : 9th May, 2015

Hitesh Kothari

Chief Financial Officer

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	For the year ended 31st March, 2015 ₹	For the year ended 31st March, 2014 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and extra-ordinary items	6,17,66,376	5,40,73,788
<u>Adjustments for :</u>		
Depreciation	21,01,258	13,74,676
Profit on sale of fixed assets	(9,68,982)	—
Profit on Sale of Shares / Derivative/Commodity/Intra day	(1,75,61,486)	(1,05,58,288)
Interest / Dividend Income	<u>(2,72,91,530)</u>	<u>(1,87,88,091)</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES :	1,80,45,636	2,61,02,085
<u>Adjustments for :</u>		
Trade receivables	(19,92,663)	(1,05,95,593)
Other receivables	(1,55,44,007)	73,65,535
Inventories	7,65,949	(1,61,27,748)
Trade and other payables	<u>3,44,71,120</u>	<u>(2,78,96,442)</u>
CASH GENERATED FROM OPERATIONS	3,57,46,035	(2,11,52,163)
Direct taxes paid (net of refund)	(1,11,72,933)	(1,05,95,594)
Net cash from operating activities (A)	2,45,73,102	(3,17,47,757)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed assets	(6,31,290)	(2,00,154)
Sale of Fixed assets	19,06,500	—
Investment in Shares and Mutual funds	(6,02,98,967)	(1,94,74,907)
Interest received	1,56,26,369	99,72,601
Profit on Sale of Shares /Units/ Intra day	1,75,61,486	105,58,288
Dividend received	<u>1,16,65,161</u>	<u>88,15,490</u>
Net cash used in investment activities (B)	(1,41,70,741)	96,71,318
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Dividend paid	(90,00,000)	(90,00,000)
Tax on equity dividend paid	<u>(15,29,550)</u>	<u>(15,29,550)</u>
Net cash used in financing activities (C)	(1,05,29,550)	(1,05,29,550)
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	(1,27,189)	(3,26,05,989)
Opening balance of Cash & cash equivalents	1,12,01,918	4,38,07,907
Closing balance of Cash & cash equivalents	1,10,74,729	1,12,01,918

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

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

As per our Report of even date attached
For **RAVI & DEV**
Chartered Accountants
FR. No. 108752W

(DEVENDRA A. MEHTA)
Partner
M. No. : 82325

Place : Mumbai
Date : 9th May, 2015

For & on behalf of Board of Directors

Rajesh Agrawal
Chairman and Managing Director

Reshma Ramchandani
Company Secretary

Place : Mumbai
Date : 9th May, 2015

Hitesh Kothari
Chief Financial Officer



 **Elegant**
Marbles & Grani Industries Ltd.

Registered Office :
E 7/9 Riico Industrial Area,
Abu Road 307026,
District Sirohi, Rajasthan

Mail:elegantmarbles@gmail.com
Web:www.elegantmarbles.com

Elegant Marbles and Grani Industries Ltd.

CIN : L14101RJ1984PLC003134

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

30TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Name and Address of the Shareholder :

Email-Id :

Registered Folio No./DP ID & Client ID :

No. of shares held :

I certify that I am a registered Member/Proxy for the registered Member of the Company. I hereby record my presence at the 30th Annual General Meeting of the Company to be held at E-7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan on Wednesday, 15th July, 2015, at 9.00 a.m.

Name of the Member/Proxy

Signature of the Member/Proxy

Note:

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

Elegant Marbles and Grani Industries Ltd.

CIN : L14101RJ1984PLC003134

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

30th ANNUAL GENERAL MEETING

PROXY FORM

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

Name of the Member (s):

Registered Address :

Email Id :

Folio No./Client ID :

DP ID :

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

1. Name: _____ Address: _____
E-mail Id: _____ Signature or failing him/her,

2. Name: _____ Address: _____
E-mail Id: _____ Signature or failing him/her,

3. Name: _____ Address: _____
E-mail Id: _____ Signature or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, 15th July, 2015, at 9.00 a.m. at the Registered Office of the Company situated at E-7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

TEAR HERE



Resolution No.	Resolutions	Original	
		For	Against
	Ordinary Business		
1	Adoption of Audited Statements of Profit and Loss Account for the Financial Year ended 31st March 2015 and the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon		
2	Declaration of dividend on equity shares of Rs. 2/- per equity share of Rs. 10/- fully paid up, for the financial year 2014-15.		
3	Re-appointment of Ms. Yogita Agrawal, who is eligible to retire by rotation		
4	Ratification of appointment of Statutory Auditors M/s. Ravi & Dev, Chartered Accountants		
	Special Business		
5	To appoint Shri Om Parkash Singal as an Independent Director		
6	To re-appoint Shri Rajesh Agrawal as the Chairman and Managing Director		
7	To re-appoint Shri Rakesh Agrawal as the Managing Director		
8	Adoption of New Articles of Association of the Company		
9	Keeping of Registers and Returns at a place other than Registered office of the Company.		

Signed this _____ day of _____ 2015

Signature of Shareholder

Signature of Proxy

AFFIX
₹ 1/-
REVENUE
STAMP

Signature

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.