

33<sup>rd</sup>

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ANNUAL  
REPORT

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2017-2018



**Elegant**

Marbles & Grani Industries Ltd

**HIGHLIGHTS**  
of the year  
2017-2018

**TURNOVER**

**₹ 2404 LAKHS**

**NET PROFIT**

**₹ 437 LAKHS**

**WEIGHTED AVERAGE EPS**

**₹ 9.73**

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# Elegant Marbles and Grani Industries Ltd.

## BOARD OF DIRECTORS

Shri Ram Chawla	Independent Director
Shri Raj Kumar Mittal	Independent Director
Shri Om Parkash Singal	Independent Director
Ms. Yogita Agrawal	Non-Executive Woman Director
Shri Rakesh Agrawal	Managing Director
Shri Rajesh Agrawal	Chairman and Managing Director

## STATUTORY AUDITORS

**M/s. SDBA & Co.**  
Chartered Accountants  
601, 6<sup>th</sup> Floor, A Wing, Aarus Chamber,  
S.S. Amrutwar Marg, Behind Mahindra Tower,  
Worli, Mumbai - 400 013

## SECRETARIAL AUDITOR

Shri Virendra G. Bhatt  
Practicing Company Secretary

## CHIEF FINANCIAL OFFICER

Shri Hitesh Kothari

## COMPANY SECRETARY

Ms. Sneha N. Valeja (Appointed w.e.f. September 12, 2017)  
Ms. Heena Ajay Joshi (Resigned w.e.f. August 16, 2017)

## REGISTERED OFFICE

E 7/9, RIICO Industrial Area,  
Abu Road - 307 026, Rajasthan.  
CIN : L14101RJ1984PLC003134  
Email: elegantmarbles@gmail.com  
Website: www.elegantmarbles.com  
Telefax: 022-2493 0782

## 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

## 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 Private Limited  
21, Shakil Niwas, Mahakali Caves Road,  
Andheri (East), Mumbai - 400 093  
Tel: 022-2820 7203 Fax: 022-2820 7207  
E-mail: info@uniseq.in | Website: www.uniseq.in  
CIN: U74200MH1991PTC062536

## BANKERS

- ICICI Bank Limited
- Citi Bank Limited
- HDFC Bank Limited
- Kotak Mahindra Bank Limited
- State Bank of India

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY-THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED WILL BE HELD AS INDICATED BELOW:

Day : THURSDAY  
Date : JULY 26, 2018  
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 consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Yogita Agrawal (DIN: 06965966) who retires by rotation and being eligible offers herself for re-appointment.
3. **Ratification of Appointment of 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 Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of Audit Committee of the Board of Directors the appointment of M/s. SDBA & Co., Chartered Accountants (Firm Registration No. 142004W) as Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Thirty Fourth AGM of the Company and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them and reimbursement of out of pocket and travelling expenses incurred by the Auditors for the purpose of audit.”

### SPECIAL BUSINESS:

4. **TO CONTINUE THE APPOINTMENT OF SHRI RAM CHAWLA AS THE INDEPENDENT DIRECTOR OF THE COMPANY**

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 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from April 01, 2019) and on recommendation of the Nomination and Remuneration Committee of the Company, Shri Ram Chawla (DIN: 00017992), Independent Director of the Company appointed on September 24, 2014 for a period of 5 years, who has now attained the age of seventy-five years and upon his consent to continue further, approval of the members be and is hereby accorded to continue his directorship till the expiry of his present term of office, not liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **TO CONTINUE THE APPOINTMENT OF SHRI RAJ KUMAR MITTAL AS THE INDEPENDENT DIRECTOR OF THE COMPANY**

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 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (‘Amendment Regulations’) (to be effective from April 01, 2019) and on recommendation of the Nomination and Remuneration Committee of the Company, Shri Raj Kumar Mittal (DIN: 00020255), Independent Director of the Company appointed on September 24, 2014 for a period of 5 years, who shall be attaining the age of seventy-five years on the effective date of Amendment Regulations and upon his consent to continue further, approval of the members be and is hereby accorded to continue his directorship till the expiry of his present term of office, not liable to retire by rotation;

# Elegant Marbles and Grani Industries Ltd.

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**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## 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 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to re-appoint Shri Rajesh Agrawal (DIN: 00017931), as the Chairman and Managing Director (CMD) of the Company, for a further period of 3 (three) years commencing from August 01, 2018 to July 31, 2021 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** notwithstanding anything hereinabove stated, where in any financial year during the currency of the term of Shri Rajesh Agrawal as the Chairman and Managing Director, the Company has no profits or its profits are inadequate, he shall be paid the remuneration stated above as “Minimum Remuneration” in the respective financial year(s) even if the same may exceed the ceiling limit laid down in Section 197 and Schedule V to the Act, subject to approval of the Central Government, if required;

**RESOLVED FURTHER THAT** during the term of office of Shri Rajesh Agrawal as Chairman and Managing Director of the Company, he shall not be subject to retirement by rotation;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to 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 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to re-appoint Shri Rakesh Agrawal (DIN: 00017951), as the Managing Director (MD) of the Company, for a further period of 3 (three) years commencing from October 01, 2018 to September 30, 2021 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** notwithstanding anything hereinabove stated, where in any financial year during the currency of the term of Shri Rakesh Agrawal as the Managing Director, the Company has no profits or its profits are inadequate, he shall be paid the remuneration stated above as “Minimum Remuneration” in the respective financial year(s) even if the same may exceed the ceiling limit laid down in Section 197 and Schedule V to the Act, subject to approval of the Central Government, if required;

**RESOLVED FURTHER THAT** during the term of office of Shri Rakesh Agrawal as Managing Director of the Company, he shall not be subject to retirement by rotation;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Sneha Valeja  
Company Secretary

**Date:** May 22, 2018

**Place:** Mumbai

**Registered Office:**

E7/9, RIICO Industrial Area,  
Abu Road-307026 Rajasthan  
Tel: 022-2496 0771 Fax: 91-22-24930782  
E-mail: [elegantmarbles@gmail.com](mailto:elegantmarbles@gmail.com)  
Website: [www.elegantmarbles.com](http://www.elegantmarbles.com)

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## NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item Nos. 2, 4, 5, 6 and 7 of the Notice are also annexed.
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.**
3. 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 viz. upto 09:00 a.m. on July 24, 2018. Members/ proxies should bring their duly filled attendance slip attached herewith to attend the meeting.
4. 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 annexed to this Report. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
5. 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.
6. 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 are requested to quote their Folio Numbers in all correspondences.
7. 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.
8. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on July 26, 2017 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <https://www.elegantmarbles.com/transfer-of-shares-to-iepf/>. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: [www.mca.gov.in](http://www.mca.gov.in). Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred all shares in respect of which dividend declared for the financial year 2008-09 and 2009-10 has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to periodically visit the web-link:<https://www.elegantmarbles.com/transfer-of-shares-to-iepf/> to ascertain details of shares liable for transfer in the name of IEPF Authority.
9. Members holding shares in physical form are requested to submit a self attested copy of their Permanent Account Number (PAN) card and Original Cancelled Cheque leaf/ attested bank passbook showing name of the account holder to the Company / Registrar and Transfer Agent, as mandated by the Securities and Exchange Board of India (SEBI) vide circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018
10. 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 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. Those holding securities in physical form are requested to update said details with the Registrar and Transfer Agent i.e. Universal Capital Securities Private Limited, 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093 or the Company Secretary of the Company.
11. 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 11.00 a.m. to 1.00 p.m. prior to the date of the Annual General Meeting and also available for inspection at the meeting.

## 12. Nomination Facility:

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No.

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SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

13. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. So in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report for the year 2017-18 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report for the year 2017-18 are being sent by the prescribed mode.
14. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.
15. 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.
16. 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.
17. A route map giving directions to reach the venue of the 33<sup>rd</sup> Annual General Meeting is given at the end of the Notice.
18. Members may note that the electronic copy of the 33<sup>rd</sup> Annual Report (including AGM Notice) will also be available on Company's website i.e. [www.elegantmarbles.com](http://www.elegantmarbles.com) for their reference.
19. The voting rights of the shareholders for voting through remote e-voting or by Poll paper at the AGM shall be in proportion to their share of the paid-up equity share capital of the Company as on July 19, 2018 ("Cut-Off Date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM and who is not a Member as on the cut-off date shall treat this Notice for information purposes only. Person acquiring shares after dispatch of this notice but holds shares as on cut-off date can generate the password as per instructions stated in notice or seek assistance from CDSL via writing e-mail on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
20. 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. The Chairman shall forthwith on receipt of the Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.elegantmarbles.com](http://www.elegantmarbles.com) and on the website of CDSL immediately after their declaration, and communicated to the Stock Exchanges where the shares of the Company are listed, viz. BSE Ltd.
21. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Thursday, July 26, 2018.

## 22. Voting through electronic means:-

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide the facility to exercise members' right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting Services, on all the resolutions set forth in this notice.

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

- i) The voting period begins on July 23, 2018 (09:00 a.m.) and ends on July 25, 2018 (05:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 19, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on Shareholders / Members
- 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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- 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



# Elegant Marbles and Grani Industries Ltd.

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

23. The facility for voting, through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
24. The voting rights of members shall be in proportion to their shares of the paid up equity share capital in the Company as on the cut-off date i.e. July 19, 2018.
25. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE ACT)

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

### Item No. 4

The Members of the Company, at the 29<sup>th</sup> Annual General Meeting held on September 24, 2014 had approved appointment of Shri Ram Chawla, as an Independent Director of the Company, for a period of five years upto September 23, 2019.

However, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from April 01, 2019), provides that no listed Company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

In pursuance of the aforesaid provisions, Shri Ram Chawla, Non-Executive and Independent Director of the Company, has already attained the age of seventy five years before the expiration of present term on September 23, 2019. He has rich and varied experience in the industry and is consulted by the Board for valuable guidance. It would be in the interest of the Company to continue to avail his considerable expertise and thereby continue his directorship till the expiry of present term of his office.

Further, the Company has received declaration from Shri Ram Chawla that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. He has also submitted that he is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to continue to act as the Independent Director of the Company as per the terms set out in his letter of appointment.

Except Shri Ram Chawla, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company, are concerned or interested in this resolution.

Accordingly, the Board commends passing of the Special Resolution as set out at Item No. 4 of the Notice for the approval of the members.

### Item No. 5

The Members of the Company, at the 29<sup>th</sup> Annual General Meeting held on September 24, 2014 had approved appointment of Shri Raj Kumar Mittal, as an Independent Director of the Company, for a period of five years upto September 23, 2019.

However, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from April 01, 2019), provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

In pursuance of the aforesaid provisions, Shri Raj Kumar Mittal, Non-Executive and Independent Director of the Company, who shall be attaining the age of seventy five years on the effective date of Amendment Regulations before the expiration of present term on September 23, 2019. His rich and prudent experience in financial management and restructuring, advisory services and valuable guidance provided from time to time prove worthy and in interest of the Company to continue to avail his considerable expertise and thereby continue his directorship till the expiry of present term of his office.

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Further, the Company has received declaration from Shri Raj Kumar Mittal that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. He has also submitted that he is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to continue to act as the Independent Director of the Company as per the terms set out in his letter of appointment.

Except Shri Raj Kumar Mittal, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company, are concerned or interested in this resolution.

Accordingly, the Board commends passing of the Special Resolution as set out at Item No. 5 of the Notice for the approval of the members.

## Item No. 6

The Board of Directors of the Company (“the Board”) at its meeting held on May 22, 2018 has, subject to approval of members, re-appointed Shri Rajesh Agrawal (DIN: 00017931) as the Chairman and Managing Director of the Company, for a further period of 3 (three) years with effect from August 01, 2018 to July 31, 2021, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the ‘NRC Committee’) of the Board and approved by the Board of Directors.

The Board of Directors / Nomination & Remuneration Committee after due consideration and deliberation on his qualifications, experience, expertise and responsibilities shouldered by him, thought it prudent and in the best interest of the Company that Shri Rajesh Agrawal be re-appointed as Chairman and Managing Director of the Company on the terms and conditions and remuneration as mentioned in Resolution No. 6, subject to approval of the Members of the Company by a Special Resolution.

Broad particulars of the terms of re-appointment and remuneration payable to Shri Rajesh Agrawal are as under:

i.	<b>Salary</b>	₹ 30,00,000/- (Rupees Thirty Lakhs Only) per annum (₹ 2,50,000 p.m.)
ii.	<b>Incentive Pay</b>	Nil
iii.	<b>Perquisites (including Allowance)</b>	
	<b>Housing</b>	The Company shall provide him Unfurnished rent free residential accommodation together with amenities, facilities and utilities such as Gas, Water, Electricity and Fuel etc. as may be approved by the Board. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be valued as per Income Tax Rules, 1962.
	<b>Reimbursement of Expenses</b>	Reimbursement of entertainment, travelling, hotel and other expenses actually and properly incurred for the business of the Company subject to, however a reasonable ceiling as may be fixed by the Board of Directors
	<b>Medical Reimbursement</b>	Reimbursement of medical expenses incurred in India or abroad and including hospitalization, nursing home and surgical charges and premium for medical insurance incurred for self and family
	<b>Leave Travel Allowance</b>	Reimbursement of actual travelling expenses for leave once in a year in respect of himself and family
	<b>Club Fees</b>	Fees of Clubs, subject to a maximum of two clubs. This will not include admission and life membership fees
	<b>Encashment of Leave</b>	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 en-cash the accumulated leave at the end of the tenure / retirement.
	<b>Car with Driver</b>	Only for official purposes
	<b>Telephone</b>	Only for official purposes

## Minimum Remuneration

Notwithstanding anything contrary herein contained, where in any financial year during the currency of 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.

# Elegant Marbles and Grani Industries Ltd.

The information as required under Part II Section II (A)(iv) of Schedule V of the Companies Act, 2013 is given below:

<b>I. General Information</b>				
Sr. No.	Particulars	Information		
1.	Nature of the Industry	Manufacturers and providers of exclusive range of Indian and Imported Marbles and Granites		
2.	Date or expected date of commencement of commercial production	An existing company and carrying on its business operations since 1984		
3.	In case of a new company, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable		
4.	Financial Performance based on given indicators	( ₹ in lakhs)		
		<b>March 31, 2018*</b>	<b>March 31, 2017*</b>	<b>March 31, 2016</b>
	Share Capital	366.00	450.00	450.00
	Other Equity	8369.19	8544.18	5877.19
	Total Income	2851.77	3483.82	3727.67
	Profit before Tax	524.56	768.99	794.53
	Profit after Tax	436.78	595.17	649.06
		<i>* Figures for FY 2016-17 have been restated as per Ind AS and therefore may not be comparable with financials for FY 2016-17 approved by the Directors and disclosed in the financial statement of previous year. Figures for the FY 2017-18 are Ind AS compliant.</i>		
5.	Foreign Investments or Collaborations, if any	None		
<b>II. Information about the Appointee</b>				
1.	Background details	Shri Rajesh Agrawal is associated with the Company since its incorporation. He is considered for re-appointment as Chairman and Managing Director of the Company due to his vast experience in the industry, financial prudence, business management and professional educational background. He is a qualified Chartered Accountant.		
2.	Past Remuneration	Details of the remuneration paid to Shri Rajesh Agrawal during the tenure of his appointment are as follows: ( ₹ in lakhs)		
		<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>
			<b>2015-16</b>	
	Salary	30.00	30.00	26.00
	Perquisites	4.50	4.50	3.90
	Incentive pay	0.00	0.00	0.00
	<b>Total</b>	<b>34.50</b>	<b>34.50</b>	<b>29.90</b>
3.	Job Profile and his suitability	Shri Rajesh Agrawal is associated with the Company since its incorporation and is one of the Promoters of the Company. His visionary leadership strategies have elevated the Company's performance over the years. The Company has been prospering due to his technical, marketing and managerial expertise and efforts.		
4.	Comparative Remuneration Profile with respect to industry, size of Company; profile and position of the person	Considering the qualification, experience, growth of the Company and the responsibilities shouldered by him, the remuneration proposed to be paid to Shri Rajesh Agrawal is commensurate with the remuneration packages paid to similar level counterpart(s) in the Industry.		
5.	Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Person	Shri Rajesh Agrawal belongs to the Promoters' category and is related to Shri Rakesh Agrawal and Ms. Yogita Agrawal, Directors of the Company. Besides remuneration being paid / proposed to be paid, he does not have any pecuniary relationship with the Company.		

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<b>III. Other Information</b>		
1.	Reasons of loss or inadequate profits	Business profits have been low in the F.Y. 2017-18 due to reasons attributable to overall economic recession in the industry, slowdown in real estate industry, high interest rates, impact of GST regime, overhead costs and competitive market conditions.
2.	Steps taken or proposed to be taken for improvement	Considering the market conditions prevailing globally, efforts are being made by the management to diversify its products, enhance and build customer relationships. Further, the Company has also conservatively set its targets in terms of sales and profitability.
3.	Expected increase in productivity and profits in measurement terms	Considering the projections, the Company has a positive outlook for increasing its revenues and productivity in the forthcoming years.
<b>IV. Disclosures</b>		
1.	Remuneration package of the appointee	As set out in this statement
2.	Details of fixed component and performance linked incentive alongwith the performance criteria	Disclosure on all elements of remuneration package of all the Directors have been made in the Corporate Governance Report which forms part of the Annual Report of the Company for FY 2017-18
3.	Service Contract, Notice Period, Severance fees	Service Contract is for a period of 3 years w.e.f. August 01, 2018 to July 31, 2021. There is no provision for Notice Period and Severance fees.
4.	Stock Options details, if any, and whether the same has been issued at a discount as well as the period over accrued and over which exercisable.	Not Applicable

The above Explanatory Statement shall be construed as an abstract of the terms of the appointment / reappointment / variations, together with a Memorandum of interest or concern of the interested Directors, as prescribed under Section 190 of the Companies Act, 2013.

Shri Rajesh Agrawal is interested in the resolution set out at Item No. 6 of the Notice.

The relatives of Shri Rajesh Agrawal may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends passing of the Special Resolution as set out at Item No. 6 of the Notice for the approval of the members.

### Item No. 7

The Board of Directors of the Company ("the Board") at its meeting held on May 22, 2018 has, subject to approval of members, re-appointed Shri Rakesh Agrawal (DIN: 00017951) as the Managing Director of the Company, for a further period of 3 (three) years with effect from October 01, 2018 to September 30, 2021, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NRC Committee') of the Board and approved by the Board of Directors.

The Board of Directors / Nomination and Remuneration Committee after due consideration and deliberation on his qualifications, experience, expertise and responsibilities shouldered by him and rising volume of Company's business and profits, thought it prudent and in the best interest of the Company that Shri Rakesh Agrawal be re-appointed as the Managing Director of the Company on the terms and conditions and remuneration as mentioned in Resolution No. 7, subject to approval of the Members of the Company by a Special Resolution.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Rakesh Agrawal are as under:

i.	<b>Salary</b>	₹ 30,00,000/- (Rupees Thirty Lakhs Only) per annum (₹ 2,50,000 p.m.)
ii.	<b>Incentive Pay</b>	Nil
iii.	<b>Perquisites (including Allowance)</b>	
	<b>Housing</b>	The Company shall provide him Unfurnished rent free residential accommodation together with amenities, facilities and utilities such as Gas, Water, Electricity and Fuel etc. as may be approved by the Board. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be valued as per Income Tax Rules, 1962.
	<b>Reimbursement of Expenses</b>	Reimbursement of entertainment, travelling, hotel and other expenses actually and properly incurred for the business of the Company subject to, however a reasonable ceiling as may be fixed by the Board of Directors
	<b>Medical Reimbursement</b>	Reimbursement of medical expenses incurred in India or abroad and including hospitalization nursing home and surgical charges and premium for medical insurance incurred for self and family

# Elegant Marbles and Grani Industries Ltd.

<b>Leave Travel Allowance</b>	Reimbursement of actual travelling expenses for leave once in a year in respect of himself and family
<b>Club Fees</b>	Fees of Clubs, subject to a maximum of two clubs. This will not include admission and life membership fees
<b>Encashment of Leave</b>	The Managing Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to en-cash the accumulated leave at the end of the tenure / retirement.
<b>Car with Driver</b>	Only for official purposes
<b>Telephone</b>	Only for official purposes

## Minimum Remuneration

Notwithstanding anything contrary herein contained, where in any financial year during the currency of tenure of the 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.

The information as required under Part II Section II (A)(iv) of Schedule V of the Companies Act, 2013 is given below:

<b>I. General Information</b>					
<b>Sr. No.</b>	<b>Particulars</b>	<b>Information</b>			
1.	Nature of the Industry	Manufacturers and providers of exclusive range of Indian and Imported Marbles and Granites			
2.	Date or expected date of commencement of commercial production	An existing company and carrying on its business operations since 1984			
3.	In case of a new company, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable			
4.	Financial Performance based on given indicators	( ₹ in lakhs)			
		<b>March 31, 2018*</b>	<b>March 31, 2017*</b>	<b>March 31, 2016</b>	
	Share Capital	366.00	450.00	450.00	
	Other Equity	8369.19	8544.18	5877.19	
	Total Income	2851.77	3483.82	3727.67	
	Profit before Tax	524.56	768.99	794.53	
	Profit after Tax	436.78	595.17	649.06	
		<i>* Figures for FY 2016-17 have been restated as per Ind AS and therefore may not be comparable with financials for FY 2016-17 approved by the Directors and disclosed in the financial statement of previous year. Figures for the FY 2017-18 are Ind AS compliant.</i>			
5.	Foreign Investments or Collaborations, if any	None			
<b>II. Information about the Appointee</b>					
1.	Background details	Shri Rakesh Agrawal is associated with the Company since its incorporation and is one of the Promoters of the Company. He is considered for re-appointment as Managing Director of the Company due to his vast experience in the industry, financial prudence, business management, marketing strategies and professional educational background. He is a qualified Marketing Professional.			
2.	Past Remuneration	Details of the remuneration paid to Shri Rakesh Agrawal during the tenure of his appointment are as follows: ( ₹ in lakhs)			
		<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>	<b>2015-16</b>
		Salary	30.00	30.00	26.00
		Perquisites	4.50	4.50	3.90
		Incentive pay	0.00	0.00	0.00
		<b>Total</b>	<b>34.50</b>	<b>34.50</b>	<b>29.90</b>

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3.	Job Profile and his suitability	Shri Rakesh Agrawal is associated with the Company since its incorporation and is one of the Promoters of the Company. His strategic business dynamics have widely contributed to the Company's performance over the years. The Company has been prospering due to his technical, marketing and managerial expertise and efforts.
4.	Comparative Remuneration Profile with respect to industry, size of Company; profile and position of the person	Considering the qualification and experience, growth of the Company, the responsibilities shouldered by him, the remuneration proposed to be paid to Shri Rakesh Agrawal is commensurate with the remuneration packages paid to similar level counterpart(s) in the Industry.
5.	Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Person	Shri Rakesh Agrawal belongs to the Promoters' category and is related to Shri Rajesh Agrawal and Ms. Yogita Agrawal, Directors of the Company. Besides remuneration being paid / proposed to be paid, he does not have any pecuniary relationship with the Company.
<b>III. Other Information</b>		
1.	Reasons of loss or inadequate profits	Business profits have been low in the F.Y. 2017-18 due to reasons attributable to overall economic recession in the industry, slowdown of real estate industry, high interest rates, impact of GST regime, overhead costs and competitive market conditions.
2.	Steps taken or proposed to be taken for improvement	Considering the market conditions prevailing globally, efforts are being made by the management to diversify its products, enhance and build customer relationships. Further, the Company has also conservatively set its targets in terms of sales and profitability.
3.	Expected increase in productivity and profits in measurement terms	Considering the projections, the Company has a positive outlook for increasing its total revenues and productivity in the forthcoming years.
<b>IV. Disclosures</b>		
1.	Remuneration package of the appointee	As set out in this statement
2.	Details of fixed component and performance linked incentive along with the performance criteria	Disclosure on all elements of remuneration package of all the Directors have been made in the Corporate Governance Report which forms part of the Annual Report of the Company for FY 2017-18.
3.	Service Contract, Notice Period, Severance fees	Service Contract is for a period of 3 years w.e.f. October 01, 2018 to September 30, 2021. There is no provision for Notice Period and Severance fees.
4.	Stock Options details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Not Applicable

The above Explanatory Statement shall be construed as an abstract of the terms of the appointment / reappointment / variations, together with a Memorandum of interest or concern of the interested Directors, as prescribed under Section 190 of the Companies Act, 2013.

Shri Rakesh Agrawal is interested in the resolution set out at Item No. 7 of the Notice.

The relatives of Shri Rakesh Agrawal may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends passing of the Special Resolution as set out at Item No. 7 of the Notice for the approval of the members.

# Elegant Marbles and Grani Industries Ltd.

## DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 26(4) AND 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

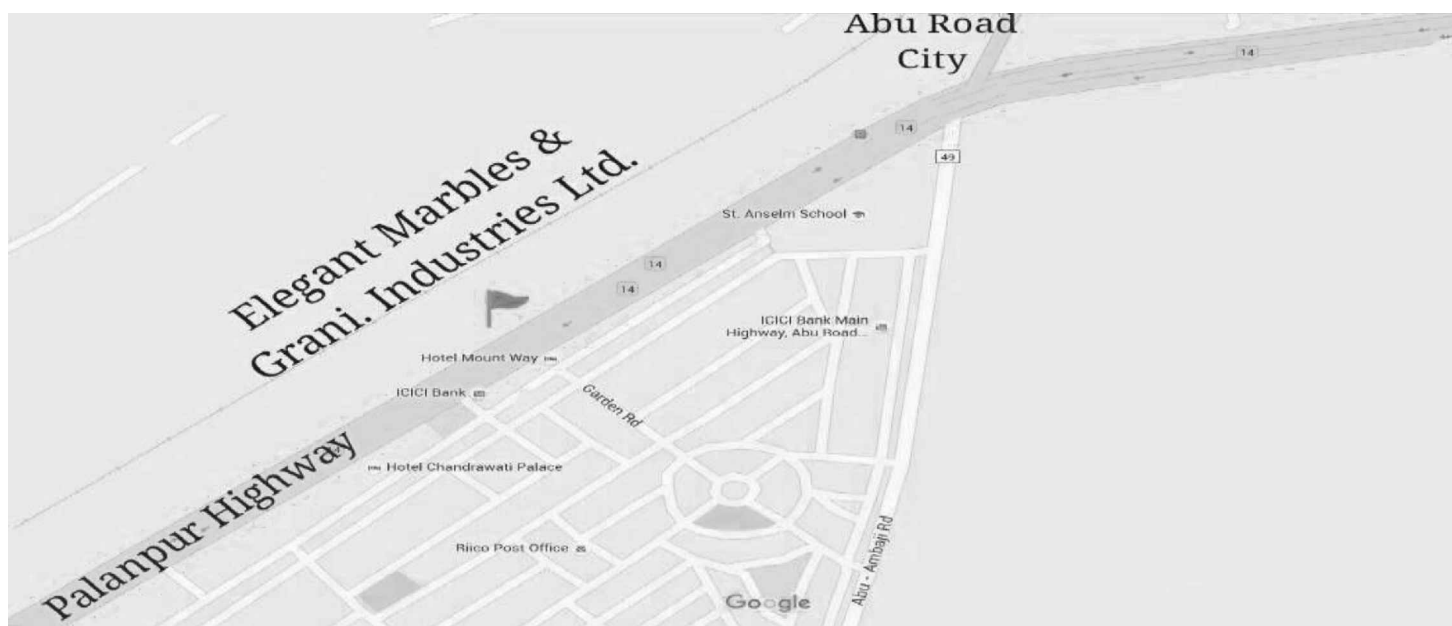
Particulars	Shri Ram Chawla	Shri Raj Kumar Mittal	Shri Rajesh Agrawal	Shri Rakesh Agrawal	Ms. Yogita Agrawal
Director Identification Number	00017992	00020255	00017931	00017951	06965966
Date of Birth (Age)	February 09, 1943 (75 years)	May 05, 1944 (74 years)	July 30, 1962 (55 years)	January 15, 1965 (53 years)	July 19, 1993 (24 years)
Nationality	Indian	Indian	Indian	Indian	Indian
Qualification	B.Sc (Eng.) & GD (Architect)	B.Com. (Hons), F.C.A.	Chartered Accountant	Bachelors in Commerce and Marketing Professional	Bachelor of Fine Arts (Product Design) at Parsons - the New School for Design, New York.
Expertise	Renowned Architect with Special Expertise in Consultancy on high end projects all around the Globe	Practicing as a Chartered Accountant under the firm name Mittal & Associates since 1976. He specializes in corporate & financial advisory services, including syndication of funds, financial restructuring & negotiated settlement	Experienced in Finance and Business Management	Experienced in Marketing and Business Management	Rich and diverse experience in various fields like furniture, ceramics, lighting, marble products and designing for special user groups and Working with the latest fabrication technology such as 3D printing, laser cutting and CNC routing.
Date of Appointment on the Board	Present term as Independent Director w.e.f. September 24, 2014	Present term as Independent Director w.e.f. September 24, 2014	November 05, 1984 (since inception)	November 05, 1984 (since inception)	September 24, 2014
Relationship with other Directors and Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Brother of Shri Rakesh Agrawal and not related to any other Director / Key Managerial Personnel	Brother of Shri Rajesh Agrawal and father of Ms. Yogita Agrawal and not related to any other Director / Key Managerial Personnel	Daughter of Shri Rakesh Agrawal and not related to any other Director / Key Managerial Personnel
No. of shares held in the Company	NIL	NIL	8,20,047 (22.41%)	7,12,592 (19.47%)	NIL
Directorships held in other Companies (excluding foreign Companies and Section 8 Companies) as on 31.03.2018	1. Chawala Architects And Consultants Private Limited 2. DHK Investment Company (Private Co With Unlimited Liability) 3. Radhka Leasing Private Limited 4. Shree Alang Gases & Air Products Private Limited 5. Sehaj Impex Private Limited 6. Mona Oxygen Private Limited	1. C.S. Enterprises Private Limited 2. Vithal Traders and Consultants Private Limited	1. Eternal Holdings Private Limited 2. Madhu Holdings Private Limited	1. Eternal Holdings Private Limited 2. Madhu Holdings Private Limited	NIL
Memberships /Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31.03.2018	NIL	NIL	NIL	NIL	NIL

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Particulars	Shri Ram Chawla	Shri Raj Kumar Mittal	Shri Rajesh Agrawal	Shri Rakesh Agrawal	Ms. Yogita Agrawal
Memberships / Chairmanships of the Committee of the Board of Directors of the Company	<u>Member:</u> 1.Audit Committee 2.Nomination and Remuneration Committee 3.Corporate Social Responsibility Committee	<u>Chairman:</u> 1.Audit Committee 2.Nomination and Remuneration Committee	<u>Chairman:</u> 1.Corporate Social Responsibility Committee <u>Member:</u> 1.Audit Committee 2.Nomination and Remuneration Committee 3.Stakeholders' Relationship Committee	<u>Member:</u> 1.Corporate Social Responsibility Committee 2.Stakeholders' Relationship Committee	<u>Chairman:</u> 1.Stakeholders' Relationship Committee

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of the above directors please refer to the Board's Report and the Corporate Governance Report.

## Route Map to the venue of the Annual General Meeting



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

**Sneha Valeja**  
 Company Secretary

**Date:** May 22, 2018

**Place:** Mumbai

**Registered Office:**

E7/9, RIICO Industrial Area,  
 Abu Road-307026 Rajasthan  
 Tel: 022-2496 0771 Fax: 91-22-24930782  
 E-mail: [elegantmarbles@gmail.com](mailto:elegantmarbles@gmail.com)  
 Website: [www.elegantmarbles.com](http://www.elegantmarbles.com)



# Elegant Marbles and Grani Industries Ltd.

## DIRECTORS' REPORT

Dear Members,

The Board of Directors of the Company are pleased to present the Thirty-Third Annual Report together with the Audited Financial Statements for the financial year ended March 31, 2018.

### 1. SUMMARY OF FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2018 is summarized below:-

Financial Results	For the Year Ended 31.03.2018 (₹ in lakhs)	For the Year Ended 31.03.2017 (₹ in lakhs)
Revenue from Operations	2,403.52	2,847.36
Other Income	448.25	636.46
<b>TOTAL INCOME</b>	<b>2,851.77</b>	<b>3,483.82</b>
<b>PROFIT BEFORE TAX</b>	<b>524.56</b>	<b>768.99</b>
Less: Current Tax	(92.33)	(175.56)
Deferred Tax	4.55	1.74
<b>PROFIT AFTER TAX</b>	<b>436.78</b>	<b>595.17</b>
Other Comprehensive Income	1,026.22	1,362.28
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>1,463.01</b>	<b>1,957.45</b>
Balance brought forward from the previous year	4,334.58	3,655.35
<b>APPROPRIATIONS</b>		
Transfer to General Reserve	60.00	60.00
Dividend on Equity Shares	-	-
Tax on Dividend	-	-

Figures for FY 2016-17 have been restated as per Ind AS and therefore may not be comparable with financials for FY 2016-17 approved by the Directors and disclosed in the financial statement of previous year.

### INDIAN ACCOUNTING STANDARDS

In terms of notification dated February 16, 2015, of the Ministry of Corporate Affairs, Indian Accounting Standards (Ind AS) are applicable to the Company from April 1, 2017 with a transition date of April 1, 2016. Ind AS has replaced the previous Indian GAAP prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014.

The reconciliation and description of the effect of the transition from previous GAAP to Ind AS has been set out in the notes to accounts in the financial statements.

### 2. BUY BACK OF EQUITY SHARES

During the year under review, the Company bought back 8,40,000 (Eight Lakh Forty Thousand Only) fully paid-up equity shares of face value of ₹10 each, representing 18.67% of the total number of equity shares in the issued, subscribed and paid-up equity share capital of the Company as on March 31, 2017. The Buyback was undertaken on a proportionate basis, from the fully paid-up Equity Shareholder(s) / beneficial owner(s) of the Equity Shares of the Company as on January 25, 2018, by way of a Tender Offer for cash at a price of ₹ 205 (Rupees Two Hundred and Five Only) per Equity Share for an aggregate amount of ₹ 17,22,00,000 excluding transaction cost(s), pursuant to shareholders approval dated January 13, 2018.

The Buyback size constituted 24.78% of the aggregate paid-up equity capital and free reserves of the Company as per the financial statements of the Company for the financial year ended March 31, 2017. Equity Shares held in demat mode accepted under the Buyback were transferred to the Company's demat account and the unaccepted demat Equity Shares were returned to respective Seller Members / custodians by the Indian Clearing Corporation Limited / BSE. The shares accepted under the Buy Back were extinguished and total issued capital was thus, then reduced to 36,60,000 equity shares of ₹ 10 each.

### 3. DIVIDENDS

With a view to preserving financial resources, the Board of Directors thought it prudent not to recommend any Dividend for the financial year ended March 31, 2018.

### 4. STATE OF THE COMPANY'S AFFAIRS

The Company achieved Revenues from Operations and Other Income (gross) of ₹ 2851.77 lakhs during the financial year ended March 31, 2018, a decline of approx. 18% from the previous year, owing to impact of higher rate of GST imposed upon the industry in its introductory phase. It is also attributable to slow down in real estate industry. The profit after tax has declined by approx. 26% during the year. However, the portfolio investments of the Company command an increased realizable value. The Management is confident of rebound with decent growth in the forthcoming years.

Detailed analysis and future outlook of the Company's business are dealt in the Management Discussion and Analysis Report.

# 33rd Annual Report 2017-2018

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## 5. BUSINESS OVERVIEW

The Company continues to maintain its reputation as one of the most reputed manufacturers & providers of choicest and exclusive range of Indian & Imported Marbles & 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 has recently embarked on marketing its products through e-commerce on its website thereby keeping itself abreast with the latest trends in marketing and accepting the changing customer demands and aspirations. Online marketing is expected to assist the Company to strive in the world of e-commerce keeping watch on customers buying habits, expansion of market for niche products, Inventory Management and various other benefits thereby targeting the untapped online market in order to enhance the top line and revenue by achieving economies of scale.

Aggressive marketing and rational utilization of resources by the management of the Company has been an ongoing process as usual.

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.

### Customer Relationships

The 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 continues its efforts to widen 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.

The Company has also gained and maintained reputation for importing and distributing only the highest quality stone while providing clients with personalized, detailed attention in selecting the right material for their projects.

### Personnel & Performance

The 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. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), is presented in a separate section forming part of the Annual Report.

## 7. MATERIAL CHANGES AFFECTING THE COMPANY AND COMMITMENT

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this Report, except for buyback of equity shares as aforesaid. There has been no change in the nature of business of the Company.

## 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 provided in Annexure A and is attached to this report.

## 9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Company has in place a Risk Management Policy, pursuant to Section 134 of the Act. This robust Risk Management framework enables identification and evaluation of business risks and opportunities, seeks to create transparency, minimize adverse impact on business objectives and enhance the Company's competitive advantage.

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, Compliance and Information Security.

Further, the Board ensures risk reporting and updates, risk policy compliances and provides 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 Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board and the same has been hosted on the Company's website at [www.elegantmarbles.com](http://www.elegantmarbles.com).

Pursuant to section 135 of the Companies Act, 2013, the Company continues to implement its Corporate Social Responsibility initiatives furthering the National Theme of the Hon'ble Prime Minister Shri Narendra Modi of "BETI PADHAO BETI BACHAO" by contributing ₹14,50,000 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 pursuant to Section 186 of the Companies Act, 2013 by the Company, to other Body Corporates or persons are given in notes to the financial statements.

## 12. PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company did not enter into any contract/ arrangement/ transaction with related parties, which could be considered material, in accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

# Elegant Marbles and Grani Industries Ltd.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website [www.elegantmarbles.com](http://www.elegantmarbles.com). The particulars as required under the Act are furnished in Annexure C (Form No. AOC-2) to this Report.

## 13. AUDITORS AND AUDITORS REPORT

### a. Statutory Auditors

Pursuant to the provisions of Section 139(1) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s SDBA & Co (Registration No. 116560W/W100149), Chartered Accountants, were appointed in 31<sup>st</sup> Annual General Meeting ("AGM") as the Statutory Auditors of the Company, for a term of 3 years, subject to the ratification by Members in every AGM. The Company has received necessary certificate from the Auditors pursuant to Section 139 and 141 of the Companies Act, 2013 regarding their eligibility for appointment. In pursuance of the provisions of Section 139 of the Act, appropriate resolution for ratification of the appointment of M/s SDBA & Co as the Statutory Auditors of the Company is being placed at the ensuing AGM.

### Auditors Report

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remark.

### b. Secretarial Auditor and Secretarial Audit Report

The Board appointed Shri Virendra G. Bhatt, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as Annexure D to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### c. Cost Audit

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is not required to maintain cost records and conduct cost audit.

## 14. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith marked as Annexure E Report.

## 15. POLICY RELATING TO DIRECTORS APPOINTMENT AND REMUNERATION ETC.

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 have been disclosed in the Corporate Governance Report, which forms part of this Report.

## 16. ANNUAL EVALUATION OF BOARD'S PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual performance evaluation of the working of its own performance, the Directors individually as well as evaluation of its Committees.

The Board and Nomination and Remuneration Committee reviewed the performance of Individual Directors, the Board as a whole, Committees of the Board and Chairman and Managing Director after taking into consideration feedback received from Directors. The evaluation was done on various parameters such as vision and strategy, participation, disclosures of interests, good governance, leadership skills, operations, business development, human resources development, corporate communication etc. The feedback received from Directors were then consolidated and placed before the Committee / Board for its evaluation. The Directors expressed their satisfaction with the evaluation process.

## 17. 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 annexed herewith marked as Annexure F to this Report.

## 18. BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2017-18

During the financial year 2017-18, four (4) Board Meetings were held on May 26, 2017, September 12, 2017, November 28, 2017 and February 13, 2018, details of which are furnished in the Corporate Governance Report forming part of this Report. The gap between any two Meetings did not exceed 120 days.

## 19. DIRECTORS RESPONSIBILITY STATEMENT

In terms of the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, the Board of Directors, in respect of the year ended March 31, 2018, hereby confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- they 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;
- they 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;
- they had prepared the annual accounts on a going concern basis;
- they had laid down proper internal financial controls to be followed by the Company and that such internal financial controls were adequate and were operating effectively; and

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- f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

## 20. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate company. Hence, disclosure of statement containing salient features of the Financial Statements of Subsidiaries/Associate Companies/Joint Ventures in Form AOC-1 is not applicable to the Company.

## 21. 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.

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

The Company has received disclosures in Form DIR – 8 from all the Directors' of the Company and has noted that the none of the Director is disqualified under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

## 23. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013, Ms. Yogita Agrawal, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

The term of Shri Rajesh Agrawal, Chairman and Managing Director and Shri Rakesh Agrawal, Managing Director expires on July 31, 2018 and September 30, 2018, respectively. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved re-appointment of Shri Rajesh Agrawal as the Chairman and Managing Director and Shri Rakesh Agrawal as the Managing Director for a period of 3 (three) years with effect from August 01, 2018 and October 01, 2018, respectively, subject to approval of shareholders, on terms and conditions as set out in the explanatory statement annexed to the notice of the general meeting.

During the year, Ms. Heena Joshi, Company Secretary and Compliance Officer of the Company, tendered her resignation on personal grounds and was relieved from her responsibility with effect from August 16, 2017. Subsequently, Ms. Sneha Valeja, a member of Institute of Company Secretaries of India, was appointed as the Company Secretary and Compliance Officer of the Company with effect from September 12, 2017.

## 24. DECLARATION OF INDEPENDENT DIRECTORS

The Company has received declarations from all Independent Directors of the Company, confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013, as amended by Companies (Amendment) Act, 2017.

## 25. INTERNAL FINANCIAL CONTROL SYSTEM

The Company continuously evolves in strengthening its internal control processes and has appointed M/s. Deepak Mehta & Associates, Chartered Accountants, as the Internal Auditor 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.

## 26. CORPORATE GOVERNANCE

A detailed Report on Corporate Governance, pursuant to the requirements of Regulation 34(3) of the Listing Regulations forms an integral part of this Report. A Certificate from the Auditors of the Company, M/s SDBA & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under Schedule V(E) of the Listing Regulations, is annexed to this Report.

The Business Responsibility Reporting as required by Regulation 34(2) of the Listing Regulations is not applicable to the Company for the financial year ending March 31, 2018.

The Vigil Mechanism of the Company also incorporates a Whistle Blower Policy in terms of the Listing Regulations thereby establishing a vigil mechanism for Directors and permanent employees for reporting genuine concerns, if any. Protected disclosures can be made by a whistle blower to the Chairman of the Audit Committee. The policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link: <https://www.elegantmarbles.com/policies/>.

## 27. 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 presented in the Corporate Governance Report. The Board has accepted all the recommendations of the Audit Committee during the year under review.

## 28. GENERAL

The Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year:

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.

# Elegant Marbles and Grani Industries Ltd.

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- Issue of sweat equity shares, bonus shares or employees stock option plan.
- The Company has constituted Anti Sexual Harassment Committee and during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- There were no frauds reported by the Auditors under Sub section (12) of Section 143 of the Companies (Amendment) Act, 2015, to the Audit Committee, Board of Directors or Central Government.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

## 29. ACKNOWLEDGMENTS

The Company will soon complete glorious 33 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. The Directors are proud of this rich heritage and thank all our stakeholders who have contributed to the success of the Company.

The 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, the Company's achievements would not have been possible.

The 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 Directors  
**Elegant Marbles and Grani Industries Limited**

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

Date: May 22, 2018

Place: Mumbai

## ANNEXURE A 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 reduced and prudent consumption and conservation 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

Foreign exchange used during the year: ₹ 514.46 lakhs

For and on behalf of the Board of Directors  
**Elegant Marbles and Grani Industries Limited**

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

Date: May 22, 2018

Place: Mumbai

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## ANNEXURE B TO DIRECTORS' REPORT Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2017-18

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.	<b>FOCUS AREAS:</b> <ul style="list-style-type: none"> <li>• Eradicating hunger, poverty, malnutrition and sanitation;</li> <li>• Promoting education (primary, secondary or higher education and studies more particularly for girls );</li> <li>• Promoting gender equality, empowering women;</li> <li>• Ensuring environmental sustainability, ecological balance, protection of flora and fauna, conservation of natural resources;</li> <li>• Protection of national heritage, art and culture;</li> <li>• Promotion and encouragement of training of cottage industries and handicrafts industries and other useful crafts;</li> <li>• Any other activities as may be recommended by the Committee and approved by the Board. 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 <a href="http://elegantmarbles.com/wp-content/uploads/2016/01/CSR-Policy.pdf">http://elegantmarbles.com/wp-content/uploads/2016/01/CSR-Policy.pdf</a></li> </ul>
2	Composition of the CSR Committee	1. SHRI RAJESH AGRAWAL - Chairman 2. SHRI RAKESH AGRAWAL - Member 3. SHRI RAM CHAWLA (Independent Director) - Member
3	Average net profit of the company for last three financial years	₹ 6,91,86,978
4	Prescribed CSR Expenditure(two per cent. of the amount as in item 3 above)	₹ 13,83,740
5	Details of CSR spent during the financial year	
	Total amount to be spent for the financial year	₹ 13,83,740
	Total amount spent during the financial year	₹ 14,50,000
	Amount unspent, if any	Nil
	Manner in which the amount spent during the financial year is detailed below	Details given below

Sr.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	₹ 14,50,000	₹ 14,50,000	₹ 14,50,000	₹ 14,50,000

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 - **Not Applicable**
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 Directors  
Elegant Marbles and Grani Industries Limited

Rajesh Agrawal  
Chairman and Managing Director  
DIN: 00017931

Date: May 22, 2018  
Place: Mumbai

For and on behalf of the CSR Committee  
Elegant Marbles and Grani Industries Limited

Rajesh Agrawal  
Chairman of CSR Committee  
DIN: 00017931

Date: May 22, 2018  
Place: Mumbai

# Elegant Marbles and Grani Industries Ltd.

## ANNEXURE C TO DIRECTORS' REPORT Form No. AOC-2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013, including arm's length transactions under third proviso thereto:**

1. **Details of contracts or arrangements or transactions not at arm's length basis:** Not Applicable
2. **Details of material contracts or arrangement or transactions at arm's length basis:** Not Applicable

For and on behalf of the Board of Directors  
**Elegant Marbles and Grani Industries Limited**

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

Date: May 22, 2018  
Place: Mumbai

## ANNEXURE D DIRECTORS' REPORT SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[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 statutory registers, papers, minute books, forms and returns filed with the ROC 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, 2018 prima facie complied with the statutory provisions listed hereunder:

I have examined the statutory registers, papers, minutes books, forms and returns filed with the ROC and other records maintained by Elegant Marbles and Grani Industries Limited ("the Company") for the financial year ended on March 31, 2018 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;
- (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 there under 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 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, 2015;
  - (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31<sup>st</sup> March, 2018:-
  - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulation, 2014;
  - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities ) Regulations, 2008;
  - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (e) 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;
- (vi) Based on the representation given by the Management of the Company, it is observed that there are no such laws which are specifically applicable to

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the business of the Company. It is confirmed by the Management that the Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

(vii) I have also examined compliance with the applicable clauses of the following:

- (a) The Listing Agreements entered into by company with BSE Limited Read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (b) Secretarial Standards 1 & 2 issued by The Institute of Company Secretaries of India.

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

I further report that :

- I. I have not examine the financial statements and accuracy of financial figures for, Sales Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Ind AS 24 & note on foreign currency transactions during our audit period. I rely on observation & qualification if any made by statutory auditor's of the company in his report.
- II. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.
- III. As per the information provided prima facie 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.
- IV. As per the information provided majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- V. There are prima facie adequate systems & processes in the Company commensurate with the size & operations of the Company to monitor & ensure compliance with applicable laws, rules, regulations & guidelines.
- VI. 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.
- VII. During the audit period the Company has Buy Back its 8,40,000 (Eight lakh forty thousand only) fully paid-up equity shares of face value of Rs. 10 each, representing 18.67% of the total number of equity shares.
- VIII. The Company had passed the Special Resolution for making Investments as described therein pursuant to the Section 186 of the Companies Act, 2013 for an aggregate limit not exceeding Rs. 200 crores, which does not specified mention the group / name of Companies.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.

**Virendra Bhatt**  
**ACS No – 1157**  
**COP No – 124**

**Place: Mumbai**  
**Date: May 22, 2018**



# Elegant Marbles and Grani Industries Ltd.

## ANNEXURE E TO DIRECTORS' REPORT

Information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

**I. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:**

Name of Directors	Ratio to median
Shri Rajesh Agrawal – Chairman and Managing Director	20.41
Shri Rakesh Agrawal – Managing Director	20.41

*Non-Executive Directors received no remuneration, except sitting fees for attending Board / Committee meetings. The details of sitting fees paid to Non-Executive Directors is provided in Corporate Governance Report.*

**II. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

There was no change in the remuneration of Directors. The percentage increase in the remuneration of Chief Financial Officer is 11.46%. The Company Secretary was appointed during the year and hence the percentage increase is not comparable.

**III. The median remuneration of employees in the financial year 2017-18:**

The median remuneration of the employees of the Company during the financial year was ₹ 1,69,000. In computing the median aforesaid, the financial details of employees serving for not less than 12 months is taken into consideration.

**IV. The number of permanent employees on the rolls of Company as on March 31, 2018:** 52 employees.

**V. Average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The Average percentile increase is 5% and there is no change in Managerial Remuneration.

**VI. Affirmation that the remuneration is as per the remuneration policy of the Company:**

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid is as per its remuneration policy. The particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as none of the employees draw salary in excess of the limits prescribed under the Act. The Report and the Accounts are being sent to the Members excluding the statement containing the names of top ten Employees in terms of Remuneration drawn. In terms of Section 136 of the Act, the details of top ten Employees are open for its inspection at the Registered Office of the Company. Any Shareholder interested in obtaining a copy of the same may write to the Company Secretary.

For and on behalf of the Board of Directors  
**Elegant Marbles and Grani Industries Limited**

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

Date: May 22, 2018  
Place: Mumbai

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## ANNEXURE F TO DIRECTORS' REPORT

Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

as on the Financial Year ended on 31st March, 2018

[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 :

CIN	L14101RJ1984PLC003134
Registration Date	November 05, 1984
Name of the Company	Elegant Marbles and Grani Industries Limited
Category / Sub-Category of the Company	Company Limited by Shares
Address of the Registered Office and Contact Details	E-7/9, RIICO Industrial Area, Abu Road, Rajasthan. Telfax No.: 022-24960771   E-mail : elegantmarbles@gmail.com Web : www.elegantmarbles.com
Whether listed Company	Yes
Name, Address and Contract details of Registrar and Transfer Agent, if any:	Universal Capital Securities Pvt. Ltd. 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Telephone : 022-2820 7203   Fax : 022-28207207 Website : www.unisec.in   E-mail : info@unisec.in

#### 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	Cutting, Shaping and Finishing of Stone (Particularly Manufacturer, Exporter & Importer of Quality Granites & Marbles)	23960	100%

\* As per National Industrial Classification-2008, Ministry of Statistics and Programme Implementation.

#### 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.

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 (i.e. April 1, 2017)*				No. of Shares held at the end of the year (i.e. March 31, 2018) <sup>s</sup>				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	32,52,400	-	32,52,400	72.28	25,95,176	-	25,95,176	70.91	(1.37)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>32,52,400</b>	<b>-</b>	<b>32,52,400</b>	<b>72.28</b>	<b>25,95,176</b>	<b>-</b>	<b>25,95,176</b>	<b>70.91</b>	<b>(1.37)</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>32,52,400</b>	<b>-</b>	<b>32,52,400</b>	<b>72.28</b>	<b>25,95,176</b>	<b>-</b>	<b>25,95,176</b>	<b>70.91</b>	<b>(1.37)</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	600	600	0.01	-	600	600	0.02	0.01
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>600</b>	<b>600</b>	<b>0.01</b>	<b>-</b>	<b>600</b>	<b>600</b>	<b>0.02</b>	<b>0.01</b>

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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 (i.e. April 1, 2017)*				No. of Shares held at the end of the year (i.e. March 31, 2018) <sup>§</sup>				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	2,41,771	2,100	2,43,871	5.42	2,06,811	700	2,07,511	5.67	0.25
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3,29,337	67,010	3,96,347	8.81	2,20,173	45,722	2,65,895	7.27	(1.54)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	5,44,161	-	5,44,161	12.09	5,19,563	-	5,19,563	14.20	2.11
<b>c) Others</b>									
i) Clearing members	9,758	-	9,758	0.22	33,891	-	33,891	0.93	0.71
ii) NRI/OCBs	3,156	-	3,156	0.07	1,597	-	1,597	0.04	(0.03)
iii) HUF	49,707	-	49,707	1.11	14,867	-	14,867	0.41	(0.7)
iv) IEPF Authority	-	-	-	-	20,900	-	20,900	0.57	0.57
<b>Sub-total (B)(2):-</b>	<b>11,77,890</b>	<b>61,110</b>	<b>12,47,000</b>	<b>27.71</b>	<b>10,17,802</b>	<b>46,422</b>	<b>10,64,224</b>	<b>29.08</b>	<b>1.37</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>11,77,890</b>	<b>69,710</b>	<b>12,47,600</b>	<b>27.72</b>	<b>10,17,802</b>	<b>47,022</b>	<b>10,64,824</b>	<b>29.09</b>	<b>1.37</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>44,30,290</b>	<b>69,710</b>	<b>45,00,000</b>	<b>100</b>	<b>36,12,978</b>		<b>36,60,000</b>	<b>100</b>	<b>0</b>

\* Calculated on the basis of Pre-Buyback No. of equity shares of the Company as on April 01, 2017

§ Calculated on the basis of Post-Buyback No. of equity shares of the Company as on March 31, 2018

(ii) Shareholding of Promoters								
Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. April 01, 2017			Shareholding at the end of the year i.e. March 31, 2018			% 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 <sup>§</sup>	% of Shares Pledged / encumbered to total shares	
1	Alka Agrawal	5,45,000	12.11	-	4,21,745	11.52	-	(0.59)
2	Divya Agrawal	5,25,000	11.67	-	4,03,345	11.02	-	(0.65)
3	Gita Agrawal	2,70,000	6.00	-	2,21,847	6.06	-	0.06
4	Indu Agrawal	15,600	0.35	-	15,600	0.43	-	0.08
5	Rajesh Agrawal	10,06,800	22.37	-	8,20,047	22.41	-	0.04
6	Rakesh Agrawal	8,90,000	19.78	-	7,12,592	19.47	-	(0.31)
	<b>TOTAL</b>	<b>32,52,400</b>	<b>72.28</b>	<b>-</b>	<b>25,95,176</b>	<b>70.91</b>	<b>-</b>	<b>(1.37)</b>

\* Calculated on the basis of Pre-Buyback No. of equity shares of the Company as on April 01, 2017

§ Calculated on the basis of Post-Buyback No. of equity shares of the Company as on March 31, 2018

# Elegant Marbles and Grani Industries Ltd.

<b>(iii) Change in Promoters' Shareholding</b>						
Sr. No.	Particulars	Shareholding at the beginning of the year i.e. April 01, 2017		Increase / Decrease	Cumulative Shareholding at the end of the year i.e. March 31, 2018	
		No. of Shares	% of total Shares of the company *	No. of Shares	No. of Shares	% of total shares of the company <sup>s</sup>
1	Alka Agrawal	5,45,000	12.11	-	-	-
	Buyback of shares on March 26, 2018	-	-	(1,23,255)	4,21,745	11.52
2	Divya Agrawal	5,25,000	11.67	-	-	-
	Buyback of shares on March 26, 2018	-	-	(1,21,655)	4,03,345	11.02
3	Gita Agrawal	2,70,000	06.00	-	-	-
	Buyback of shares on March 26, 2018	-	-	(48,153)	2,21,847	6.06
4	Indu Agrawal	15,600	0.35	-	-	-
	Buyback of shares on March 26, 2018	-	-	0	15,600	0.43
5	Rajesh Agrawal	10,06,800	22.37	-	-	-
	Buyback of shares on March 26, 2018	-	-	(1,86,753)	8,20,047	22.41
6	Rakesh Agrawal	8,90,000	19.78	-	-	-
	Buyback of shares on March 26, 2018	-	-	(1,77,408)	7,12,592	19.47

\* Calculated on the basis of Pre-Buyback No. of equity shares of the Company as on April 01, 2017

§ Calculated on the basis of Post-Buyback No. of equity shares of the Company as on March 31, 2018

<b>(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)</b>								
Sr. No.	Particulars	Shareholding at the beginning of the year i.e. April 01, 2017		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding at the end of the year i.e. March 31, 2018	
		No. of Shares	% of total Shares of the company *				No. of Shares	% of total shares of the company <sup>s</sup>
1	<b>Clairvoyance Energy Private Limited</b>	1,11,306	2.47	-	No change	-	1,11,306	3.04
2	<b>Raxa Mayur Parikh</b>	1,10,000	2.44					
				19.01.2018	(60,000)	Transfer	50,000	1.37
				16.03.2018	(15,000)	Transfer	35,000	0.96
				30.03.2018	3,035	Transfer	38,035	1.04
3	<b>Mayur Rajendrabhai Parikh</b>			31.03.2018			38,035	1.04
		1,10,000	2.44					
				29.12.2017	(10,037)	Transfer	99,963	2.73
				05.01.2018	(4,874)	Transfer	95,089	2.6
				12.01.2018	(1,741)	Transfer	93,348	2.55
				19.01.2018	(43,348)	Transfer	50,000	1.37
				16.03.2018	(15,000)	Transfer	35,000	0.96
4	<b>Sapna Niraj Ved</b>			30.03.2018	3,035	Transfer	38,035	1.04
				31.03.2018			38,035	1.04
5	<b>Niraj Mansukhlal Ved</b>	1,10,000	2.44	-	No change	-	1,10,000	3.01
6	<b>Ssk Scripts Pvt.Ltd</b>	87,249	1.94	-	No change	-	87,249	2.38

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)								
Sr. No.	Particulars	Shareholding at the beginning of the year i.e. April 01, 2017		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding at the end of the year i.e. March 31, 2018	
		No. of Shares	% of total Shares of the company *				No. of Shares	% of total shares of the company <sup>§</sup>
7	Subramanian P	71,544	1.59					
				14.04.2017	(374)	Transfer	71,170	1.94
				31.03.2018			71,170	1.94
8	Value Rock Broking Services Private Limited	29,000	0.64					
				14.04.2017	(29,000)	Transfer	0	0
				31.03.2018			0	0
9	K A Gandhi (HUF)	23,000	0.51					
				22.12.2017	(23,000)	Transfer	0	0
				31.03.2018			0	0
10	Nalini Sandeep Nemani	17,617	0.39	-	No change	-	17,617	0.48
11	Mita Deepak Shah	0	0					
				14.04.2017	28,187	Transfer	28,187	0.77
				28.04.2017	19,402	Transfer	47,589	1.3
				12.05.2017	2,411	Transfer	50,000	1.37
				19.05.2017	625	Transfer	50,625	1.38
				26.05.2017	2,000	Transfer	52,625	1.44
				16.06.2017	1,000	Transfer	53,625	1.47
				31.03.2018	-	-	53,625	
12	Varsha Ramesh Parikh	0	0					
				14.04.2017	2,000	Transfer	2,000	0.05
				28.04.2017	9,615	Transfer	11,615	0.32
				05.05.2017	583	Transfer	12,198	0.33
				12.05.2017	5,056	Transfer	17,254	0.47
				19.05.2017	1,193	Transfer	18,447	0.5
				26.05.2017	4,000	Transfer	22,447	0.61
				09.06.2017	1,532	Transfer	23,979	0.66
				07.07.2017	1,500	Transfer	25,479	0.70
				14.07.2017	1,065	Transfer	26,544	0.73
				21.07.2017	1,118	Transfer	27,662	0.76
				28.07.2017	1,297	Transfer	28,959	0.79
				11.08.2017	624	Transfer	29,583	0.81
				18.08.2017	500	Transfer	30,083	0.82
				13.10.2017	996	Transfer	31,079	0.85
				27.10.2017	1,784	Transfer	32,863	0.90
				03.11.2017	8	Transfer	32,871	0.90
				10.11.2017	46	Transfer	32,917	0.90
				17.11.2017	50	Transfer	32,967	0.90
				24.11.2017	2,013	Transfer	34,980	0.96
				02.02.2018	1,895	Transfer	36,875	1.01
				09.02.2018	125	Transfer	37,000	1.01
				16.02.2018	748	Transfer	37,748	1.03
		02.03.2018	815	Transfer	38,563	1.05		
		31.03.2018			38,563	1.05		
13	Greshma Finvest Private Limited	1,524	0.03					
				14.04.2017	29,000	Transfer	30,524	0.83
				31.03.2018			30,524	0.83

\* Calculated on the basis of Pre-Buyback No. of equity shares of the Company as on April 01, 2017

§ Calculated on the basis of Post-Buyback No. of equity shares of the Company as on March 31, 2018

# Elegant Marbles and Grani Industries Ltd.

(v) Shareholding of Directors and Key Managerial Personnel:					
Sr. No.	Details of each of the Directors and KMP	Shareholding at the beginning of the year i.e. April 01, 2017		Cumulative Shareholding at the end of the year i.e. March 31, 2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company <sup>s</sup>
1	Shri Rajesh Agrawal - Chairman and Managing Director	10,06,800	22.37*	-	-
	Buyback of shares on March 26, 2018	(1,86,753)	0.04	8,20,047	22.41
2	Shri Rakesh Agrawal - Managing Director	8,90,000	19.78*	-	-
	Buyback of shares on March 26, 2018	(1,77,408)	(0.31)	7,12,592	19.47
3	Ms. Yogita Agrawal - Non Executive Woman Director	-	-	-	-
4	Shri Raj Kumar Mittal - Non Executive Independent Director	-	-	-	-
5	Shri Ram Chawla - Non Executive Independent Director	-	-	-	-
6	Shri Om Parkash Singal - Non Executive Independent Director	-	-	-	-
7	Shri Hitesh Kothari - Chief Financial Officer (KMP)	-	-	-	-
8	Ms. Sneha Valeja - Company Secretary (KMP)	-	-	-	-

\* Calculated on the basis of Pre-Buyback No. of equity shares of the Company as on April 01, 2017

\$ Calculated on the basis of Post-Buyback No. of equity shares of the Company as on March 31, 2018

V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid	_____NIL_____			NIL
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	_____NIL_____			NIL
<b>Change in Indebtedness during the financial year</b>				
• Addition				
• Reduction	NOT APPLICABLE			
<b>Net Change</b>	NIL			
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid	_____NIL_____			NIL
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	NIL			

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
(₹ in lakhs)				
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:				
Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		SHRI RAJESH AGRAWAL	SHRI RAKESH AGRAWAL	
1	Gross salary	30.00	30.00	60.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (In Rupees)			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (In Rupees)	4.50	4.50	9.00
	(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	-	-	-
	<b>Total</b>	34.50	34.50	69.00

B. Remuneration to Other Directors					
(₹ in lakhs)					
Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Independent Directors	Shri Ram Chawla	Shri Rajkumar Mittal	
1	Fee for attending Board / Committee meetings	0.55	0.55	0.40	1.50
	Commission	-	-	-	-
	Others	-	-	-	-
	<b>TOTAL (1)</b>	0.55	0.55	0.40	1.50
	<b>Other Non-Executive Directors</b>	<b>Ms. Yogita Agrawal</b>			
2	Fee for attending Board / Committee meetings	0.15	-	-	0.15
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>TOTAL (2)</b>	0.15	-	-	0.15
	<b>TOTAL(1+2)</b>				<b>1.65</b>



# Elegant Marbles and Grani Industries Ltd.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD <span style="float: right;">( ₹ in lakhs)</span>				
Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Shri Hitesh Kothari Chief Financial Officer	Ms. Sneha Valeja Company Secretary*	Ms. Heena Ajay Joshi <sup>5</sup>
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961(In Rupees)	5.35	2.05	1.14
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.
4	Commission - as % of profit - others, specify...	-	-	-
5	Others	-	-	-
	<b>TOTAL</b>	<b>5.35</b>	<b>2.05</b>	<b>1.14</b>

\* Appointed as Company Secretary w.e.f. September 12, 2017

§ Resigned as Company Secretary w.e.f. August 16, 2017.

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)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment					
Compounding					

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management at Elegant Marbles and Grani Industries Limited is pleased to present the Management Discussion and Analysis Report which provides an insight of the Company's business, Industry structure, developments, outlook, opportunities, concern areas and performance of the Company with respect to the operations and other relevant information. This Report forms part of the compliance report on Corporate Governance.

### BUSINESS OF THE COMPANY

**Elegant Marbles** has evolved through a simple thought way back in 1984 – the thought that the country deserves nothing short of the best when it comes to marbles and granites. Glancing at the past trends, makes the Company proud of the fact that it has managed to live up to the 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, striving even further for the best. It's 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 multiple colours to choose from.

**Elegant Marbles** continues to handpick 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

India has witnessed a major economic reform in terms of tax regime with introduction of Goods & Service Tax (GST) from 1st July, 2017. This tax regime, being at the nascent stage, is expected to result in improvement in logistics and faster movements of goods on one side and indirect tax reforms on the other side. The revitalisation of global economy continued during the financial year 2017-18 and the global economy ended with a lower benchmark owing to fears of trade work between developed economics. In spite of global tremors, the financial year concluded on a better footing having the positive impact on the industry in varied ways.

The investors' confidence in this volatile environment was reflected by being bullish and taking an advantage of the correction phase of capital markets during the year under review. And thus, the business growth has experienced good flow. Infrastructure, high end architectures coupled 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 prosperous future ahead. The Industry strike witnessed during the year for reduction of GST Tax rates had a positive end with demand and purchases being rebounded.

### ECONOMIC OVERVIEW (2017-18)

The Indian Economy has turned around dramatically with the real GDP growth rate of 7%, making India one of the fastest growing large economies in the world. This is witnessed with the World Bank commentaries recognising India as one of the global player. The growth in the next financial year is expected to boom between 8 to 8.5% with predictions for a double digit rate seeming feasible.

The policies of the Narendra Modi Government to transform India through “**MAKE IN INDIA**” and “**SKILL INDIA**” initiatives has yielded results with the country transformation of emerging as the business hotspot and Foreign Investment destination.

### 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, equipped and updated to take advantage of the buoyant real estate demand which will generate a huge demand for the Company's multiple products.

Emerging out of the volatile economic situations 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 comfortably placed and should see heightened demands in the days to come.

# Elegant Marbles and Grani Industries Ltd.

## FINANCIAL AND OPERATIONAL PERFORMANCE

The table below gives the Company's financial performance for 2017-18 compared with 2016-17:

(₹ in lakhs)

	Financial Year 2017-18	Financial Year 2016-17
Revenue from Operations	2,403.52	2,847.36
Other Income	448.25	636.46
<b>TOTAL INCOME</b>	<b>2,851.77</b>	<b>3,483.82</b>
<b>PROFIT BEFORE TAX</b>	<b>524.56</b>	<b>768.99</b>
Less: Current Tax	(92.33)	(175.56)
Deferred Tax	4.55	1.74
<b>PROFIT AFTER TAX</b>	<b>436.78</b>	<b>595.17</b>
Other Comprehensive Income	1,026.22	1,362.28
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>1,463.01</b>	<b>1,957.45</b>
Balance brought forward from the previous year	4,334.58	3,655.35
<b>APPROPRIATIONS</b>		
Transfer to General Reserve	60.00	60.00
Dividend on Equity Shares	-	-
Tax on Dividend	-	-

Figures for FY 2016-17 have been restated as per Ind AS and therefore may not be comparable with financials for FY 2016-17 approved by the Directors and disclosed in the financial statement of previous year.

## SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

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

## OPPORTUNITIES AND THREATS

There are diverse opportunities in Marble & Granite industry due to large scale investment in Infrastructure, modern day architecture, interior designing, construction reforms and real estate activities. The constant growth of the Industry has escalated the demand for marbles and granites substantially both in domestic and international markets.

Further, the World is indeed becoming a Global city. Your company believes that niche opportunities exist in the Global arena which, if exploited, would yield positive results. The company has accordingly built a business model tapping these opportunities and is also aligning its strategies to utilise opportunities in the domestic market. Your company deals in special range of Granite & Marbles having exquisite textures, designs and colours for which the overseas and domestic markets, both are very demanding. Presently, it is one of the few companies which offer all natural stone products under one roof to the buyers. The demand for top quality natural stone products is also increasing in the domestic market and the company has setup Retail outlets at prime location of the country's financial capital – Mumbai so as to cater to the local demand for quality products. However, the number of natural stone exporters from India as well as local dealers dealing in imported and other natural stones catering to domestic market are increasing, thus reducing the margins and making the business competitive. The availability of manufactured stone products as an alternative to natural stones is also likely to affect the performance of the company.

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.

Your Company has the necessary expertise and flexibility to quickly adapt to the changing market condition and capture the growth in sales leading to growth for the Company.

## FUTURE OUTLOOK

India's economy is well placed to grow at a robust pace over the next five years owing to strong domestic consumption and increase in government spending on infrastructure. The implementation analysis and review of Goods & Service Tax (GST) mechanism will further simplify the supply chain and improve the operating environment and will act as an additional driver of consolidation at all levels market.

The Company is alert and in touch with the ground realities of the business dynamics and is confident of increasing its market share in all the spheres emerging as 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 investments when attractive opportunities arise.

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## THREATS AND RISK MANAGEMENT

Risks are an inherent part of business which cannot be avoided but its robust identification and management can overcome its effects. The Company has in place a designated Risk Management policy which is designed to overcome adverse Industry fluctuations to successfully flourish the business at a reputable pace. The Company provides updates on risk management to the Audit Committee of the Board of Directors of the Company on a regular basis.

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 in-time 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.

The Company thereby 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 has a sound internal control system, which ensures that (a) its financial reports are reliable, (b) its operations are effective and efficient, and (c) its activities comply with applicable laws and regulations. The internal control systems are further supplemented by internal audit carried out by an independent Chartered Accountant and periodical review by the Management. The Internal Audit process is designed to review the adequacy of internal control checks in the system and covers all the significant areas of the Company's operations.

The Audit Committee of the Board of Directors reviews the adequacy and effectiveness of the internal control systems and tracks the implementation of corrective actions. Significant audit observations and corrective actions taken by the Management are presented to the Audit Committee. To maintain its objectivity and independence, the Internal Audit reports are submitted to the Chairman of the Audit Committee. Audit Committee plays a key role in providing assurance to the Board of Directors.

## HUMAN RESOURCES

The primary objective of Human Resource (HR) is to attract and retain talent with requisite competencies. Effective Human Resource Management enables employees to contribute effectively and productively to the overall company growth and the accomplishment of the organization's goals and objectives. The Human Resource Management of our organization deals with and provides leadership and advice for dealing with all issues related to the people in the organization. They also help in attaining maximum individual development and desirable working relationship.

The Company considers 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 and marketing. The employees are motivated and promoted with good work culture, training, remuneration packages and ethical 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.

The Company has constituted Anti Sexual Harassment Committee and there is a policy in place, to address issues pertaining to female employees. The Company has total of 52 permanent employees as on March 31, 2018.

## 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 Directors  
**ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED**

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

Date: May 22, 2018

Place: Mumbai

# Elegant Marbles and Grani Industries Ltd.

## CORPORATE GOVERNANCE REPORT

A report for the financial year ended March 31, 2018 on the compliance by the Company with the Corporate Governance requirements as specified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), is furnished below:

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Elegant Marbles and Grani Industries Limited ("the Company") strives to follow the best corporate governance practices, develop robust policies/guidelines, communicate and train all its employees in order to foster a culture of compliance and obligation at every level of the organization. At **Elegant Marbles**, it is not only Governance but better and better Governance. We consider it as achieving a balance of Business, Corporate, Social and Philanthropy goals.

We have established processes to ensure our Board functions effectively, promoting efficient and balanced decision-making, to effectively fulfil its duties in the best interest of our shareholders, employees and all other stakeholders.

The Company is in compliance with the provisions of Corporate Governance, as specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is committed to meeting the expectations of stakeholders as a responsible corporate citizen.

### 2. BOARD OF DIRECTORS

Corporate Governance acts as a pioneer factor for the decision making process by Board of Directors of the Company. The Board's role is to oversee the management and governance of the Company. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

Being a two tier Corporate Governance structure at the Company, the Board of Directors, along with its Committees, provides leadership and guidance to the management, leads, directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected.

In contracts that involve any potential conflict of interest, the Interested Directors excuse themselves and the ultimate decision-making authority is conferred upon the Independent Directors of the Company, representing fair, transparent and ethical business environment in the Company.

#### Code of Conduct

The Company has in place a comprehensive Code of Conduct ('the Code') applicable to the Directors and employees. The Code is applicable to Non-Executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

A copy of the Code has been put up on the Company's website and can be accessed at [www.elegantmarbles.com](http://www.elegantmarbles.com). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by the Company's Chairman and Managing Director is published in this Report.

#### Composition of Board of Directors

The Board of Directors of the Company comprises of eminent professionals and has an optimum combination of Executive Directors ("ED"), Non-Executive Directors ("NED") and Independent Directors ("ID"), including Women Director, with half of the Board comprising of Non-Executive Directors and Independent Directors to maintain the Board's independence, and distinguish its functions of governance and management. The Company is fully compliant with the Corporate Governance norms in terms of constitution of the Board of Directors.

The strength of the Board is six Directors comprising two Executive including the Chairman of the Company and four Non-Executive Directors half of the Board of Directors consists of Independent Directors on account of Executive Director designated as the Chairman. All Directors possess relevant qualifications and experience in general corporate management, finance, banking and other allied fields which enable them to effectively contribute to the Company in their capacity as Directors.

Details of the Board of Directors are given below:

Category	Name of Director
Promoter - Chairman and Managing Director	Shri Rajesh Agrawal
Promoter -Managing Director	Shri Rakesh Agrawal
Non - Executive, Independent Director	Shri Om Parkash Singal
Non - Executive, Independent Director	Shri Ram Chawla
Non - Executive, Independent Director	Shri Raj Kumar Mittal
Non - Executive, Woman Director	Ms. Yogita Agrawal

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## Attendance of Directors

Name of Directors	No. of Board Meetings attended during the financial year 2017-18	Whether attended AGM held on July 26, 2017	Number of Other Directorships*		No. of Committee positions held in other Companies <sup>1</sup>	
			Chairman of the Board	Board Member	Chairman of the Committee	Member
Shri Rajesh Agrawal (DIN: 00017931)	4	Y	-	2	-	-
Shri Rakesh Agrawal (DIN: 00017951)	3	Y	-	2	-	-
Shri Om Parkash Singal (DIN:02585264)	3	N	-	1	-	1
Shri Ram Chawla (DIN: 00017992)	4	N	-	5	-	-
Shri Raj Kumar Mittal (DIN: 00020255)	4	Y	-	3	-	-
Ms. Yogita Agrawal (DIN: 06965966)	3	Y	-	-	-	-

\*Excludes Directorships in Foreign Companies.

<sup>1</sup> In accordance with Regulation 26 of the Listing Regulations, Memberships/Chairmanships of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies (excluding this Company) have been considered.

## Board Meetings

The Board/Committee meetings are pre-scheduled to enable the Directors to plan their schedules and to ensure their meaningful participation in the meetings. However, in case of special and urgent business need, the Board's approval is taken at a specially convened meeting or by circular resolution, in which case it is ratified at the subsequent Board meeting. During the financial year under review, four Board meetings were held on May 26, 2017; September 12, 2017; November 28, 2017 and February 13, 2018. The gap between two consecutive Board meetings was in compliance with the provisions contained in the Act and the Listing Regulations. The Company proactively keeps its Directors informed of the activities of the Company, its management, operations and provides an overall industry perspective as well as insights into issues being faced by the industry. The details of various familiarization programmes provided to the Directors of the Company is available on the Company's website [www.elegantmarbles.com](http://www.elegantmarbles.com). The Details of Board Meetings held during the financial year 2017-18 are given below:

Date of the Meeting	Board Strength	No. of Directors Present
May 26, 2017	6	5
September 12, 2017	6	5
November 28, 2017	6	6
February 13, 2018	6	5

## Disclosure of Relationships between Directors Inter-Se

During the year under review, the Board comprised of total six Directors out of which three directors were appointed as Independent Directors in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details in regard of inter-se relationship between Executive and Non- Executive Director are given below:

Sr. No	Name of Director	Category of Director	Nature of Relationship between directors Inter-se
1	Shri Rajesh Agrawal	Executive Director	Brother of Rakesh Agrawal
2	Shri Rakesh Agrawal	Executive Director	Brother of Rajesh Agrawal; Father of Ms. Yogita Agrawal
3	Ms. Yogita Agrawal	Non - Executive Director	Daughter of Rakesh Agrawal

*Non-Executive and Independent Directors do not hold any shares and Convertible instruments in the Company*

## Familiarisation Programmes for Independent Directors

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

Periodic updates on relevant statutory changes, upcoming corporate actions, accounting policies, internal control systems and business presentations are circulated to the Directors. The details of such familiarisation programme for Independent Directors for the financial year 2017-18 is put up on the website of the Company and can be accessed at <https://www.elegantmarbles.com/investors-relations/>.

# Elegant Marbles and Grani Industries Ltd.

## 3. AUDIT COMMITTEE

The role of the Audit Committee is in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the terms of reference as specified under Section 177 of the Companies Act, 2013.

### The terms of reference for the Audit Committee include:

- a) 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;
- b) To recommend the appointment / removal of external auditors, fixing auditors fees and to approve payments for any other services;
- c) To review with management the annual financial statements before submission to the Board, focusing primarily on:
  - Any change in accounting policies and practices.
  - Matters to be included in the director's responsibility statement to be included in the Board's Report in terms of clause (c) of subsection (3) of Section 134 of the Companies Act, 2013;
  - 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;
- d) To review with Management; external and internal auditors, and review the efficacy of internal control systems;
- e) Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;
- f) 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;
- g) To review the Company's financial and risk management policies;
- h) Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.
- i) And matters listed in Part C of Schedule II to the Listing Regulations and in Section 177 of the Companies Act, 2013.

During the year under review, the Audit Committee met four times on May 26, 2017; September 12, 2017; November 28, 2017 and February 13, 2018 and the gap between two consecutive Committee meetings was in compliance with the provisions contained in the Listing Regulations.

Constitution of the Audit Committee and attendance details during the financial year ended March 31, 2018 are given below:

Name of the Member	Category	No. of Meetings held during the year	No. of Meetings attended during the year
Shri Raj Kumar Mittal	Chairman - Non Executive, Independent Director	4	4
Shri Ram Chawla	Member - Non Executive, Independent Director	4	4
Shri Om Parkash Singal	Member - Non Executive, Independent Director	4	3
Shri Rajesh Agrawal	Member - Promoter, Chairman Managing Director	4	4

The Company Secretary acts as Secretary to the Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on July 26, 2017.

## 4. NOMINATION AND REMUNERATION COMMITTEE

The role of the Nomination and Remuneration Committee is in accordance with Regulation 19 of the Listing Regulations and Section 178 of the Companies Act, 2013.

### The terms of reference for the Nomination and Remuneration Committee include:

- a) 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;
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

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- c) 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.
- d) devise a policy on the diversity of Board of Directors;
- e) recommend to the Board the Remuneration Policy for directors, Key Managerial Personnel;
- f) performing such other duties and responsibilities as may be consistent with the provisions of the committee charter;
- g) And generally, all matters listed in Part D of Schedule II to the Listing Regulations and in Section 178 of the Companies Act, 2013.

During the year under review, the Nomination and Remuneration Committee met on May 26, 2017 and September 12, 2017.

Constitution of the Nomination and Remuneration Committee and attendance details during the financial year ended March 31, 2018 are given below:

Name of the Member	Category	No. of Meetings held during the year	No. of Meetings attended during the year
Shri Raj Kumar Mittal	Chairman - Non Executive Independent Director	2	2
Shri Om Parkash Singal	Member- Non Executive Independent Director	2	1
Shri Ram Chawla*	Member- Non Executive and Independent Director	2	1
Shri Rajesh Agrawal	Member - Promoter, Chairman and Managing Director	2	2

\* Shri Ram Chawla has been appointed as the member of the Committee w.e.f. September 12, 2017.

The Company Secretary acts as Secretary to the Committee. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on July 26, 2017.

## Performance Evaluation

The criteria of performance evaluation process inter alia considers attendance of Directors at Board and Committee meetings, acquaintance with business, communicating inter se board members, effective participation, vision and strategy etc in compliance with applicable laws, regulations and guidelines.

The Board carried out annual performance evaluation of the Board, Board Committees, Individual Directors and Chairperson. The Chairman of the Nomination and Remuneration Committee shared the evaluation summary with the Board members. The Board members appreciated the leadership and performance of the Chairman and Managing Director (CMD) and Managing Director (MD), vigilant and purposive participation of the Independent Directors of the Company and expressed an overall satisfaction towards the entire evaluation mechanism.

## 5. SALIENT FEATURES OF THE REMUNERATION POLICY

### a) 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.

### b) 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:



# Elegant Marbles and Grani Industries Ltd.

- 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.

**c) 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.

**6. REMUNERATION OF DIRECTORS**

**a) Details of remuneration to Non-Executive Independent Directors during the year 2017-18 are given below:**

Name	Sitting Fees For Non-Executive Independent Directors (₹ in lakhs)*
Shri Raj Kumar Mittal	0.55
Shri Ram Chawla	0.55
Shri Om Parkash Singal	0.40

**b) Details of payments made to Non-Executive Directors during the year 2017-18 are given below:**

Name	Sitting Fees For Non-Executive Directors (₹ in lakhs)*
Ms. Yogita Agrawal	0.15

\* Apart from sitting fees as mentioned above, Non- Executive Directors are neither entitled to any commission nor any employee stock options from the Company. None of the Non-Executive and Independent Directors hold any shares in the Company.

**c) Details of remuneration paid to Managing Directors during the year 2017-18 are given below:**

(₹ in lakhs)

Name of the Director	Salary	Perquisites	Incentive Pay	Total	Service Contract/Notice Period/ Severance Fees
Shri Rajesh Agrawal	30.00	45.00	Nil	34.50	August 01, 2015 to July 31, 2018 There is no Notice Period and Severance Fees
Shri Rakesh Agrawal	30.00	45.00	Nil	34.50	October 01, 2015 to September 30, 2018 There is no Notice Period and Severance Fees

**d) Pecuniary relationship or transactions of Non- Executive Directors**

During the year under review, there was no pecuniary relationship or transactions of any Non-Executive Director with the Company.

**e) 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 or commission.

**7. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints.

The Committee's composition and terms of reference are in compliance with provisions of the Companies Act, 2013 and Regulation 20 the Listing Regulations.

**The terms of reference for the Stakeholders' Relationship Committee include:**

- 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
- Approve issue of duplicate share certificates
- Review of shares dematerialized

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- Matters relating to transfer of shares to the demat account of the IEPF Authority
- Perform such other functions as may be necessary or appropriate for the performance of its duties
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable.

During the year under review, the Stakeholders Relationship Committee met on November 01, 2017.

Constitution of the Stakeholders Relationship Committee and attendance details during the financial year ended March 31, 2018 are given below:

Name of the Member	Category	No. of Meetings held during the year	No. of Meetings attended during the year
Ms. Yogita Agrawal	Chairperson- Non-Executive Director	1	1
Shri Rajesh Agrawal	Member - Chairman and Managing Director	1	1
Shri Rakesh Agrawal	Member - Managing Director	1	1

The Company Secretary acts as Secretary to the Committee. The Chairman of the Stakeholders' Relationship Committee was present at the last Annual General Meeting of the Company held on July 26, 2017.

## Compliance Officer

NAME OF THE COMPLIANCE OFFICER	Ms. Sneha Valeja*
CONTACT DETAILS	Elegant House, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013
E-MAIL ID	companysecretary@elegantmarbles.com

\*Ms. Heena Joshi has resigned from the post of Company Secretary and Compliance Officer (Key Managerial Personnel) w.e.f August 16, 2017 and Ms. Sneha Valeja was appointed w.e.f September 12, 2017.

## Details of Complaints

Number of Shareholders' Complaints received during the year	Number of complaints not solved to the satisfaction of the shareholders	Number of pending complaints
Nil	Nil	Nil

## 8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to Section 135 of the Act the Board constituted the CSR Committee. The Committee provides guidance on various CSR activities to be undertaken by the Company and monitors its progress.

### The terms of reference for the CSR Committee include:

- Formulate a CSR Policy which shall indicate activities to be undertaken by the Company.
- Recommend the CSR Policy to the Board.
- Recommend the amount of expenditure to be incurred on the activities.
- Monitor the Policy from time to time as per the CSR Policy.

During the period under review, the CSR Committee met on May 26, 2017.

Constitution of the CSR Committee and attendance details during the financial year ended March 31, 2018 are given below:

Name of the Member	Category	No. of Meetings held during the year	No. of Meetings attended during the year
Shri Rajesh Agrawal	Chairman - Chairman and Managing Director	1	1
Shri Ram Chawla	Member - Non Executive Independent Director	1	1
Shri Rakesh Agrawal	Member - Managing Director	1	1

Annual Report on CSR activities is annexed as a part of the Directors' Report which details the CSR contribution made by the Company for FY 2017-18.

## 9. BUYBACK COMMITTEE

The Board of Directors of the Company, at its meeting held on November 28, 2017, constituted a Buyback Committee to monitor and undertake all necessary actions for implementation of the Buyback process.

# Elegant Marbles and Grani Industries Ltd.

Constitution of the Buyback Committee and attendance details during the financial year ended March 31, 2018 are given below:

Name of the Member	Category	No. of Meetings held during the year	No. of Meetings attended during the year
Shri Rajesh Agrawal	Member - Chairman and Managing Director	4	4
Shri Rakesh Agrawal	Member - Managing Director	4	4
Shri Hitesh Kothari	Member - Chief Financial Officer	4	4

The Company Secretary of the Company acted as Secretary to the Committee.

Post completion of Buyback, the Buyback Committee was discontinued and dissolved by the Board of Directors of the Company at its Meeting held on May 22, 2018.

## 10. MEETING OF INDEPENDENT DIRECTORS

In terms of Regulation 25 of the Listing Regulations and Schedule IV to the Companies Act, 2013, a separate was held by the Independent Directors of the Company on November 28, 2017 without the presence of Non-Independent Directors and members of the Management. All the Independent Directors of the Company were present at the meeting. The Independent Directors reviewed the following:

- The performance of non-independent directors and the board of directors as a whole;
- the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors
- Assessment of the quality, quantity and timeliness of flow of information between the management of the listed entity and the Board of Directors necessary for effective and reasonable performance of their duties

## 11. GENERAL BODY MEETINGS / POSTAL BALLOT

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:

Year ended	Date and Time	Venue	Special Resolutions passed
March 31, 2015	July 15, 2015 at 9:00 a.m.	E-7/9, RIICO Industrial Area, Abu Road - 307 026, Rajasthan	<ol style="list-style-type: none"> <li>To re-appoint Shri Rajesh Agrawal as the Chairman and Managing Director</li> <li>To re-appoint Shri Rakesh Agrawal as the Managing Director</li> <li>To adopt the New Articles of Association</li> <li>To keep the registers and returns at a place other than Registered Office</li> </ol>
March 31, 2016	July 19, 2016 at 9:00 a.m.	E-7/9, RIICO Industrial Area, Abu Road - 307 026, Rajasthan	<ol style="list-style-type: none"> <li>Service of documents under Section 20 of the Companies Act, 2013 and costs thereto</li> </ol>
March 31, 2017	July 26, 2017 at 9:00 a.m.	E-7/9, RIICO Industrial Area, Abu Road - 307 026, Rajasthan	None

### Postal Ballot

During the year under review, the Company approached the shareholders through Postal Ballot. The details of Postal Ballot are as follows:

- Date of Postal Ballot Notice: November 28, 2017
- Voting period: December 15, 2017 to January 13, 2018
- Date of declaration of result: January 15, 2018
- Date of approval of the Resolution: January 13, 2018

Description of the resolution	Type of resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Approval for Buyback of Equity Shares through Tender Offer Route	Special	32,37,100	32,37,100	100	0	0

Virendra G. Bhatt, Practicing Company Secretary was appointed as the Scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

### Procedure for postal ballot

The Company conducted the postal ballot in accordance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management & Administration) Rules, 2014 ("Rules"). The Company had completed the dispatch of the Postal Ballot Notice dated along with the Explanatory Statement, postal ballot form and self-addressed business reply envelopes on December 13, 2017 to the shareholders who had not registered their e-mail IDs with the Company/Depositories and also sent by e-mail the said documents to shareholders whose e-mail IDs were registered with the Company/Depositories. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the provisions of the Act and Rules framed thereunder. In compliance with the provisions of Sections 108 and 110 of the Act and rule 20 and 22 of the Rules read with Regulation 44 of the SEBI Listing Regulations, the Company had offered the facility of e-voting to its members to enable them to cast their vote electronically. The voting under the postal ballot was kept open from December 15, 2017 (9.00 a.m. IST) to January 13, 2018 (5.00 p.m. IST). Upon completion of scrutiny of the postal ballot forms and votes cast through e-voting in a fair and transparent manner, the scrutinizer submitted his report to the Company and the results of the postal ballot were announced by the Company on

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January 15, 2018. The voting results were sent to the Stock Exchange and also displayed on the Company's website [www.elegantmarbles.com](http://www.elegantmarbles.com) and on the website of Central Depository Services (India) Limited [www.evotingindia.com](http://www.evotingindia.com).

Details of special resolution proposed to be conducted through postal ballot as set out in the Notice of AGM of the Company.

## 12. MEANS OF COMMUNICATION

Quarterly results: The Company's quarterly/half yearly/ annual financial results are sent to the Stock Exchanges and published in 'Free Press Journal', 'Navshakti' and 'Jagruk Times, Sirohi'. Simultaneously, they are also put up on the Company's website ([www.elegantmarbles.com](http://www.elegantmarbles.com)).

Website: The Company's website ([www.elegantmarbles.com](http://www.elegantmarbles.com)) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in downloadable form.

Annual Report: The Annual Report containing, inter alia, Audited Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, statement of investor complaints, among others are also filed electronically on the Listing Centre.

Communication via E-mail: The Company has designated the following email-ids exclusively for investor servicing i.e. [companysecretary@elegantmarbles.com](mailto:companysecretary@elegantmarbles.com) and [info@unisee.in](mailto:info@unisee.in)

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

## 13. GENERAL SHAREHOLDER INFORMATION

The Company is registered with the Registrar of Companies, Rajasthan. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L14101RJ1984PLC003134.

### a) Annual General Meeting for FY 2017-18

Date: July 26, 2018

Time: 09:00 a.m.

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

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Directors seeking appointment/re-appointment at the ensuing AGM are given in the Annexure to the Notice of the AGM to be held on July 26, 2018.

### b) Financial Year of the Company

April 1 to March 31

### c) Listing on Stock Exchange

Equity Shares

BSE Limited ("BSE")

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001

### d) Stock Code

BSE: 526705

Annual listing fee for the year 2018-19 has been paid by the Company to BSE Limited

### e) Stock Market Price Data

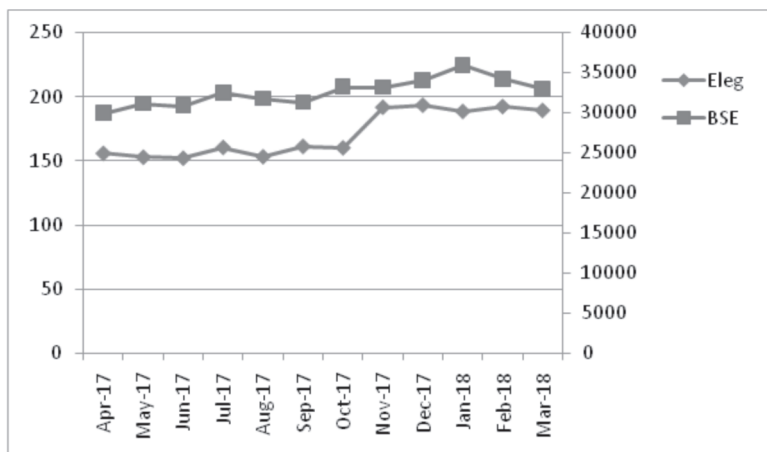
High, Low during each month in the financial year 2017-18 on BSE:

Month	High	Low
April 2017	195.95	112.05
May 2017	169.6	142.1
June 2017	175	144.35
July 2017	171	150
August 2017	163.8	147.1
September 2017	171	140
October 2017	169.9	141
November 2017	208.7	146
December 2017	210	190
January 2018	199.5	183
February 2018	198.9	162.35
March 2018	199	170.5

[Source: This information is compiled from the data available on the website of BSE]

# Elegant Marbles and Grani Industries Ltd.

## f) Performance of Elegant Share Price in comparison with BSE Sensex



Note: The monthly closing prices of the Sensex and Elegant equity shares have been considered.

## g) Registrar and Transfer Agents

### Universal Capital Securities Private Limited

21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road Andheri (East), Mumbai - 400093 Maharashtra, India

Tel. No.: +91 22 2820 7203

Fax No.: +91 22 2820 7207

Email: [info@uniseq.in](mailto:info@uniseq.in)

Website: [www.uniseq.in](http://www.uniseq.in)

## h) Share Transfer System

Share transfers in physical form are processed by the Registrar and Transfer Agent, Universal Capital Securities Private Limited and are approved by the Stakeholders Relationship Committee of the Company. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respects. The depository system handles share transfers in dematerialised form.

## i) Distribution of shareholding as on March 31, 2018

No. of Equity Shares held	No. of Shareholders	Share Amount (₹)	% of Shareholdings
Upto 500	1,286	13,69,660	3.742
501-1000	50	4,06,000	1.109
1001-2000	30	4,39,570	1.201
2001-3000	8	1,86,950	0.511
3001-4000	3	1,00,530	0.275
4001-5000	5	2,28,670	0.625
5001-10,000	4	2,21,440	0.605
10001 & above	20	3,36,47,180	91.932
<b>TOTAL</b>	<b>1,406</b>	<b>3,66,00,000</b>	<b>100</b>

## j) Shareholding Pattern as on March 31, 2018

Category	No. of Shares held	% of holding
Promoters	25,95,176	70.91
Mutual Funds & UTI	-	-
Banks/ FIs/ Insurance Co. (Central / State Govt./ Non- Govt. Institutions)	600	0.02
Corporate Bodies	2,07,511	5.66
Non-Resident Indians (NRI)	1,597	0.04
FII/FPI	-	-
Clearing Members	33,891	0.92
Indian Public and others	8,21,825	22.45
<b>Total</b>	<b>36,60,000</b>	<b>100.00</b>

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**k) Dematerialization of shares and liquidity:**

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The International Securities Identification Number ("ISIN") allotted to the shares under the Depository System is INE095B01010. Percentage of shares held in physical and dematerialized form as on March 31, 2018 is as below :-

Physical form: 1.28%

Demat form with NSDL: 9.18%

Demat form with CDSL: 89.54%

**l) Outstanding ADRs/ GDRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company does not have any outstanding ADRs/ GDRs/ Warrants or any convertible instruments.

**m) Commodity price risk or foreign exchange risk and hedging activities:**

During the year, the Company has managed foreign exchange risk and hedged to the extent considered necessary. Net open exposures are reviewed regularly and covered through forward contracts and Packing Credits in Foreign Currency. The details of foreign currency exposure are disclosed in Notes to Accounts.

**n) Transfer of Unpaid/Unclaimed Amounts and Shares to Investor Education and Protection Fund**

During the year under review, the Company has credited ₹ 73,850 to the Investor Education and Protection Fund (IEPF) pursuant to Section 125(1) of the Companies Act, 2013.

Further, in accordance with Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has effectively transferred 20,900 shares into the specified demat account of the IEPF Authority in respect of which no claim of dividend has been made by the respective member for a period of seven consecutive years or more. The voting rights in respect of such shares shall remain frozen till the rightful owner of such shares claims them.

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company and also the details of shares transferred in the name of IEPF Authority. The aforesaid details are put on the Company's website and can be accessed at: <https://www.elegantmarbles.com/transfer-of-shares-to-iepf/>. The Company has also uploaded details of shares liable for transfer in the name of IEPF Authority on the website of the Ministry of Corporate Affairs [www.mca.gov.in](http://www.mca.gov.in).

**o) Plant Locations:**

E 7/9 RIICO Industrial Area, Abu Road – 307026, Rajasthan.

**p) Address for correspondence**

**Elegant Marbles and Grani Industries Limited**  
Elegant House, Raghuvanshi Mills Compound,  
Senapati Bapat Marg, Lower Parel (West), Mumbai- 400 013.  
Telephone: 022-2493 9676 | Fax: 022 2493 0782  
E-mail: [Companysecretary@elegantmarbles.com](mailto:Companysecretary@elegantmarbles.com)  
Website: [www.elegantmarbles.com](http://www.elegantmarbles.com)

## 14. DISCLOSURES

- a) There are no materially significant related party transactions entered by the Company which may have potential conflict with the interests of the Company at large. The Company has formulated a Policy on dealing with Related Party Transactions and the same may be accessed at: <http://www.elegantmarbles.com/policies/>.
- b) All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. All Related Party transactions were placed before the Audit Committee for approval. Details of Related Party Transactions are provided in the Financial Statements of the Company.
- c) During the last 3 years, there were no strictures or penalties imposed on the Company by either SEBI or the Stock Exchange or any statutory authority for non-compliance of any matter related to the capital markets.
- d) The Company is in full compliance with the mandatory requirements as contained in the Listing Regulations. The Company has also adopted certain non-mandatory requirements of the Listing Regulations i.e. providing the Chairman of the Company with the resources required by him to discharge his responsibilities as Chairman of the Company while in India to attend the Company's Board meetings.
- e) The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.
- f) The Company does not have any subsidiaries. The Company's policy for determining material subsidiaries is put up on the Company's website and can be accessed at <http://www.elegantmarbles.com/policies/>.
- g) The Financial Statements of the Company are unqualified.

**Declaration by the Managing Director under Para D of Schedule V of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the 'Code of Conduct' of the Company for the financial year 2017-18.

**For Elegant Marbles and Grani Industries Limited**

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

Date: May 22, 2018  
Place: Mumbai

# Elegant Marbles and Grani Industries Ltd.

## CEO AND CFO CERTIFICATION

The Chairman and Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The Chairman and Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The annual certificate given by the Chairman and Managing Director and the Chief Financial Officer is published in this Report.

### CEO / CFO CERTIFICATION

To,  
The Board of Directors,  
Elegant Marbles and Grani Industries Limited

We, the undersigned, in our capacity as the Chairman and Managing Director and the Chief Financial Officer of Elegant Marbles and Grani Industries Limited do hereby certify that:

- A. We have reviewed Financial Statements and the Cash Flow Statement for the financial year 2017-18 and that to the best of my knowledge and belief report that:
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 financial year 2017-18 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 the following to the Auditors and the Audit Committee:
1. there are no significant changes in internal control over financial reporting during the year;
  2. there are no significant changes in the accounting policies during the year that the same have been disclosed in the notes to the financial statements; and there are no instances of significant fraud of which we have become aware during the year.

**For Elegant Marbles and Grani Industries Limited**

**Rajesh Agrawal**  
**Chairman and Managing Director**

**Date:** May 22, 2018

**Place:** Mumbai

**For Elegant Marbles and Grani Industries Limited**

**Hitesh Kothari**  
**Chief Financial Officer**

## **AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

The Members  
Elegant Marbles and Grani Industries Limited  
Abu Road.

We have examined the compliance by Elegant Marbles and Grani Industries Limited (the Company) with the requirements under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations) relating to corporate governance requirements for the year ended March 31, 2018.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance under the Listing Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the Corporate Governance Report of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

We further state that such compliance is neither an assurance 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 M/S. SDBA & Co.**  
**Chartered Accountants**  
**(FRN: 142004W)**  
**(Sanjeev A. Mehta)**  
**Partner**  
**M. No. 041287**

**Place: Mumbai**  
**Date :May 22, 2018**

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## INDEPENDENT AUDITORS' REPORT

To the Members

**Elegant Marbles And Grani Industries Limited,**

Abu Road.

### Report on the Financial Statements

1. We have audited the accompanying financial statements of Elegant Marbles and Grani Industries Limited, which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit & Loss (including other comprehensive income), the statement of Changes in Equity and the Statement of Cash Flow for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

2. 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, including other comprehensive income, cash flows and change in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.
3. 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 judgements 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.

### Auditors' Responsibility

4. Our responsibility is to express an opinion on these financial statements based on our audit.
5. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act, and the Rules made thereunder and the Order issued under section 143(11) of the Act.
6. 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.
7. 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. 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.
8. 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

9. 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, 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, 2018;
  - b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date;
  - c) In the case of other comprehensive income, changes in total comprehensive income for the year ended on that date;
  - d) In the case of changes in equity, changes in equity for the year ended on that date: and
  - e) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Emphasis of matter

10. No provision for gratuity, amount not ascertainable in absence of actuarial valuation by a certified valuer, has been made by the company.

### Report on Other Legal and Regulatory Requirements

11. 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;



# Elegant Marbles and Grani Industries Ltd.

- (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 including other comprehensive income, Statement of Changes in Equity and the Statement Cash Flow dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.
  - (e) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company’s internal financial controls over financial reporting.
  - (g) 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 as amended, 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.
    - 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, 2018.
12. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”), as amended 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 B**” a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

**(Sanjeev A. Mehta)**  
**Partner**  
**M. No. 41287**

**Place: Mumbai**  
**Date :May 22, 2018**

## **“Annexure A” to the Independent Auditor’s Report**

**Referred to in paragraph 11(f) of the independent Auditors’ Report of even date to the members of Elegant Marbles And Grani Industries Limited, on the standalone financial statements for the year ended March 31, 2018.**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

1. We have audited the internal financial controls over financial reporting of ELEGANT MARBLES AND GRANI INDUSTRIES LTD. (“the Company”) as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

3. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

8. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

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

**(Sanjeev A. Mehta)**  
**Partner**  
**M. No. 41287**

**Place: Mumbai**  
**Date :May 22, 2018**

## **“Annexure B” to the Independent Auditors’ Report**

**Referred to in paragraph 12 of the Independent Auditors Report of even “date to the members of Elegant Marbles And Grani Industries Limited, on the standalone financial statements of the Company for the year ended March 31, 2018:**

- 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.
  - c) The title deeds of immovable properties are held in the name of the company.
- 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 companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

# Elegant Marbles and Grani Industries Ltd.

- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 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, service tax, goods and service tax, customs duty, excise duty, value added tax, cess and other material statutory dues with appropriate authorities, wherever applicable to it. However, the company has not deposited demand raised by the Income Tax authorities for A. Yr. 2011-2012 amounting to ₹ 2,58,760/- on account of its adjustment against refund for the A. Yr. 2008-2009 due to the company.

- 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. 2014-2015	CIT (Appeals)	₹ 7,99,670/-
Income Tax Act, 1961	Income Tax	A. Yr. 2013-2014	CIT (Appeals)	₹ 41,73,670/-

- viii. 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.
- ix. In our opinion, the company has not raised any funds from public offer (including debt instruments) or by term loan.
- x. 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.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. The company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

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

**(Sanjeev A. Mehta)**  
**Partner**  
**M. No. 41287**

**Place: Mumbai**  
**Date :May 22, 2018**

# 33rd Annual Report 2017-2018

## BALANCE SHEET AS AT 31ST MARCH, 2018

(₹ in lakhs)

	Notes	As at 31.03.2018	As at 31.03.2017	As at 31.04.2016
<b>I. ASSETS</b>				
1. Non-current assets				
a. Property, Plant and Equipment	2	83.80	96.01	108.37
b. Capital Work in Progress		-	-	-
c. Investment in Property		-	-	-
d. Goodwill		-	-	-
e. Other Intangible assets		-	-	-
f. Intangible assets under development		-	-	-
g. Biological assets other than bearer plants		-	-	-
h. Financial Assets				
i. Investments	3	7,818.48	8,455.04	6,595.38
ii. Trade Receivable		-	-	-
iii. Loans		-	-	-
iv. Others		-	-	-
i. Deferred Tax Assets	4	98.15	93.60	91.85
j. Other Non-Current Assets	5	40.81	40.81	35.43
		<b>8,041.24</b>	<b>8,685.46</b>	<b>6,831.03</b>
2. Current assets				
a. Inventories	6	1,413.47	1,083.17	994.10
b. Financial Assets				
i. Investments	-	-	-	-
ii. Trade Receivable	7	125.66	126.57	133.43
iii. Cash & Cash Equivalents	8	133.00	102.27	129.23
iv. Bank Balance other than (iii) above	9	5.70	6.47	6.08
v. Loans	-	-	-	-
vi. Others	10	100.61	113.61	24.06
c. Current Tax Assets (Net)	11	0.04	-	-
d. Other Current Assets	12	93.63	76.72	32.46
		<b>1,872.11</b>	<b>1,508.81</b>	<b>1,319.36</b>
<b>TOTAL</b>		<b>9,913.35</b>	<b>10,194.27</b>	<b>8,150.39</b>
<b>II. EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
1. Equity Share Capital	13	366.00	450.00	450.00
2. Other equity	14	8,369.19	8,544.18	6,586.71
		<b>8,735.19</b>	<b>8,994.18</b>	<b>7,036.71</b>
<b>Liabilities</b>				
<b>1. Non Current Liabilities</b>				
<b>a. Financial Liabilities</b>				
i. Borrowings		-	-	-
ii. Trade Payables		-	-	-
iii. Other Financial liabilities (Other than those specified in item(b))		-	-	-
b. Provisions		-	-	-
c. Deferred tax liabilities (Net)		-	-	-
d. Other non-current liabilities		-	-	-
e. Long Term borrowing		-	-	-
<b>2. Current Liabilities</b>				
<b>a. Financial Liabilities</b>				
i. Borrowing		-	-	-
ii. Trade Payables	15	793.46	1,022.31	890.38
iii. Other Financial liabilities (Other than those specified in item(c))	16	24.38	18.78	18.93
b. Other Current Liabilities	17	360.32	141.35	185.81
c. Provision		-	-	-
d. Current tax liabilities (Net)	18	-	17.65	18.56
		<b>1,178.16</b>	<b>1,200.09</b>	<b>1,113.68</b>
<b>TOTAL</b>		<b>9,913.35</b>	<b>10,194.27</b>	<b>8,150.39</b>
Significant Accounting Policies	1			

Notes are an integral part of the financial statements

In terms of our report of even date.

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

Partner  
M. No : 41287  
Place : Mumbai  
Date : May 22, 2018

For & on behalf of Board of Directors

**Rajesh Agrawal**  
Chairman & Managing Director

**Hitesh Kothari**  
Chief Financial Officer

**Sneha Valeja**  
Company Secretary

Place : Mumbai  
Date : May 22, 2018

# Elegant Marbles and Grani Industries Ltd.

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

( ₹ in lakhs)

	Notes	As at 31.03.2018	As at 31.03.2017
<b>INCOME</b>			
I. Revenue from operations	19	2,403.52	2,847.36
II. Other income	20	448.25	636.46
III. <b>Total Revenue (I + II)</b>		<b>2,851.77</b>	<b>3,483.82</b>
<b>IV. EXPENSES</b>			
Cost of raw material consumed		266.44	186.33
Purchases of traded goods		1,821.33	2,099.43
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	(409.78)	(61.67)
Employees benefit expenses	22	209.14	154.94
Finance Cost		-	-
Depreciation and amortization expense	2	16.63	19.04
Other expenses	23	423.45	316.76
<b>Total Expenses</b>		<b>2,327.21</b>	<b>2,714.83</b>
V. <b>Profit/(Loss) before exceptional and extraordinary items and tax (III - IV)</b>		<b>524.56</b>	<b>768.99</b>
VI. <b>Exceptional Items</b>		-	-
VII. <b>Profit/(Loss) before extraordinary items and tax - (V - VI)</b>		<b>524.56</b>	<b>768.99</b>
VIII. <b>Extraordinary Items</b>		-	-
IX. <b>Profit/(Loss) before tax (VII - VIII)</b>		<b>524.56</b>	<b>768.99</b>
X. <b>Tax Expense</b>			
(1) Current tax		(92.33)	(171.43)
(2) Deferred tax (Net)		4.55	1.74
(3) Excess/(Short) Provision of previous years		-	(4.13)
XI. <b>Profit/(Loss) for the period from continuing operations (IX - X)</b>		<b>436.78</b>	<b>595.17</b>
XII. <b>Profit/(Loss) from Discontinued operations</b>		-	-
XIII. <b>Tax Expense of Discontinued operations</b>		-	-
XIV. <b>Profit/(Loss) from Discontinued operations (after tax) (XII - XIII)</b>		-	-
XV. <b>Profit/(Loss) for the period ( XI + XIV)</b>		<b>436.78</b>	<b>595.17</b>
XVI. <b>Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss		1,130.02	1,365.85
(ii) Income tax relating to items that will not be reclassified to profit or loss		(103.80)	(3.57)
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XVII. <b>Total Comprehensive income for the period (XV + XVI) (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>1,463.00</b>	<b>1,957.45</b>
XVIII. <b>Earnings per equity share (in Rupees) (for continuing operations):*</b>			
1. Basic		9.73	13.26
2. Diluted		9.73	13.26
XIX. <b>Earning per equity share (in Rupees) (for discontinued operations):</b>			
1. Basic		-	-
2. Diluted		-	-
XX. <b>Earnings per equity share (for discontinued &amp; continuing operations)*</b>			
1. Basic		9.73	13.26
2. Diluted		9.73	13.26

\* Weighted Average EPS

Significant Accounting Policies

1

Notes are an integral part of the financial statements

In terms of our report of even date.

For & on behalf of Board of Directors

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

**Rajesh Agrawal**  
Chairman & Managing Director

Partner  
M. No : 41287

**Hitesh Kothari**  
Chief Financial Officer

**Sneha Valeja**  
Company Secretary

Place : Mumbai  
Date : May 22, 2018

Place : Mumbai  
Date : May 22, 2018

# 33rd Annual Report 2017-2018

## STATEMENT OF CHANGES IN EQUITY

For The Year Ended 31st March, 2018

(₹ in lakhs)

<b>A Equity Share Capital</b>	
As on 1st April, 2016	450.00
Changes in Equity Share Capital	-
As on 31st March, 2017	450.00
Changes in Equity Share Capital	(84.00)
As on 31st March, 2018	366.00

## B Other Equity

Particulars	Reserves and Surplus			OCI		Total other equity
	Share Premium Reserve	General Reserve	Capital Redemption Reserve	Retained earnings	Equity Instruments through OCI	
<b>Balance as at April 1, 2016</b>	<b>285.00</b>	<b>2,091.22</b>	-	<b>3,655.35</b>	<b>555.14</b>	<b>6,586.71</b>
Profit for the year	-	-	-	595.18	-	595.18
Other comprehensive income for the year, net of tax	-	-	-	144.05	1,218.23	1,362.28
Transfer to/(from) General Reserve	-	60.00	-	(60.00)	-	-
<b>Balance as at March 31, 2017</b>	<b>285.00</b>	<b>2,151.22</b>	-	<b>4,334.58</b>	<b>1,773.37</b>	<b>8,544.17</b>
Profit for the year	-	-	-	436.79	-	436.79
Other comprehensive income for the year, net of tax	-	-	-	405.29	620.93	1,026.22
Transfer to/(from) General Reserve	-	60.00	-	(60.00)	-	-
Creation of Capital Redemption Reserve	(285.00)	(1,437.00)	1,722.00	-	-	-
Premium paid on Buy back of Shares	-	-	(1,638.00)	-	-	(1,638.00)
<b>Balance as at March 31, 2018</b>	<b>-</b>	<b>774.22</b>	<b>84.00</b>	<b>5,116.66</b>	<b>2,394.30</b>	<b>8,369.18</b>

## Company overview

1.0 Elegant Marbles And Grani Industries Limited is a company incorporated in India and is listed on the Bombay Stock Exchange Ltd. The company is engaged in manufacture & trading of marble, granites & other stones tiles & slabs. The details regarding registered office, corporate office & principal place of business is disclosed in the introductory page of this Annual Report.

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

### NOTE '1': SIGNIFICANT ACCOUNTING POLICES

#### 1.1. Basis of preparation and presentation

- The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (the 'Act') read with of the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant provisions of the Act.
- These financial statements for the year ended 31st March, 2018 are the first financial statements with comparative figures for the previous years prepared under Ind AS. For all previous periods upto and including the year ended 31st March, 2017, the Company had prepared its financial statements in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.
- The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS.
- The Financial statements have been prepared on the historical cost basis except certain financial assets & liabilities which are measured at fair value:
- All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle of twelve months and other criteria set out in Schedule III of the Companies Act, 2013.
- All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

### 1.2. Use of Estimates & Judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses etc. at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

### 1.3. Property, Plant and Equipment

- (i) Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.
- (ii) Capital work-in-progress includes expenditure during construction period incurred on projects under implementation treated as pre-operative expenses pending allocation to the assets. These expenses are apportioned to the respective fixed assets on their completion/ commencement of commercial production.
- (iii) Depreciation on property, plant and equipment is provided based on useful life of the assets prescribed in Schedule II to the Companies Act, 2013 on straight line method.
- (iv) When an assets is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books of account and resultant profit or loss, if any, is reflected in statement of Profit and Loss.
- (v) The Residual Value, useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each financial year and adjusted prospectively, if appropriate.

#### Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

### 1.4. Impairment of Non-financial Assets

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indications exists, the Company estimates the amount of impairment loss which may be caused to the company. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

### 1.5. Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not used by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and, wherever applicable, borrowing costs less depreciation and impairment, if any.

### 1.6. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and the revenue can be measured reliably.

#### Sale of goods:

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred to the buyer either at the time of dispatch or delivery or when the risk of loss transfers. Export sales are generally recognized based on the shipped on board date as per bill of lading, which is when substantial risks and rewards of ownership are passed to the customers.

Revenue from sale of goods is net of taxes and recovery of charges collected from customers like transport, packing etc. are not treated as part of sales. Sales returns are recognised when appropriate. Revenue is measured at the fair value of consideration received or receivable and is net of price discounts, allowance for volume rebates and similar items.

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

Claims/Refunds not ascertainable with reasonable certainty are accounted for on final settlement and are recognized as revenue on certainty of receipt on prudent basis.

### Rendering of services:

Revenue from sale of services are recognized when the services are rendered.

### Other Income:

Dividend income on investments is recognised when the right to receive the dividend is established.

Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest on prudent basis.

### 1.7. **Cash & cash equivalents**

Cash and Cash equivalents include cash and cheque in hand, bank balances and demand deposits with banks that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

### 1.8. **Inventory**

Inventories of Finished Goods and Stock-in-trade are stated 'at the lower of cost or net realisable value'. Raw Materials, Work-in-Progress and Goods-in-transit are stated 'at cost'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out'. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

Having regard to the nature & value of items of Stores & consumables, the same are treated as consumed in the year of their purchase.

### 1.9. **Foreign exchange transactions and translation**

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

### 1.10. **Government Grants**

Government grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

Government grants related to revenue are recognised on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Such grants are deducted in reporting the related expense. When the grant relates to an asset, it is recognized as income over the expected useful life of the asset.

In case a non-monetary asset is given free of cost, it is recognised at a fair value. When loans or similar assistance are provided by government or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is recognized as government grant. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received.

### 1.11. **Financial Instruments**

#### (i) **Financial Assets**

##### Initial Recognition and Measurement

Financial assets are recognised when the company becomes party to the contractual provisions of the instruments. Financial assets, other than trade receivables, are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through statement of profit or loss. Financial assets carried at fair value through statement of profit or loss are initially recognised at fair value and transaction costs are expensed in the statement of Profit and Loss.

##### Subsequent measurement

Financial assets, other than equity instruments, are subsequently measured at amortised cost or fair value through other comprehensive income (OCI) or fair value through profit or loss on the basis of:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial asset.



## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

### **Financial assets carried at amortised cost (AC)**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### **Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### **Financial assets at fair value through profit or loss (FVTPL)**

Investment in financial asset other than equity instrument, not measured at either amortised cost or FVTOCI is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

### **Equity Instruments:**

All investment in equity instrument classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL.

For all other equity instruments, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis.

### **Impairment of financial assets**

In accordance with Ind AS 109, the company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL)

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12 month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instruments).

## (ii) **Financial liabilities**

### Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts and derivative instruments.

### Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured using Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit or loss (FVTPL) are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

### Loans & Borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

### Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequently the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative adjustments.

## (iii) **Derivative financial instruments and Hedge Accounting**

The Company can use various derivative financial instruments such as interest rate swaps, currency swaps, forwards & options and commodity contracts to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability

For the purpose of hedge accounting, hedges are classified as:

### Cashflow hedge

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

### Fair value hedge

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity

#### (iv) **Derecognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

#### 1.12. **Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease if fulfilment of the arrangement is dependent on the use of a specific asset(s) and the arrangement conveys a right to use the asset(s), even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to April 1, 2015, the Company has determined whether the arrangement contains lease on the basis of facts and circumstances existing on the date of transition.

##### Company as a lessee

A lease is classified at the inception date as a finance lease or operating lease. Leases where significant portion of risk and reward of ownership are retained by the lessor are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the lease period.

##### Company as a lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in the property, plant and equipment. Lease income on an operating lease is recognised in the Statement of Profit and Loss on a straight line basis over the lease term. Costs, including depreciation, are recognised as an expense in the Statement of Profit and Loss.

#### 1.13. **Fair Value Measurement:**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability
- The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### 1.14. EMPLOYEE BENEFITS

#### Short term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

#### **Post-employment benefits**

##### Define contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

##### Defined benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @ 15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The management is considering options to value future liability on account of gratuity by a qualified actuarial valuer. On such valuation, the liability shall be recognised in the books of the company. The management will then decide on contribution to be made to an appropriate authority to cover future gratuity liability that may arise.

##### Employee Separation Costs

Compensation to employees who opt for retirement under the voluntary retirement scheme, if any, of the Company is payable in the year of exercise of option by the employee. The Company recognises the employee separation cost when the scheme is announced and the Company is demonstrably committed to it.

### 1.15. TAXES ON INCOME

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

#### - Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

### - Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

### 1.16. **Borrowing Cost**

Borrowing costs include interest expenses as per effective interest rate and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

### 1.17. **Provisions and Contingent liabilities and contingent assets**

Provisions represent liabilities for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in profit or loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

### 1.18. **Earning Per Share**

The basic earning per share (EPS) is computed by dividing the net profit after tax available to equity share holders for the year by the weighted average number of equity shares outstanding during the current year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

Note '2' : PROPERTY, PLANT AND EQUIPMENT

( ₹ in lakhs )

	Land	Factory Building	Office Premises	Plant & Machinery	Cranes	Office Equipment	Furniture & Fixtures	Air Conditioner	Computer	Motor Car	Motor Vehicles	Total
<b>Gross Carrying amount</b>												
Deemed cost as at 1st April, 2016	26.67	51.23	9.33	215.87	20.94	25.83	20.55	20.62	22.18	104.10	1.97	519.29
Additions	-	-	-	-	-	0.70	-	3.25	2.73	-	-	6.68
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2017	26.67	51.23	9.33	215.87	20.94	26.53	20.55	23.87	24.91	104.10	1.97	525.97
Additions	-	-	-	-	-	3.95	-	0.26	0.21	-	-	4.42
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	26.67	51.23	9.33	215.87	20.94	30.48	20.55	24.13	25.12	104.10	1.97	530.39
<b>Accumulated Depreciation</b>												
Balance as at 1st April, 2016	-	41.77	2.63	214.69	20.94	21.07	17.19	18.14	17.44	55.08	1.97	410.92
Depreciation during the year	-	1.69	0.16	0.19	-	2.08	0.66	1.91	2.79	9.56	-	19.04
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2017	-	43.46	2.79	214.88	20.94	23.15	17.85	20.05	20.23	64.64	1.97	429.96
Additions	-	1.69	0.16	0.19	-	1.79	0.65	1.29	2.52	8.34	-	16.63
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	-	45.15	2.95	215.07	20.94	24.94	18.50	21.34	22.75	72.98	1.97	446.59
<b>Net Carrying Amount</b>												
Balance as at 1st April, 2016	26.67	9.45	6.69	1.19	-	4.76	3.37	2.47	4.75	49.02	-	108.37
Balance as at 31st March, 2017	26.67	7.76	6.54	1.00	-	3.38	2.70	3.82	4.68	39.46	-	96.01
Balance as at 31st March, 2018	26.67	6.07	6.38	0.81	-	5.54	2.05	2.78	2.38	31.12	-	83.80

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## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

### NOTE '3' : NON -CURRENT INVESTMENTS

( ₹ in lakhs)

Name of the Company	Face Value	Paid up Value	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
			No. / Units	Amount	No. / Units	Amount	No. / Units	Amount
<b>Investment Measured at Amortised Cost</b>								
<b>In Debentures and bonds - Quoted</b>								
17.50% Vasathi Housing Ltd NCD	10,00,000	10,00,000	-	-	-	95.83	-	-
18% Parinee Reality Pvt Ltd NCD	10,00,000	10,00,000	-	-	-	38.73	-	-
						<b>134.56</b>		
<b>In Debentures and bonds - Unquoted</b>								
17% Pinnacle Vastu Nirman Pvt Ltd NCD	1,00,000	1,00,000	75	75.00	75	75.00	75	75.00
17.25 Krishna Ent H and I Ind Pvt Ltd NCD	1,00,000	1,00,000	-	-	-	-	10	100.00
17.25% Kasata Hometech (India) Pvt Ltd NCD	1,00,000	1,00,000	100	87.18	100	100.00	-	-
17.25% Setco Engineering Pvt Ltd NCD	1,00,000	1,00,000	50	-	50	50.00	50	50.00
17.25% Shanders Properties Pvt Ltd NCD	1,00,000	1,00,000	100	54.92	100	96.95	100	100.00
17.50% Axis Spaces Pvt Ltd NCD	1,00,000	1,00,000	-	-	-	-	60	60.00
17.50% Vasathi Housing Ltd NCD	10,00,000	10,00,000	-	-	-	-	10	100.00
17.75 % Orris Ifrastructure Pvt Ltd	1,00,00,000	1,00,00,000	1	70.95	1	100.00	1	100.00
18 %Zodiac Devp Pvt Ltd-NCD	1,00,000	1,00,000	50	-	50	45.50	50	50.00
18 Shah Group Builders NCD	100	100	45,000	12.51	45,000	12.87	45,000	19.31
18% BBCL India Pvt Ltd NCD	20,000	20,000	483	-	483	22.05	483	96.72
18% BCIL Red Earth Developers India Pvt Ltd NCD	1,00,000	1,00,000	100,000	75.07	100,000	75.07	1,00,000	75.07
18% Darvesh Properties Pvt Ltd NCD	1,00,000	1,00,000	100	83.09	100	100.00	100	100.00
18% Fortune Buildcon India Pvt Ltd NCD	100	100	49,000	49.00	49,000	49.00	49,000	49.00
18% Karda Contraction NCD	20,000	20,000	-	-	-	-	500	75.19
18% Mighty Constructions NCD	100	100	85,000	17.42	85,000	37.35	85,000	37.35
18% Oceanus Dwellings NCD	100	100	-	-	-	-	1,00,000	16.19
18% Omkar Realtors Andheri Project Pvt Ltd NCD	817,527	8,17,527	2	-	2	78.54	2	164.32
18% Parinee Reality Pvt Ltd NCD	10,00,000	10,00,000	-	-	-	-	4	39.92
18% Sai Shraddha NCD	20,000	20,000	-	-	-	-	375	75.00
18% Shriline Properties Pvt Ltd NCD	1,00,000	100,000	50	5.56	50	5.88	50	50.00
18% Spark Builders and Infra Projects NCD	1,00,00,000	1,00,00,000	-	-	-	-	1	40.60
18% VGN Developers Pvt Ltd NCD	1,00,00,000	10,00,000	5	-	5	38.25	5	51.00
18.50% Vista Home Pvt Ltd (NCD)	1,00,000	1,00,000	100	-	100	100.00	100	100.00
20.50% Green Farm Tech NCD	10,000	10,000	750	77.25	750	77.25	773	77.25
20% Diyug Construction Pvt Ltd (Strugence) NCD	1,00,000	1,00,000	100	85.00	100	102.00	-	-
20% Samrudhi Reality Ltd NCD	1,00,000	1,00,000	100	100.00	100	100.00	-	-
17% Avigna NCD	1,00,000	1,00,000	-	-	-	-	16	16.00
17.25 % Midcity NCD	1,00,000	1,00,000	-	-	-	-	14	14.00
18% ASP Infra NCD	1,00,000	1,00,000	-	-	-	-	20	20.00
18% Shambhvi NCD	1,00,000	1,00,000	-	-	-	-	42	42.00
18% Spenta NCD	1,00,000	1,00,000	-	-	-	-	41	41.00
18% Suttlej Housing NCD	1,00,000	1,00,000	-	-	-	-	24	24.00
19% Gulam Mustafa Infinite NCD	1,00,000	1,00,000	-	-	-	-	27	27.00
				<b>792.95</b>		<b>1,265.71</b>		<b>1,885.92</b>
				<b>792.95</b>		<b>1,400.27</b>		<b>1,885.92</b>
<b>In Unquoted AIF &amp; Real estate funds</b>								
Kotak India Real Estate Fund	1,00,000	1,00,000	-	-	-	28.82	-	69.48
IDFC Real Estate Yield Fund	100	100	-	86.57	-	117.86	-	144.68
Religare Credit Investment Trusts	1,00,000	1,00,000	-	27.38	-	110.48	-	190.08
IIFL Real Estate AIF II	-	-	-	111.31	-	172.86	-	-
				<b>225.26</b>		<b>430.02</b>		<b>404.24</b>
<b>Investment measured at Fair Value through Other Comprehensive Income (FVTOCI)</b>								
<b>Equity shares - Quoted</b>								
3I Infotech Ltd	10	10	5,000	0.25	5,000	0.25	5,000	0.21
5Paisa Capital Ltd	10	10	333	1.10	-	-	-	-
Aditya Birla Capital Ltd	10	10	25,900	37.78	-	-	-	-
Aegis Logistics Ltd	1	1	8,005	20.78	10,571	20.57	-	-
Aftek Ltd	2	2	10,000	0.16	10,000	0.16	10,000	0.16
Ajanta Pharma Ltd	2	2	47	-	47	0.83	-	-
Alkem Laboratories Ltd	2	2	787	15.65	787	17.35	457	6.20
Apar Industries Ltd	10	10	3,901	28.40	-	-	-	-
Apollo Hospital Enterprises Ltd	5	5	-	-	500	5.83	-	-
Asian Paints Ltd	1	1	-	-	4,179	44.82	3,186	27.67

# Elegant Marbles and Grani Industries Ltd.

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

### NOTE '3' : NON -CURRENT INVESTMENTS

( ₹ in lakhs)

Name of the Company	Face Value	Paid up Value	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
			No. / Units	Amount	No. / Units	Amount	No. / Units	Amount
AU Small Finance Bank	10	10	1,299	8.03	-	-	-	-
Avanti Feed Ltd	2	2	-	-	1,000	7.41	-	-
AYM Syntex Ltd	10	10	32,979	20.03	32,979	26.28	85,000	81.98
Bajaj Finance Ltd.	10	10	2,011	35.55	2,206	25.83	505	34.97
Balaji Amines Ltd	2	2	2,000	11.22	-	-	-	-
Balmer Lawrie Co Ltd	10	10	11,000	23.89	11,000	-	7,184	41.18
Balmer Lawrie Investment Ltd	10	10	11,000	43.74	-	41.98	-	-
Bayer Corpscience Ltd	10	10	217	9.18	-	-	-	-
BEML Ltd	10	10	3,000	31.32	-	-	-	-
BF Utilities Ltd	5	5	2,000	7.63	2,000	8.83	-	-
Bharat Forge Ltd	2	2	2,472	17.30	2,941	30.65	3,365	29.38
Bharat Petroleum Corpn. Ltd	10	10	-	-	4,928	32.02	3,603	32.58
Birla Corporation Ltd	10	10	1,142	8.16	1,624	12.01	-	-
Blue Star Ltd	2	2	682	5.15	-	-	-	-
Bombay Burman Trading Corp. Ltd	2	2	35,000	409.13	30,672	262.49	30,672	112.89
Bombay Dyeing MfgcoLtd	1	1	45,000	107.71	10,000	8.30	10,000	4.76
Bosch Ltd	10	10	107	19.28	238	54.15	281	58.40
Britannia Industries Ltd	10	10	5,500	273.43	5,500	186.06	5,500	147.16
Canara Bank	10	10	-	-	19,100	57.87	16,000	30.38
Canfin Home Ltd	10	10	1,375	6.66	285	6.05	-	-
Century Plyboards India Ltd	1	1	7,500	24.50	-	-	-	-
Century Textiles Industries Ltd	10	10	3,500	40.08	13,785	145.20	8,273	43.74
City Union Bank Ltd.	1	1	11,139	19.21	10,127	15.35	8,630	8.18
Coal India Ltd	10	10	-	-	10,801	31.63	10,801	31.54
Colgate-Palmolive (India) Limited	1	1	888	9.39	888	8.84	556	4.62
Container Corporation Of India Ltd	10	10	920	11.45	444	5.66	381	4.74
Cummins India Ltd	2	2	1,365	9.56	1,365	12.96	1,178	9.92
DCB Bank Ltd	10	10	39,980	64.53	39,980	68.23	39,980	31.56
DCM Shriram Ltd	2	2	5,391	22.87	-	-	-	-
DCW Ltd	2	2	-	-	-	-	50,000	12.03
Deepak fertilisers Petrochemicals Corpn. Ltd	10	10	9,130	26.34	-	-	-	-
Development Credit Bank Ltd	10	10	9,154	9.78	11,946	20.34	3,101	2.46
Dewan Housing Finance Coropration Ltd	10	10	-	-	10,000	36.70	10,000	19.62
Dhanuka Agritech Ltd	2	2	463	2.55	486	3.86	-	-
Dishman Varbogen Amcis Ltd	2	2	1,442	4.62	1,169	3.37	-	-
Divis Laboratories Ltd	2	2	-	-	5,000	31.21	-	-
Dr. Lal Pathlabs Ltd	10	10	441	3.86	441	4.27	-	-
Eicher Motors Ltd	10	10	103	29.22	208	53.22	388	74.42
Emami Limited	1	1	1,322	14.13	1,322	14.07	811	7.56
Engineers India Ltd	5	5	2,862	4.53	2,862	4.12	1,113	1.89
Equitas Holdings	10	10	-	-	5,000	8.49	-	-
Eveready Industries India Ltd	5	5	-	-	-	-	5,000	11.57
Federal Bank Ltd	2	2	11,587	10.34	7,500	6.85	7,500	3.46
Fedral Mogul Goetze India Ltd	10	10	-	-	-	-	1,000	3.24
Gabriel India Ltd	1	1	4,515	6.19	5,242	6.37	-	-
Genus Power Infrastructure Ltd	1	1	60,000	30.54	60,000	24.36	60,000	31.65
GlaxoSmithkline Consumer Healthcare Ltd.	10	10	162	9.88	150	7.73	127	7.67
Godawari Power Ispat Ltd	10	10	12,000	51.82	48,950	57.42	48,950	26.41
Godrej Industries Ltd	1	1	3,105	17.07	1,633	8.25	-	-
Godrej Properties Ltd	5	5	-	-	10,500	40.48	10,500	31.11
Grasim Industries Ltd	2	2	18,500	195.01	-	-	-	-
Gujarat Ambuja Exports Ltd	2	2	15,852	36.58	-	-	-	-
Gujarat Industries Power Co. Ltd	10	10	21,720	21.02	-	-	-	-
HDFC Bank Ltd	10	10	-	-	2,176	31.39	3,182	34.08
Hero Motocorp Ltd.	2	2	-	-	523	16.85	765	22.53
Himachal Futuricts Communications Ltd	1	1	1,00,000	25.90	-	-	-	-
Hindustan Construction Co. Ltd	1	1	1,00,000	22.30	1,00,000	39.50	1,00,000	19.60
Hindustan Petroleum Corporation Ltd	10	10	4,576	15.78	11,596	60.95	3,399	26.78
Hindustan Zinc Ltd.	10	10	2,10,000	632.00	2,10,000	606.59	2,10,000	385.35
Housing Development Finance Corp Ltd	2	2	7,300	26.25	1,183	17.77	1,730	19.13
HOV Services Ltd	10	10	-	-	-	-	15,000	11.70
IDFC Bank Ltd	10	10	53,500	25.33	53,500	31.73	53,500	25.81
IFCI Ltd	10	10	-	-	-	-	50,000	12.30
IFGL Refractories Ltd	10	10	5,319	12.98	-	-	-	-
IIFL Holdings Ltd	2	2	473	3.34	-	-	-	-

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## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

### NOTE '3' : NON -CURRENT INVESTMENTS

(₹ in lakhs)

Name of the Company	Face Value	Paid up Value	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
			No. / Units	Amount	No. / Units	Amount	No. / Units	Amount
India Infoline Ltd	10	10	7,886	55.48	7,886	31.51	7,886	16.27
Indiabulls Real Estate Ltd	2	2	20,000	36.22	50,000	43.70	50,000	28.05
Indiabulls Ventures Ltd	2	2	2,30,115	558.03	1,80,115	104.83	-	-
Indiabulls Ventures Ltd(Right Issue)	2	2	53,915	47.31	-	-	-	-
Indian Hume Pipe Company Ltd	2	2	5,000	15.63	-	-	-	-
Ineos Styrolution India Ltd	10	10	-	-	-	-	3,459	19.35
Inox Leisure Ltd	10	10	-	-	5,000	14.32	-	-
Inox Wind Ltd	10	10	-	-	20,000	34.00	20,000	52.07
Interglobe Aviation Ltd	10	10	-	-	6,266	65.85	2,583	22.55
Ipca Lab Ltd	2	2	1,416	9.28	1,416	8.83	1,215	7.07
ISGEC Heavy Engineering Ltd	10	10	481	31.29	-	-	-	-
ITD Cementation India Ltd	1	1	2,348	3.69	2,348	4.02	-	-
Jai Corp Ltd	1	1	10,000	13.35	10,000	7.40	10,000	6.88
Jain Irrigation Systems Ltd	2	2	70,000	74.59	70,000	65.66	80,000	48.24
Jaiprakash Associates Ltd	2	2	-	-	26,000	3.58	26,000	1.99
Jammu Kashmir Bank Ltd	1	1	6,558	3.96	56,558	42.39	5,462	3.30
Jet Airways (India) Ltd	10	10	-	-	7,500	39.45	-	-
Jindal Poly Films Ltd	10	10	-	-	1,000	3.96	1,000	4.23
Jindal Poly Investment and Finance Company Ltd	1	1	250	0.14	250	0.24	250	0.20
JK Tyre & Industries Ltd	2	2	-	-	-	-	10,000	8.42
Jubilant Life Science Ltd	1	1	-	-	3,000	23.95	-	-
Kajaria Ceramics Ltd	1	1	942	5.39	942	5.50	-	-
Kalyani Investment Company Ltd	10	10	-	-	1,127	18.31	1,127	18.82
Kolte Patil Developers Ltd	10	10	-	-	-	-	5,900	6.11
Kotak Mahindra bank Ltd	5	5	9,883	64.12	10,611	70.56	6,895	46.93
Larsen & Toubro Ltd.	2	2	-	-	14,006	220.93	14,448	175.72
LIC Housing Finance Ltd	2	2	5,000	26.76	2,000	12.31	-	-
Lovable Lingerie Ltd	10	10	-	-	4,000	9.82	-	-
LT Technology Services Ltd	2	2	1,218	15.05	1,218	9.48	-	-
Mahanagar Gas Ltd	10	10	634	6.07	638	5.71	-	-
Maharashtra Seamless Ltd	5	5	6,890	29.18	-	-	-	-
Mahindra Holidays Resorts India Ltd	10	10	42,000	122.77	38,920	167.20	38,920	150.56
Mahindra Mahindra Ltd	5	5	-	-	2,052	26.36	-	-
Maithan Alloys Ltd	10	10	1,600	12.58	-	-	-	-
Max Financial Services Ltd	2	2	3,809	17.27	3,809	21.98	2,604	8.96
Max India Taurus Venture Ltd	2	2	-	-	-	-	2,604	2.88
Max Venture and Industries Ltd	10	10	-	-	-	-	520	0.33
Mayur Uniquoters Ltd	5	5	-	-	5,000	18.91	-	-
Mirza International Ltd	2	2	-	-	11,000	9.48	-	-
MOIL Ltd	10	10	-	-	2,500	7.85	-	-
Motilal Oswal Financial Service Ltd	1	1	2,601	26.16	5,101	37.14	5,000	13.61
MRF Ltd	10	10	70	50.61	70	42.51	70	26.86
Multi Commodity Exchange of India Ltd	10	10	-	-	1,000	12.04	1,000	8.35
Network 18 Media Investments Ltd	5	5	-	-	-	-	60,000	26.37
Page Industries Ltd.	10	10	170	38.56	173	25.29	156	18.90
Parsvanath Developers Ltd.	10	10	-	-	10,000	1.23	10,000	1.87
Phoenix Lamps Ltd	10	10	2,031	-	2,031	3.55	-	-
Pidilite Industries Ltd	1	1	-	-	1,600	11.18	-	-
Piramal Enterprises Ltd	2	2	1,774	43.16	-	-	-	-
Polyplex Corporation Ltd	10	10	6,110	28.76	-	-	-	-
Praj Industries Ltd	2	2	-	-	15,000	12.00	-	-
Quess Corp.Ltd	10	10	976	10.03	987	6.81	-	-
Rain Industries Ltd	2	2	17,460	65.41	-	-	-	-
Ramkrishna Forgings Ltd	10	10	-	-	5,000	23.89	-	-
Raymond Ltd	10	10	-	-	-	-	7,500	30.47
Relaince Capital Ltd	10	10	-	-	-	-	3,000	11.04
Reliance Industries Ltd	10	10	7,900	69.74	4,000	52.77	17,500	182.92
Reliance Power	10	10	-	-	15,550	7.46	15,550	7.67
Sanghvi Movers Ltd	2	2	20,179	35.00	-	-	-	-
Snowman Logistics Ltd	10	10	-	-	15,000	9.50	-	-
Solar Industries Ltd	2	2	-	-	-	-	500	17.36
Speciality Restaurants Ltd	10	10	-	-	-	-	890	0.76
State Bank of India	10	10	50,000	125.05	57,942	169.60	61,615	119.71
Steel Strips Wheels Ltd	10	10	2,800	29.82	-	-	-	-



# Elegant Marbles and Grani Industries Ltd.

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

### NOTE '3' : NON -CURRENT INVESTMENTS

( ₹ in lakhs)

Name of the Company	Face Value	Paid up Value	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
			No. / Units	Amount	No. / Units	Amount	No. / Units	Amount
Sun Pharmaceuticals Industries Ltd	1	1	6,000	29.72	16,261	111.84	5,429	44.52
Suprajit Engineering Ltd	1	1	880	2.45	-	-	-	-
Tata Consultancy Services Ltd	1	1	-	-	807	19.62	1,181	29.76
Tata Investment Corporation Ltd	10	10	-	-	3,000	18.99	3,000	14.08
Titagarh Wagons Ltd	2	2	-	-	-	-	10,000	9.50
Tribhovandas Bhimji Zaveri Ltd	10	10	-	-	-	-	12,500	7.24
Ttk Prestige Ltd	10	10	93	5.75	114	6.71	-	-
UFO Moviez India Ltd	10	10	-	-	6,500	27.81	-	-
Unitech Ltd	2	2	-	-	50,000	2.79	-	-
United Spirits Ltd	10	10	-	-	2,574	55.95	2,526	63.14
V S T Tillers Tractors Ltd	10	10	1,350	33.93	-	-	-	-
Vesuvius India Ltd	10	10	-	-	575	7.10	-	-
Videocon Industries Ltd	10	10	-	-	39,900	41.16	39,900	42.57
Vindhya Telelinks Ltd	10	10	3,056	32.09	-	-	-	-
Voltas Ltd.	1	1	6,893	42.81	6,893	28.42	5,062	14.08
Welspun Enterprises Ltd	10	10	1,00,000	141.31	-	-	-	-
Zuari Agro Chemicals Ltd	10	10	6,270	30.23	-	-	-	-
				<b>4,569.23</b>		<b>4,106.95</b>		<b>2,852.30</b>
<b>Investment measured at Fair Value through Other Comprehensive Income (FVTOCI)</b>								
<b>In Mutual Fund -Quoted</b>								
IDFC Equity Opportunity Ser 1 Regular Plan Dividend	10	10	-	-	-	-	5,00,000	48.19
L & T Emerging Business Fund	10	10	8,95,492	246.82	-	-	-	-
M O Most Focused Multicap 35 F Direct Divi Payout	10	10	11,29,025	284.58	11,29,025	264.56	11,29,025	191.18
M O Most Focused Multicap 35 F Regular Divi Payout	10	10	4,23,967	102.54	4,23,967	96.54	4,23,967	70.36
Reliance Banking Fund-Div Plan	10	10	6,36,162	320.01	6,36,162	316.38	6,36,162	246.87
				<b>953.95</b>		<b>677.48</b>		<b>556.60</b>
<b>Investment measured at Fair Value through Profit &amp; Loss (FVTPL)</b>								
<b>In Mutual Fund -Quoted</b>								
Benchmark Liquid Bees	-	-	-	-	-	-	-	-
ICICI Prudential Banking & PSU Debt Fund Direct Growth	10	10	-	1,58,608	30.02	-	-	-
ICICI Prudential Savings Fund DIR- Growth	10	10	2,56,827	693.88	4,05,040	1,019.83	86,081	197.34
IDFC Dynamic Bond Fund Growth (Direct Plan)	10	10	24,78,652	535.44	24,78,652	519.31	24,78,652	455.11
Kotak Gilt (Investment Regular) Growth	10	10	-	-	4,78,238	269.54	4,78,238	241.67
Reliance Liquid fund Direct DDR	1,000	1,000	53	1.39	159	1.59	218	2.18
Reliance Liquid Bees	1,000	1,000	1	0.01	1	-	-	-
Reliance Liquid Fund Growth Option	1,000	1,000	0.001	-	0.001	-	-	-
HDFC Liquid Fund Direct Plan Growth	10	10	13,53,327	46.34	-	-	-	-
TATA Floater Fund Growth Plan	10	10	1	0.03	-	0.03	1	0.02
				<b>1,277.09</b>		<b>1,840.32</b>		<b>896.32</b>
<b>Total Non Current Investment</b>		<b>TOTAL</b>		<b>7,818.48</b>		<b>8,455.04</b>		<b>6,595.38</b>
<b>Aggregate amount of Quoted Investments</b>				4,178.80		4,715.64		3,595.71
<b>Market Value of Quoted Investments</b>				6,800.27		6,759.31		4,305.22
<b>Aggregate amount of unquoted Investments</b>				1,018.21		1,695.73		2,290.16
<b>Category-wise Non current Investment</b>								
<b>Financial Assets measured at cost</b>				1,018.21		1,830.29		2,290.16
<b>Financial Assets measured at Fair Value through Other Comprehensive Income (FVTOCI)</b>				5,523.19		4,784.44		3,408.90
<b>Financial Assets measured at Fair Value through Profit and Loss (FVTPL)</b>				1,277.08		1,840.31		896.32

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## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

	As at 31.03.2018	As at 31.03.2017	( ₹ in lakhs) As at 01.04.2016
<b>NOTE '4' : DEFERRED TAX ASSETS</b>			
At the start of the year	93.60	91.86	91.85
Deferred tax for current year	4.55	1.74	-
At the end of the year	<b>98.15</b>	<b>93.60</b>	<b>91.85</b>
<b>Components of Deferred Tax (Liabilities) / Assets :</b>			
<b>Deferred Tax (Liabilities) / Assets in relation to:</b>			
Property, Plant & Equipment	(5.35)	(8.32)	(10.06)
Carried Forward Loss	103.50	101.70	101.70
Others	-	0.22	0.22
	<b>98.15</b>	<b>93.60</b>	<b>91.86</b>
<b>NOTE '5' : OTHER NON CURRENT ASSETS</b>			
Deposits	40.81	40.81	35.43
	<b>40.81</b>	<b>40.81</b>	<b>35.43</b>
<b>NOTE '6' : INVENTORIES</b>			
(As taken, valued and certified by the Management)			
(Valued at lower of cost or net realisable value)			
Raw Material	-	79.48	52.08
Finished Goods	1,413.47	1,003.69	942.02
	<b>1,413.47</b>	<b>1,083.17</b>	<b>994.10</b>
<b>NOTE '7' : TRADE RECEIVABLES</b>			
Unsecured & considered good	125.66	126.57	133.43
	<b>125.66</b>	<b>126.57</b>	<b>133.43</b>
<b>NOTE '8' : CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS</b>			
<u>Cash and Cash equivalents</u>			
Balance with Bank in current accounts	84.19	92.50	123.40
Deposits with original maturity of less than 3 months (including interest accrued thereon)	43.06	-	-
Cash on hand	5.75	9.77	5.83
	<b>133.00</b>	<b>102.27</b>	<b>129.23</b>
<b>NOTE '9' : CURRENT FINANCIAL ASSETS - OTHER BANK BALANCES</b>			
Earmarked Unpaid dividend accounts	5.70	6.47	6.08
	<b>5.70</b>	<b>6.47</b>	<b>6.08</b>
<b>NOTE '10' : CURRENT FINANCIAL ASSETS - OTHER</b>			
<b>Unsecured, Considered good</b>			
<u>Other</u>			
Interest accrued	88.01	55.86	24.06
Dividend Receivable	12.60	57.75	-
	<b>100.61</b>	<b>113.61</b>	<b>24.06</b>

# Elegant Marbles and Grani Industries Ltd.

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

	As at 31.03.2018	As at 31.03.2017	( ₹ in lakhs) As at 01.04.2016
<b>NOTE '11' : CURRENT TAX ASSETS (NET)</b>			
Income tax (net of provisions)	0.04	-	-
	<b>0.04</b>	-	-
<b>NOTE '12' : OTHER CURRENT ASSETS</b>			
(Unsecured & considered good)			
<u>Advance other than Capital Advance</u>			
Advance to suppliers	1.89	2.89	0.47
<u>Other</u>			
Prepaid Expenses	17.99	14.52	10.23
SAD Refund Receivable	-	4.74	-
Other Recoverable	9.21	49.98	20.04
Balance with revenue authorities	64.54	4.59	1.73
	<b>93.63</b>	<b>76.72</b>	<b>32.47</b>

### NOTE '13' : EQUITY SHARE CAPITAL

#### Authorised

50 Lakhs (Previous Year : 50,00,000) Equity Shares of ₹ 10/- each.

#### Issued, Subscribed & Paid up

36.60 Lakhs (Previous year : 45,00,000) Equity Shares of ₹ 10/- each

	<b>500.00</b>	<b>500.00</b>	<b>500.00</b>
	366.00	450.00	450.00
<b>TOTAL</b>	<b>366.00</b>	<b>450.00</b>	<b>450.00</b>

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

Particulars	31st March, 2018		31st March, 2017		31st March, 2016	
	No. of Shares	Amount ₹	No. of Shares	Amount ₹	No. of Shares	Amount ₹
At the beginning of the period	45,00,000	450.00	45,00,000	450.00	45,00,000	450.00
Extinguishment of equity shares on Buy Back	(8,40,000)	(84.00)	-	-	-	-
Outstanding at the end of the year	<u>36,60,000</u>	<u>366.00</u>	<u>45,00,000</u>	<u>450.00</u>	<u>45,00,000</u>	<u>450.00</u>

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

Name of the Shareholder	31st March, 2018		31st March, 2017		31st March, 2016	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Shri Rajesh Agrawal	8,20,047	22.41%	10,06,800	22.37%	10,06,800	22.37%
Shri Rakesh Agrawal	7,12,592	19.47%	8,90,000	19.78%	8,90,000	19.78%
Smt. Alka Agrawal	4,21,745	11.52%	5,45,000	12.11%	5,45,000	12.11%
Smt. Divya Agrawal	4,03,345	11.02%	5,25,000	11.67%	5,25,000	11.67%
Smt. Gita Agrawal	2,21,847	6.06%	2,70,000	6.00%	2,70,000	6.00%
	<b>25,79,576</b>	<b>70.48%</b>	<b>32,36,800</b>	<b>71.93%</b>	<b>32,36,800</b>	<b>71.93%</b>

#### (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 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.

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## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

### NOTE '14' : OTHER EQUITY

(₹ in lakhs)

Particulars	Reserves and Surplus			OCI		Total Other equity
	Share Premium Reserve	General Reserve	Capital Redemption Reserve	Retained earnings	Equity Instruments through OCI	
<b>Balance as at April 01,2016</b>	<b>285.00</b>	<b>2,091.23</b>	-	<b>3,655.35</b>	<b>555.15</b>	<b>6,586.73</b>
Profit for the year	-	-	-	595.17	-	595.17
Other comprehensive income for the year, net of tax	-	-	-	144.05	1,218.23	1,362.28
Creation of General Reserve	-	60.00	-	(60.00)	-	-
<b>Balance as at March 31, 2017</b>	<b>285.00</b>	<b>2,151.23</b>	-	<b>4,334.57</b>	<b>1,773.38</b>	<b>8,544.18</b>
Profit for the year	-	-	-	436.78	-	436.78
Other comprehensive income for the year, net of tax	-	-	-	405.29	620.94	1,026.23
Creation of General Reserve	-	60.00	-	(60.00)	-	-
Creation of Capital Redemption Reserves	(285.00)	(1,437.00)	1,722.00	-	-	-
Premium paid on Buy back of Shares	-	-	(1,638.00)	-	-	(1,638.00)
<b>Balance as at March 31, 2018</b>	<b>-</b>	<b>774.23</b>	<b>84.00</b>	<b>5,116.64</b>	<b>2,394.32</b>	<b>8,369.19</b>

As at  
31.03.2018                      As at  
31.03.2017                      As at  
01.04.2016

### NOTE '15' : TRADE PAYABLES

Micro, Small and Medium Enterprises	-	-	-
Others	793.46	1,022.31	890.38
	<b>793.46</b>	<b>1,022.31</b>	<b>890.38</b>

### NOTE '16' : CURRENT FINANCIAL LIABILITIES - OTHER

Unclaimed Dividend	5.70	6.47	6.08
<u>Other payables</u>			
Employee related liabilities	1.22	0.97	0.64
Other Liabilities	17.46	11.34	12.21
	<b>24.38</b>	<b>18.78</b>	<b>18.93</b>

### NOTE '17' : OTHER CURRENT LIABILITIES

Advance from customers	356.23	123.25	168.18
Statutory dues payable	4.09	18.10	17.64
	<b>360.32</b>	<b>141.35</b>	<b>185.82</b>

### NOTE '18' : CURRENT TAX LIABILITIES (NET)

Provision for Taxation (net of advance tax)	-	17.65	18.56
	<b>-</b>	<b>17.65</b>	<b>18.56</b>

# Elegant Marbles and Grani Industries Ltd.

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

( ₹ in lakhs)

	As at 31.03.2018	As at 31.03.2017
<b>NOTE '19' : REVENUE FROM OPERATIONS</b>		
Sale of products		
Sales of Goods	2,360.27	2,787.45
Other operating revenues	43.25	59.91
	<b>2,403.52</b>	<b>2,847.36</b>
 <b>NOTE '20' : OTHER INCOME</b>		
Dividend received	126.04	170.04
Interest received	171.33	360.94
Other Income	6.49	-
Gain on financial assets*	144.39	105.48
	<b>448.25</b>	<b>636.46</b>
 <small>*Includes fair value gain/(Loss) as at 31st March, 2018 of ₹ 47.89 Lakhs (31st March, 2017 ₹ 116.60 Lakhs)</small>		
 <b>NOTE '21' : CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-TRADE</b>		
Opening stock		
Finished Goods	1,003.69	942.02
Closing stock		
Finished Goods	1,413.47	1,003.69
	<b>(409.78)</b>	<b>(61.67)</b>
 <b>NOTE '22' : EMPLOYEES BENEFIT EXPENSES</b>		
Salaries & Wages	133.23	93.34
Directors' Remuneration	60.00	60.00
Staff Welfare	0.01	0.01
Bonus	10.53	0.71
Gratuity	0.40	0.09
Provident Fund	3.26	0.59
E.S.I.C.	1.71	0.20
	<b>209.14</b>	<b>154.94</b>
 <b>NOTE '23' : OTHER EXPENSES</b>		
Consumables & Stores	17.83	18.03
Power & Fuel	65.44	57.84
Rent, Rates & Taxes (excluding taxes on income)	128.55	103.61
Repairs & Maintenance - Machinery	2.05	0.60
Repairs & Maintenance - Other	2.70	5.43
Auditors' Remuneration	2.00	1.00
Insurance	11.38	8.83
Job Work Charges	32.15	21.71
Motor Car Expenses	6.83	2.63
Telephone & Internet Expenses	6.54	7.20
Legal & Professional Fees	13.76	5.45
Travelling Expenses	27.06	15.45
Sales Promotion Expenses	36.66	24.48
Miscellaneous Expenses	70.50	44.50
	<b>423.45</b>	<b>316.76</b>

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## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

	( ₹ in lakhs)	
	As at 31.03.2018	As at 31.03.2017
<b>NOTE '24' NOTES TO ACCOUNTS</b>		
<b>24.1 AUDITORS' REMUNERATION</b>		
Audit Fee	1.80	0.90
Tax Audit Fee	0.20	0.10
	<u>2.00</u>	<u>1.00</u>
<b>24.2 CORPORATE SOCIAL RESPONSIBILITY (CSR)</b>		
Amount required to be spent as per section 135 of the Act.	13.84	13.02
Amount spent during the year		
(i) Construction/acquisition of any assets	-	-
(ii) On purpose other than (i) above	14.50	13.50
<b>24.3 EARNINGS PER SHARE (EPS)</b>		
Net Profit after tax as per statement of Profit and Loss attributable to equity shareholders	436.79	595.18
Weighted average number of equity shares outstanding	44,88,493	44,88,493
Face Value per equity share (₹)	10.00	10.00
Basic Earnings Per Share (₹)	9.73	13.26
Diluted Earnings per Share (₹)	9.73	13.26
<b>24.4 INCOME TAX RECONCILIATION</b>		
Profit before tax	524.56	768.99
Applicable Tax Rate	20.39%	33.06%
Computed Tax Expenses	106.95	254.25
<u>Tax Effect of :</u>		
Income exempted from Income tax	(25.70)	(91.10)
Expenses disallowed	0.05	7.42
Tax in respect of earlier year	11.02	-
Other	-	4.98
Deferred Tax	(4.55)	(1.74)
Tax Expenses	<u>87.77</u>	<u>173.81</u>
Effective tax rate	16.73%	22.60%

### 24.5 IMPORTED & INDIGENOUS MATERIALS CONSUMED

	2018		2017	
	%	Amount (₹)	%	Amount (₹)
<u>Raw Materials</u>				
Imported	70.08	186.73	99.69	185.76
Indigenously obtained	29.92	79.71	0.31	0.57
		<u>266.44</u>		<u>186.33</u>
<u>Stores</u>				
Imported	-	-	-	-
Indigenously obtained	100	17.83	100	4.28
		<u>17.83</u>		<u>4.28</u>

# Elegant Marbles and Grani Industries Ltd.

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

### 24.6 CONTINGENT LIABILITY

- (i) The company has preferred appeals before the Commissioner of Income Tax (Appeals), Mumbai against the orders passed by Deputy Commissioner of Income Tax for the assessment years 2013-14 & 2014-15 raising a demand of ₹ 41.73 Lakhs & ₹ 7.00 Lakhs respectively.
- (ii) The company has preferred an appeal before the honourable Income Tax Appellate Tribunal, Mumbai against the order for the assessment year 2012-2013 passed by Commissioner of Income Tax (Appeals), Mumbai partly confirming the addition made by the Assessing Officer. The company has paid the demand raised after given effect to the order passed by learned Commissioner of Income tax (Appeals), Mumbai.

### 24.7 BUYBACK OF SHARES

In accordance with Sec 68, 69, 70 and other applicable provisions of the Companies Act, 2013 and SEBI regulations and pursuant to the public announcement for buy back made by the Company, the Company initiated a buy back by way of tender offer through stock exchange mechanism for cash at price of ₹ 205/- per equity share for an aggregate maximum amount of ₹ 1,722 lakhs.

#### Particulars

Date of Board Meeting approving the buy back	28th Nov 2017
Date of Public Announcement	15th Jan 2018
Record Date	25th Jan 2018
Date of buy back	26th Mar 2018
No. of shares bought back	8,40,000
Face value of shares bought back	₹ 10
Consideration paid towards buy back (in lakhs)	1,722.00

Pursuant to buyback the Company has adjusted premium on buyback of ₹ 195/- per share aggregating ₹ 1,638 lakhs, out of Securities Premium Account ₹ 285 lakhs and from General Reserve ₹ 1,353 lakhs. Further, an amount of ₹ 84 lakhs (equivalent to the face value of shares) has been transferred to Capital Redemption Reserve.

- 24.8** 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.
- 24.9** 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.
- 24.10** The Company has not provided for its gratuity liability for the current year in absence of actuarial valuation. The management has initiated efforts to appoint a certified actuarial valuer to estimate the future estimated liability on account of gratuity that may be payable by the Company.

### 24.11 RELATED PARTIES DISCLOSURES

- a) **Related parties where control exists :**
- i. Madhu Holdings Private Limited
  - ii. Eternal Holdings Private Limited
  - iii. Elegant Financial Services LLP
  - iv. Alka Granites LLP
  - v. Everlasting Properties LLP
  - vi. Peaceful Properties LLP
  - vii. Everfresh Properties LLP
  - viii. Ware Innovations LLP
  - viiii. Khello Khillo Design LLP

# 33rd Annual Report 2017-2018

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

b) **Key management personnel & their relatives :**

- i. Shri Rajesh Agrawal, Director
- ii. Shri Rakesh Agrawal, Director
- iii. Ms. Yogita Agrawal, Director
- iv. Shri R. S. Agrawal, father of Shri Rajesh Agrawal and Shri Rakesh Agrawal
- v. Smt. Alka Agrawal, wife of Shri Rajesh Agrawal
- vi. Smt. Divya Agrawal, wife of Shri Rakesh Agrawal
- vii. Smt. Gita Agrawal, mother of Shri Rajesh Agrawal and Shri Rakesh Agrawal
- viii. M/s. Rakesh Agrawal, HUF
- ix. M/s. Rajesh Agrawal, HUF
- x. Shri Hitesh Kothari
- xi. Ms. Sneha Valeja

( ₹ in lakhs)

	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
<b>c) Transactions during the year with related parties :</b>		
i. Rent paid	100.44	71.52
ii. Payment to Key Managerial personnel/Relative	67.40	65.93
iii. Sales Promotion expenses	8.59	7.30
iv. Revenue from operation	2.41	-
<b>d) Disclosure in Respect of Major Related Party Transactions during the year :</b>		
i. <u>Rent Paid</u>		
Smt. Alka Agrawal	30.00	18.00
M/s. R. S. Agrawal HUF	30.00	18.00
Shri Rajesh Agrawal	20.22	8.88
Shri Rakesh Agrawal	20.22	8.88
M/s. Rajesh Agrawal HUF	-	8.88
M/s. Rakesh Agrawal HUF	-	8.88
ii. <u>Payment to Key Managerial Personnel/Relative</u>		
Shri Rajesh Agrawal	30.00	30.00
Shri Rakesh Agrawal	30.00	30.00
Shri Hitesh Kothari	5.35	4.20
Ms. Sneha Valeja	2.05	-
Ms. Reshma Ramchandani	-	0.25
Ms. Heena Joshi	-	1.48
iii. <u>Sales Promotion Expenses</u>		
Khello Khillo Design LLP	0.17	-
Ware Innovation LLP	8.42	7.30
iv. <u>Revenue from Operation</u>		
Ware Innovation LLP	2.41	-



# Elegant Marbles and Grani Industries Ltd.

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

**24.12** Having regard to the rate of taxation, Company's income profile and other factors, the Company has not provided for deferred tax for credit for minimum alternative tax available to it.

### 24.13 Fair Valuation Measurement Hierarchy

( ₹ in lakhs)

Particulars	As at 31st March, 2018			As at 31st March, 2017			As at 1st April, 2016		
	Carrying amount	Level of Input use in		Carrying amount	Level of Input use in		Carrying amount	Level of Input use in	
		Level 1	Level 2		Level 1	Level 2		Level 1	Level 2
<b>Financial Assets</b>									
<b>At Amortised cost</b>									
Investments	1,018.21	-	-	1,830.29	-	-	2,290.16	-	-
Trade Receivable	125.66	-	-	126.57	-	-	133.43	-	-
Cash & Bank Balance	138.70	-	-	108.74	-	-	135.31	-	-
Other Financial Assets	100.61	-	-	-	-	-	-	-	-
<b>At FVTPL</b>									
Investments	1,277.08	1,277.08	-	1,840.31	1,840.31	-	556.60	556.60	-
<b>At FVTOCI</b>									
Investments	5,523.19	5,523.19	-	4,784.44	4,784.44	-	3,408.90	3,408.90	-
<b>Financial Liabilities</b>									
<b>At Amortised cost</b>									
Trade Payable	793.46	-	-	1,022.32	-	-	890.38	-	-
Other Financial Liabilities	24.37	-	-	18.78	-	-	18.93	-	-

The financial instruments are categorized into two levels based on the inputs used to arrive at fair value measurements as described below:

**Level 1:** Quoted (unadjusted) prices in active markets for identical assets or liabilities; and

**Level 2:** Inputs other than the quoted prices included within Level 1 that are observable for the assets or liability, either directly or indirectly.

#### **Liquidity Risk**

Liquidity risk is the risk that suitable sources of funding for the company's business activities may not be available. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due, so that the company is not forced to obtain funds at higher rates. The Company monitors rolling forecasts of the Company's cash flow position and ensure that the Company is able to meet its financial obligation at all times including contingencies.

#### **Credit Risk**

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due causing financial loss to the company. It arises from cash and cash equivalents, financial instruments and principally from credit exposures to customers relating to outstanding receivables. The Company deals with highly rated counter parties.

### 24.14 FIRST TIME IND AS ADOPTION

The Company has adopted Ind AS with effect from 1st April, 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Reserves as at 1st April, 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

#### **Exemptions from retrospective application**

Ind As 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemption

a. Property, Plant and Equipment

The Company has elected to measure all of its Property, plant and equipment and Intangible assets at their Historical cost less accumulated depreciation.

b. Estimates

The estimate as at April 1, 2016 and as at March 31, 2017 are consistent with those made for the same dates in accordance with Indian GAAP.

# 33rd Annual Report 2017-2018

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

### Effect of Ind AS adoption on the standalone balance sheet as at 31st March, 2017 and 1st April, 2016

(₹ in lakhs)

	As at 31st March, 2017			As at 1st April, 2016		
	Pervious GAAP	Effect of transition to IND AS	As per Ind AS Balance Sheet	Pervious GAAP	Effect of transition to IND AS	As per Ind AS Balance Sheet
<b>ASSETS</b>						
1. <u>Non-current assets</u>						
Property, Plant and Equipment	96.01	-	96.01	108.37	-	108.37
<u>Financial Assets</u>						
i. Investments	6,411.37	2,043.67	8,455.04	5,885.87	709.52	6,595.38
Deferred Tax Assets	93.60	-	93.60	91.85	-	91.85
Other Non-Current Assets	40.81	-	40.81	35.43	-	35.43
	<b>6,641.79</b>	<b>2,043.67</b>	<b>8,685.46</b>	<b>6,121.52</b>	<b>709.52</b>	<b>6,831.03</b>
2. <u>Current assets</u>						
a. Inventories	1,083.17	-	1,083.17	994.10	-	994.10
b. <u>Financial Assets</u>						
i. Trade Receivable	126.57	-	126.57	133.43	-	133.43
ii. Cash & Cash Equivalents	102.27	-	102.27	129.23	-	129.23
iii. Bank Balance other than (iii) above	6.47	-	6.47	6.08	-	6.08
iv. Others	22.00	91.60	113.61	12.42	11.63	24.06
c. Current Tax Assets (Net)	-	-	-	-	-	-
d. Other Current Assets	168.32	(91.60)	76.72	44.09	(11.63)	32.46
	<b>1,508.80</b>	<b>-</b>	<b>1,508.81</b>	<b>1,319.35</b>	<b>-</b>	<b>1,319.36</b>
	<b>8,150.59</b>	<b>2,043.67</b>	<b>10,194.27</b>	<b>7,440.87</b>	<b>709.52</b>	<b>8,150.39</b>
<b>EQUITY AND LIABILITIES</b>						
<u>EQUITY</u>						
a. Equity Share Capital	450.00	-	450.00	450.00	-	450.00
b. Other equity	6,500.50	2,043.67	8,544.18	5,877.19	709.52	6,586.71
	<b>6,950.50</b>	<b>2,043.67</b>	<b>8,994.18</b>	<b>6,327.19</b>	<b>709.52</b>	<b>7,036.71</b>
<u>LIABILITIES</u>						
1. <u>Current Liabilities</u>						
a. <u>Financial Liabilities</u>						
i. Trade Payables	1,022.31	-	1,022.31	890.38	-	890.38
ii. Other Financial liabilities	18.78	-	18.78	18.93	-	18.93
b. Other Current Liabilities	141.35	-	141.35	185.81	-	185.81
c. Provision	-	-	-	-	-	-
d. Current tax liabilities (Net)	17.65	-	17.65	18.56	-	18.56
	<b>1,200.09</b>	<b>-</b>	<b>1,200.09</b>	<b>1,113.68</b>	<b>-</b>	<b>1,113.68</b>
	<b>8,150.59</b>	<b>2,043.67</b>	<b>10,194.27</b>	<b>7,440.87</b>	<b>709.52</b>	<b>8,150.39</b>

# Elegant Marbles and Grani Industries Ltd.

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

### Reconciliation of Profit and Other Equity between IndAS and Previous GAAP

( ₹ in lakhs)

	Notes	Other Equity		
		Net Profit	As at	As at
		Year ended	31.03.2017	01.04.2016
Net Profit/ Other Equity as per Previous Indian GAAP		623.31	6,500.51	5,877.19
Fair value adjustment of Non-current Assets	I	115.92	2,043.67	709.52
<b>Total</b>		<b>115.92</b>	<b>2,043.67</b>	<b>709.52</b>
Net Profit before OCI/ Other Equity as per Ind AS		<b>739.23</b>	<b>8,544.18</b>	<b>6,586.71</b>

### Effect of Ind As adoption on the statement of Profit and Loss for the year ended 31st March, 2017

	As at 31st March, 2017		
	Pervious GAAP	Effect of transition to IND AS	As per Ind AS Balance Sheet
<b>INCOME</b>			
Revenue from operations	2,847.36	-	2,847.36
Other income	668.16	(31.70)	636.46
<b>Total Revenue</b>	<b>3,515.52</b>	<b>(31.70)</b>	<b>3,483.82</b>
<b>EXPENSES</b>			
Cost of raw material consumed	186.33	-	186.33
Purchases of traded goods	2,099.43	-	2,099.43
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	(61.67)	-	(61.67)
Employees benefit expenses	154.94	-	154.94
Finance Cost	-	-	-
Depreciation and amortization expense	19.04	-	19.04
Other expenses	316.76	-	316.76
<b>TOTAL EXPENSES</b>	<b>2,714.83</b>	<b>-</b>	<b>2,714.83</b>
<b>Profit/(Loss) before tax</b>	800.69	(31.70)	768.99
Tax Expense			
(1) Current tax	(179.13)	3.57	(175.56)
(2) Deferred tax (Net)	1.74	-	1.74
<b>Profit/(Loss) for the year</b>	<b>623.30</b>	<b>(28.13)</b>	<b>595.17</b>

#### Notes:

##### I Fair Valuation for Financial Assets:

The Company has Valued financial assets (other than investment in debenture & AIF Fund), at fair value. Impact of fair value changes on the date of transaction, is recognised in opening reserves and changes thereafter are recognised in Statement of Profit and Loss or Other Comprehensive Income, as the case may be.

In terms of our report of even date

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

**(SANJEEV A. MEHTA)**  
Partner  
M. No : 41287

Mumbai  
May 22, 2018

For & on behalf of the Board of Directors

**Rajesh Agrawal**  
Chairman & Managing Director

**Hitesh Kothari**  
Chief Financial Officer

**Sneha Valeja**  
Company Secretary

Mumbai  
May 22, 2018

# 33rd Annual Report 2017-2018

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

(₹ in lakhs)

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax and extra-ordinary items	524.56	768.99
<u>Adjustments for :</u>		
Depreciation	16.63	19.04
Gain on financial assets	(144.39)	(105.48)
Interest / Dividend Income	(297.38)	(530.97)
<b>Operating Profit Before Working Capital Changes</b>	<b>99.42</b>	<b>151.58</b>
<u>Adjustments for :</u>		
Trade receivables	0.91	6.86
Other receivables	(3.92)	(139.20)
Inventories	(330.30)	(89.07)
Trade and other payables	(1.24)	81.37
<b>Cash Generated From Operations</b>	<b>(235.13)</b>	<b>11.54</b>
Direct taxes paid (net of refund)	(216.85)	(174.08)
<b>Net cash from operating activities</b>	<b>(A) (451.98)</b>	<b>(162.54)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(4.42)	(6.68)
Purchase of non current investment	(6,700.89)	(3,717.08)
Sale of non current investments	8,611.87	3,328.76
Interest received	171.34	360.94
Dividend received	126.04	170.04
<b>Net cash used in investment activities</b>	<b>(B) 2,203.94</b>	<b>135.98</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Reduction of share capital - Buy back	(84.00)	-
Reduction of reserves - Buy Back	(1,638.00)	-
<b>Net cash used in financing activities</b>	<b>(C) (1,722.00)</b>	<b>-</b>
<b>Net increase / (Decrease) in cash and cash equivalents</b>	<b>(A+B+C) 30.00</b>	<b>(26.56)</b>
Opening balance of Cash & cash equivalents	108.74	135.31
Closing balance of Cash & cash equivalents	138.70	108.74

This is the Cash Flow Statement referred to in our report of even date.

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

**(SANJEEV A. MEHTA)**  
Partner  
M. No : 41287

Mumbai  
May 22, 2018

For & on behalf of the Board of Directors

**Rajesh Agrawal**  
Chairman & Managing Director

**Hitesh Kothari**  
Chief Financial Officer

**Sneha Valeja**  
Company Secretary

Mumbai  
May 22, 2018

# Elegant Marbles and Grani Industries Limited

CIN: L14101RJ1984PLC003134

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

**33<sup>rd</sup> ANNUAL GENERAL MEETING ON THURSDAY, JULY 26, 2018**

## ATTENDANCE SLIP

---

Name and Address of the Shareholder :

Email-Id :

Registered Folio No. /DPID & Client ID :  
(Applicable for investors holding shares in electronic form)

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 33<sup>rd</sup> Annual General Meeting of the Company to be held at E-7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan on Thursday, July 26, 2018 at 9.00 a.m.

\_\_\_\_\_  
Name of the Member/Proxy

\_\_\_\_\_  
Signature of the Member/Proxy

### Note:

1. Only Member / Proxy holder can attend the Meeting
2. A member/proxy attending the meeting must complete this Attendance Slip and hand it over at the entrance duly signed.
3. 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.

TEAR HERE

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# Elegant Marbles and Grani Industries Limited

CIN: L14101RJ1984PLC003134

Regd. Office: E 7/9, RIICO Industrial Area, Abu Road 307 026, Rajasthan.  
33<sup>rd</sup> ANNUAL GENERAL MEETING ON THURSDAY, JULY 26, 2018

## FORM NO. MGT-11

### 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 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Thursday, July 26, 2018, 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:

Sr. No.	Resolutions	Original	
		For	Against
1	Consider and adopt: Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Balance Sheet as on that date together with the Reports of the Directors and the Auditors thereon		
2	Re-appointment of Ms. Yogita Agrawal, a Director retiring by rotation		
3.	Ratification of Appointment of Statutory Auditors		
4	To continue the appointment of Shri Ram Chawla as the Independent Director of the Company		
5	To continue the appointment of Shri Raj Kumar Mittal as the Independent Director of the Company		
6	Re-appointment of Shri Rajesh Agrawal as the Chairman and Managing Director		
7	Re-appointment of Shri Rakesh Agrawal as the Managing Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy

AFFIX  
REVENUE  
STAMP

#### NOTES:

1. This form of proxy in order to be effective should be duly filled and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
3. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
4. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
5. Undated proxy form will not be considered valid.
6. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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**Form No. SH-13**

**Nomination Form**

**[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]**

Name of the Company : **Elegant Marbles and Grani Industries Limited**  
Registered Address of the Company : **E/79, RIICO Industrial Area, Abu Road - 307 026, Rajasthan**  
**Telefax : 02224939676 Website : www.elegantmarbles.com**  
**email:elegantmarbles@gmail.com**

I/We \_\_\_\_\_ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

<b>Nature of Securities</b>	<b>Folio No.</b>	<b>No. of Securities</b>	<b>Certificate No.</b>	<b>Distinctive No.</b>

(2) PARTICULARS OF NOMINEE/S -

- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's Name:
- (d) Occupation:
- (e) Nationality :
- (f) Address:
- (g) Email ID & Telephone No.:
- (h) Relationship with the security holder(s):

(3) IN CASE NOMINEE IS A MINOR -

- (a) Date of Birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY-

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's Name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id & Telephone No.:
- (h) Relationship with the security holder(s):
- (i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature

Form No. SH-14

Cancellation or Variation of Nomination

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies  
(Share Capital and Debentures) Rules 2014]

Name of the Company : **Elegant Marbles and Grani Industries Limited**  
Registered Address of the Company : **E/79, RIICO Industrial Area, Abu Road - 307 026, Rajasthan**  
**Telefax : 02224939676 Website : www.elegantmarbles.com**  
**email:elegantmarbles@gmail.com**

I/We hereby cancel the nomination(s) made by me/us in favour of \_\_\_\_\_ (name (s) and address of the nominee) in respect of the below mentioned securities.

**OR**

I/We hereby nominate the following person in place of \_\_\_\_\_ as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

<b>Nature of Securities</b>	<b>Folio No.</b>	<b>No. of Securities</b>	<b>Certificate No.</b>	<b>Distinctive No.</b>

(2) (a) PARTICULARS OF NEW NOMINEE/S -

- i) Name :
- ii) Date of Birth :
- iii) Father's / Mother's / Spouse's Name:
- iv) Occupation:
- v) Nationality :
- vi) Address:
- vii) Email ID & Telephone No.:
- viii) Relationship with the security holder(s):

(b) IN CASE NEW NOMINEE IS A MINOR -

- i) Date of Birth:
- ii) Date of attaining majority:
- iii) Name of guardian:
- iv) Address of guardian:

(3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY-

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's Name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id & Telephone No.:
- (h) Relationship with the security holder(s):
- (i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature





# Elegant

Marbles & Grani Industries Ltd

Registered Office:

E7/9, Riico Industrial Area, Abu Road 307026, District Sirohi, Rajasthan

E : [elegantmarbles@gmail.com](mailto:elegantmarbles@gmail.com) | W : [www.elegantmarbles.com](http://www.elegantmarbles.com)

CIN : L14101RJ1984PLC003134