

34th Annual Report 2018-2019

NOTICE

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

Day : THURSDAY

Date : 25th JULY, 2019

Time : 09.00 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 31st March, 2019 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. To re-appoint the Statutory Auditors of the Company and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. SDBA & Co., Chartered Accountants (Firm Registration No. 142004W), be and are hereby re-appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirty-Ninth Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **Re-appointment of Shri Ramchandra 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 **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 17 (1) (A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) 2018, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Ramchandra Chawla (DIN: 00017992) aged 76 Years, who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company;

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. **Re-appointment of Shri Raj Kumar Mittal as an Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 17 (1) (A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) 2018, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Raj Kumar Mittal (DIN: 00020255) aged 75 Years, who was appointed as an

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Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company;

RESOLVED FURTHER THAT the Board 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.”

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

Roma Roopkumar Bhagtani
Company Secretary

Date: 28th May, 2019

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
Website: www.elegantmarbles.com

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 Directors retiring by rotation / seeking re-appointment as per Item Nos. 4 and 5 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 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 23, 2019. 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. In terms of Section 152 of the Act, Ms. Yogita Agrawal, Directors, retire by rotation at the Meeting and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company commends her re-appointments.
6. Keeping in view the requirements set out in the Act, the members of the Company at the Thirty-Third Annual General Meeting held on July 26, 2018, had appointed M/s. SDBA & Co., Chartered Accountants (Firm Registration No. 142004W) as the Statutory Auditors of the Company till the conclusion of the Thirty-Fourth Annual General Meeting. Accordingly, the first term of M/s. SDBA & Co., as the Statutory Auditors of the Company expires on the conclusion of the ensuing AGM. In pursuance of the foregoing, the Audit Committee and Board of Directors of the Company have recommended re-appointment of M/s. SDBA & Co., Chartered Accountants (Firm Registration No. 142004W) as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirty-Ninth Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company. Further, M/s. SDBA & Co., Chartered Accountants have consented and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

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7. 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.
8. 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.
9. 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.
10. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, 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, 2018 (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. 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 2010-11 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/](https://www.elegantmarbles.com/transfer-of-shares-to-iepf/) to ascertain details of shares liable for transfer in the name of IEPF Authority.
11. 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 20th April, 2018.
12. In terms of the Circular No. CIR/MRD/DP/10/2013 dated 21st March, 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.
13. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Annual General Meeting.
14. 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. 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 Registrar and Share Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
15. 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 2018-19 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 2018-19 are being sent by the prescribed mode.
16. 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.

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17. Members are requested to inform change in address or bank mandate to their respective Depository Participants with whom they are maintaining their demat accounts and with the Registrar and Transfer Agent i.e. M/s. Universal Capital Securities Private Limited or the Company Secretary of the Company for the shares held in physical form by a written request duly signed by the member for receiving all communication in future.
18. Members desiring any information relating to the accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information available at the meeting.
19. A route map giving directions to reach the venue of the 34th Annual General Meeting is given at the end of the Notice.
20. Members may note that the electronic copy of the 34th Annual Report (including AGM Notice) will also be available on Company's website i.e. www.elegantmarbles.com for their reference.
21. 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 18, 2019 ('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.
22. Shri. Virendra G. Bhatt, Practicing Company Secretary, (Membership No. ACS 1157) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. 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 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.
23. 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 25, 2019.
24. Voting through electronic means:-

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with the Companies (Management and Administration) Rules, 2014 read with amendments or re-enactments made thereunder 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 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The facility for voting through ballot/polling paper shall also be made available at the venue of the 34th Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22nd July, 2019 (09:00 a.m.) and ends on 24th July, 2019 (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 18th July, 2019 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.
- (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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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25. 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.
26. 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 18, 2019.
27. 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 33rd Annual General Meeting held on 26th July, 2018 by passing special resolution had approved re-appointment of Shri Ramchandra Chawla, as an Independent Director of the Company after he had attained the age of Seventy Five Years for a further remaining period of his first term before expiry as per Regulation 17(1)(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (effective from April 01, 2019), which 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.

Shri Ramchandra Chawla (DIN: 00017992) aged 76 Years was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. He holds office as Independent Director of the Company up to the conclusion of the ensuing Annual General Meeting of the Company (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act).

Shri Ramchandra Chawla being a renowned architect has rich and varied experience in the industry and is consulted by the Board for valuable guidance and leads for large orders. It would be in the interest of the Company to continue to avail his considerable expertise and thereby continue his directorship for a further period of five years.

Further, the Company has received declaration from Shri Ramchandra Chawla that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 17(1)(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. He has also submitted that he is not disqualified from being appointed as Directors in terms of Section 164 of the Act subject to passing of special resolution by the members of the company and has given his consent to continue to act as the Independent Director of the Company as per the terms set out in the letter of appointment.

The Board, based on the recommendation of the Nomination and Remuneration Committee and performance evaluation of Independent Directors, considers his background, experience and contribution made by him during his tenure, the continued association of Shri Ramchandra Chawla would be beneficial to the Members of the Company, and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Shri Ramchandra Chawla as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Details of the Director, whose re-appointment as Independent Director is proposed at Item No. 4, are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Shri Ramchandra Chawla setting out the terms and conditions of appointment are available for inspection by the Members at the registered office of the Company.

Shri Ramchandra Chawla is interested in the resolutions set out respectively at Item No. 4 of the Notice with regard to his re-appointment.

Save and except Shri Ramchandra Chawla, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolutions set out at Item No. 4 of the Notice for approval by the members.

Item No. 5:

The Members of the Company, at the 33rd Annual General Meeting held on 26th July, 2018 by passing special resolution had approved re-appointment of Shri Rajkumar Mittal as an Independent Director of the Company after he had attained the age of Seventy Five Years for a further remaining period of his first term before expiry as per Regulation 17(1)(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (effective from April 01, 2019), which 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.

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Shri Rajkumar Mittal (DIN: 00020255) aged 76 Years was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. He holds office as Independent Director of the Company up to the conclusion of the ensuing Annual General Meeting of the Company (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act).

He being a Chartered Accountant with years of rich and varied experience in the industry and is consulted by the Board for valuable guidance on multiple issues. It would be in the interest of the Company to continue to avail his considerable expertise and thereby continue his directorship for a further period of five years.

Further, the Company has received declaration from Shri Rajkumar Mittal that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 17(1)(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. He has also submitted that he is not disqualified from being appointed as Directors in terms of Section 164 of the Act subject to passing of special resolution by the members of the company and has given his consent to continue to act as the Independent Director of the Company as per the terms set out in the letter of appointment.

The Board, based on the recommendation of the Nomination and Remuneration Committee and performance evaluation of Independent Directors, considers his background, experience and contribution made by him during his tenure, the continued association of Shri Rajkumar Mittal would be beneficial to the Members of the Company, and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Shri Rajkumar Mittal as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Details of the Director, whose re-appointment as Independent Director is proposed at Item No. 5, are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Shri Rajkumar Mittal setting out the terms and conditions of appointment are available for inspection by the Members at the registered office of the Company.

Shri Rajkumar Mittal is interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to his re-appointment.

Save and except Shri Rajkumar Mittal, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolutions set out at Item No. 5 of the Notice for approval by the members.

DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

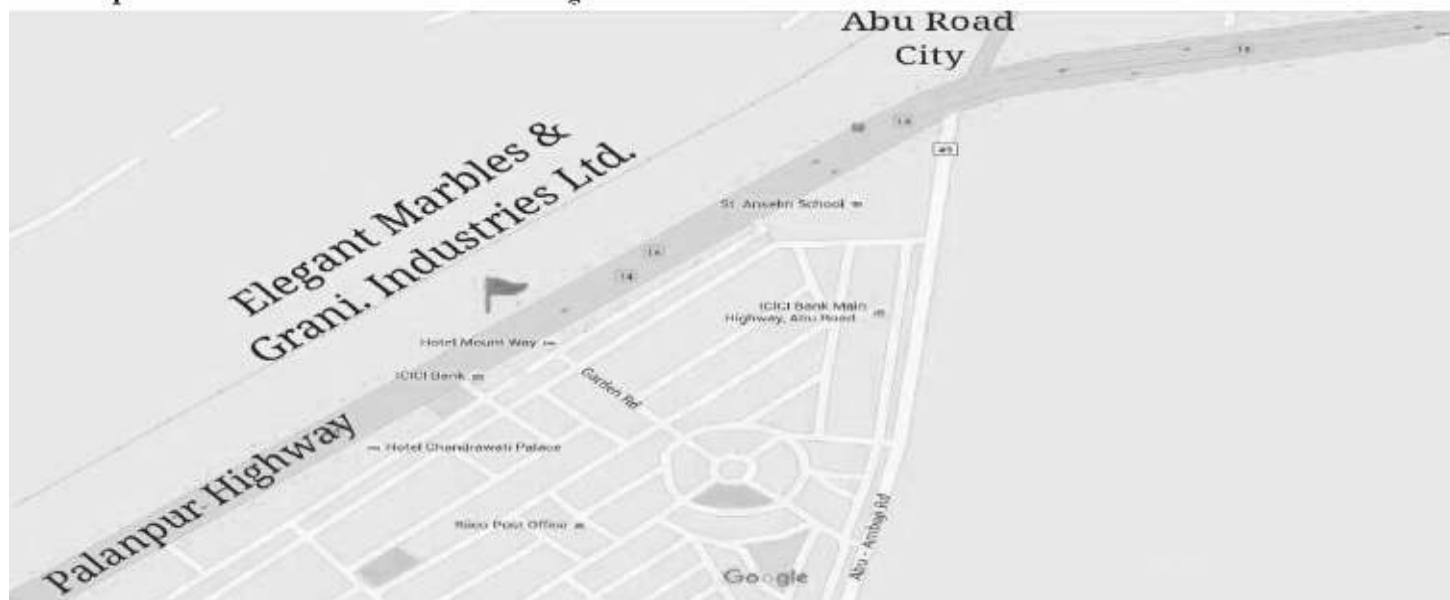
Particulars	Shri Ramchandra Chawla	Shri Raj Kumar Mittal	Ms. Yogita Agrawal
Director Identification Number	00017992	00020255	06965966
Date of Birth (Age)	05th February, 1943 (76 years)	05th May, 1944 (75 years)	19th July, 1993(25 years)
Nationality	Indian	Indian	Indian
Qualification	B.Sc (Eng.) & GD (Architect)	B.Com. (Hons), F.C.A.	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	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	Appointed as an Independent Director since 24th September, 2014	Appointed as an Independent Director w.e.f. 24th September, 2014	24th September, 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	Daughter of Mr. Rakesh Agrawal and not related to any other Director / Key Managerial Personnel
No. of shares held in the Company	NIL	NIL	NIL

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Particulars	Shri Ramchandra Chawla	Shri Raj Kumar Mittal	Ms. Yogita Agrawal
Directorships held in other Companies (excluding foreign Companies and Section 8 Companies) as on 31st March, 2019	<ol style="list-style-type: none"> 1. Chawala Architects And Consultants Private Limited 2. DHK Investment Company (Private Co With Unlimited Liability) 3. Radhka Leasing Private Limited 4. Sehaj Impex Private Limited 5. Mona Oxygen Private Limited 6. Chandan Tex-Chem (India) Private Limited 	<ol style="list-style-type: none"> 1. C.S. Enterprises Private Limited 2. Vithal Traders and Consultants Private Limited 	NIL
Memberships /Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31st March, 2019	NIL	NIL	NIL
Memberships /Chairmanships of the Committee of the Board of Directors of the Company	Member: <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee 	Chairman: <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 	Chairman: <ol style="list-style-type: none"> 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

Roma Roopkumar Bhagtani
Company Secretary

Date: 28th May, 2019
Place: Mumbai

Registered Office:
E7/9, RIICO Industrial Area,
Abu Road-307026 Rajasthan
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