

## Madhav Marbles and Granites Limited

CIN: L14101RJ1989PLC004903, Web: [www.madhavmarbles.com](http://www.madhavmarbles.com),  
Regd. Office: First Floor, "Mumal Towers", 16, Saheli Marg, Udaipur-313001  
Email: [investor.relations@madhavmarbles.com](mailto:investor.relations@madhavmarbles.com), Tel: 0294-2981666

### Notice of the Annual General Meeting

**NOTICE** is hereby given that the Thirtieth Annual General Meeting of the members of **MADHAV MARBLES & GRANITES LIMITED** will be held at Hotel Rajdarshan, 18, Pannadhai Marg, Udaipur-313001 on Monday, September 30, 2019 at 4.30 p.m. to transact the following business:-

#### Ordinary Business:

1. To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Mr. Madhav Doshi (DIN: 07815416), who retires by rotation, and being eligible, offers himself for re-appointment.

#### Special Business:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: **Re-appointment of Mr. Ravi Kumar Krishnamurthi (DIN: 00464622) as an Independent Director**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (the 'Act') and the Rules framed thereunder and Regulations 16 and 17 (1 A) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ravi Kumar Krishnamurthi (DIN:00464622), who was appointed as an Independent Director to hold office up to March 31, 2020 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 from April 01, 2020 to March 31, 2025, and that the consent of the Members of the Company be and is hereby accorded for continuation of Mr. Ravi Kumar Krishnamurthi as an Independent Director of the Company on his attaining the age of 75 (seventy five) years during the said second term of five years

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: **Re-appointment of Ms. Swati Yadav (DIN: 06572438) as an Independent Director of the Company**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (the 'Act') and Rules framed thereunder and Regulation 16 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on recommendation of the Nomination and Remuneration committee and the Board of Directors of the Company, Ms. Swati Yadav (DIN: 06572438), who was appointed as an Independent Director to hold office up to February 29, 2020 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 from March 01, 2020 to February 28, 2025

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: **To approve continuation of payment of remuneration to Executive Directors who are Promoters/members of the promoter group in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018**

**"RESOLVED THAT** pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018, applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and other applicable provisions, if any and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded to the continuation of payment of remuneration as per existing terms and conditions as approved by the shareholders to Mr. Sudhir Doshi, Whole Time Director and Mr. Madhav Doshi, CEO & Managing Director at the Annual General Meeting held on September 09, 2017 and August 11, 2018 respectively and who are Executive Directors and members of the promoter group of the Company notwithstanding:

- i) annual remuneration to each of them exceeding Rs. 5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- ii) their aggregate annual remuneration exceeding 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013,

till the expiry of their current term as such i.e. July 27, 2020 and April 30, 2021, respectively

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all steps as may be necessary, proper and expedient to give effect to this Resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: **To seek approval of Shareholders, pursuant to applicable provisions of the Companies Act, 2013 and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to enter into related party transaction by giving loans to; and/or making investments in; and/or providing security / guarantee to secure obligations of, present and/or future Subsidiary and/or Associate of the Company upto an aggregate financial limit of Rs. 100 Crores**

**"RESOLVED THAT** in supersession of all the resolutions passed in this regard and pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Section 185, 188 and other applicable provisions of the Companies Act, 2013 including Rules thereunder, approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into material related party transaction(s) by way of (a) grant of loans to; and/or (b) provision of guarantee / security to secure any loan/obligations of; and/or (c) acquisition by way of subscription, purchase or otherwise the securities of Madhav Natural Stone Surfaces Private Limited, the present and/or future Subsidiary(ies) of the Company, subject to the condition that the aggregate of principal amount of such loan and/or value of such investment and/or principal amount secured by such guarantee/security already made/given and proposed to be made/given shall not exceed an amount of Rs. 100 Crores (Rupees One Hundred Crores only) at any point in time

**RESOLVED FURTHER THAT** the Board of Directors of the Company including the Audit Committee of the Board be and is hereby authorized to finalize and approve, from time to time, the terms and conditions of the said material related party transaction(s) notwithstanding that the value of such current and future transaction(s) may exceed the materiality threshold prescribed under Regulation 23 of SEBI Listing Regulations or any other regulatory requirements, including Companies Act, 2013."

By order of the Board  
For **Madhav Marbles and Granites Ltd.**

Priyanka Manawat  
Company Secretary

Udaipur, August 10, 2019

## Notes

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item Nos. 4 to 7 of the accompanying Notice is annexed hereto. Further Information under Regulations 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as required under Secretarial Standard 2, pursuant to Section 118 (10) of the Act, issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed/re-appointed is provided in the Annexure to this Notice.
2. A Member of the Company entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable, issued on behalf of the nominating organisation.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorised representative to attend the AGM are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.
4. The Register of Members and Transfer Books of the Company will be closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).
5. Members, Proxies and Authorised Representatives are requested to bring to the AGM, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
6. If the Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or from October 04, 2019 to those members:
  1. whose names appear in the Register of Members at the close of business hours on Monday, September 23, 2019 in respect of shares held by them in physical form
  1. whose names appear in the statement of beneficial ownership furnished by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") at the beginning of the business hours on Tuesday, September 24, 2019 in respect of shares held by them in dematerialised form.
7. Shareholders holding shares in physical form are requested to advise any change of correspondence address, email address, bank details immediately to the Company's Registrar and Share Transfer Agents, M/s Ankit Consultancy Private Limited. Shareholders holding shares in electronic form must advise their respective depository participants about any change in correspondence address, email address and bank details and not to the Company or the Registrars.

It is in the interest of shareholders to register their bank details against their account and avail of facility being extended by the Company of receiving the credit of dividend directly to their bank account through electronic means. Shareholders may please note that under SEBI instructions, furnishing of bank particulars by the shareholders has become mandatory.

8. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the Depository Participants and registered against their demat account.

9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
10. In accordance with Section 20 of the Act, read with the relevant rules, the Notice of the AGM along with the Annual Report for financial year 2018-19 are sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this AGM and also at the AGM.
12. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, specifies that requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

**13. Transfer of Unclaimed / Unpaid dividend to the Investor Education and Protection Fund (IEPF):**

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the IEPF, maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed or unpaid in respect of dividends declared upto the financial year ended March 31, 2011 have been transferred to the IEPF.

It may be noted that unclaimed dividend for the financial year 2011-12 declared on September 22, 2012 is due to be transferred to the IEPF by November 2019. The same can, however, be claimed by the members by October, 2019. Members who have not encashed the dividend warrant(s) from the financial year ended March 31, 2012 may forward their claims to the Company's Registrar and Share Transfer Agents before they are due to be transferred to the IEPF.

In accordance with Section 124(6) of the Act, read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to the demat Account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial year ended March 31, 2011 and remained unpaid or unclaimed were transferred to the IEPF. The Company has sent notices to all such members in this regard and thereafter transferred the shares to the IEPF during financial year 2018-19. The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned members from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Member/Claimant is required to make an online application to the IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fees as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

14. The route map showing directions to reach the venue of the thirtieth AGM is annexed

**15. Voting through electronic means**

In compliance with the provisions of Section 108 of the Act, and Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide members holding shares either in physical form or in dematerialized form, the facility to exercise their right to vote on the resolutions set forth in the Notice by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited ("CDSL"). The members may cast their votes using an electronic voting system from a place other than the venue of the AGM (remote e-voting).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Friday, September 27, 2019 (9:00 am) and ends on Sunday, September 29, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Mr. Ronak Jhuthawat, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.madhavmarbles.com](http://www.madhavmarbles.com) and on the website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to stock exchanges.

**The process and manner for remote e-voting are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
<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>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<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>



- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Madhav Marbles and Granites Limited.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the 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.
- (xvii) 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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xviii) Note for Non – Individual Shareholders and Custodians**

- I 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.
- I 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).
- I 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.
- I 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.
- I A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## Explanatory Statement

### Statement pursuant to Section 102 of the Companies, Act, 2013

#### Item No. 4

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 26th Annual General Meeting held on August 14, 2015, Mr. Ravi Kumar Krishnamurthi was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto March 31, 2020.

As per the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), an Independent director can hold office for a term of up to 5 (five) consecutive years on the board of a company and can be re-appointed for one more term with approval of shareholders by way of a special resolution.

As per the Regulation 17(1 A) of the Listing Regulations to be effective from April 1, 2019, 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 75 (seventy five) years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. Ravi Kumar Krishnamurthi will attain the age of 75 years during his second term of re-appointment and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 28, 2019 has, subject to approval of shareholders, re-appointed Mr. Ravi Kumar Krishnamurthi as an Independent Director for second term of five (5) years with effect from April 01, 2020 upto March 31, 2025.

Mr. Ravi Kumar Krishnamurthi, a Solicitor in the Mumbai High Court and the Supreme Court of England, has a rich and wide experience of over 45 years in the field of Law. He is a retired Partner of Mulla & Mulla Craigie Blunt & Caroe, a reputed firm of Advocates, Solicitors and Notaries.

The Company has also received a declaration from Mr. Ravi Kumar Krishnamurthi confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time.

Mr. Ravi Kumar Krishnamurthi is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. The Board considers that his continued association as an Independent Director of the Company would be of immense benefit to the Company and stakeholders. It is in the interest of the Company to continue to avail the benefits of his knowledge, expertise and vast experience.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Ravi Kumar Krishnamurthi as an Independent Director of the Company.

A copy of the draft letter for re-appointment of Mr. Ravi Kumar Krishnamurthi setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 pm. during office hours on all working days upto the date of this meeting except Saturdays, Sundays and Holidays at the Registered Office of the Company.

Except Mr. Ravi Kumar Krishnamurthi, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

#### Item No. 5

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 26th Annual General Meeting held on August 14, 2015, Ms. Swati Yadav was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto February 29, 2020.

As per the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), an Independent director can hold office for a term of up to 5 (five) consecutive years on the board of a company and can be re-appointed for one more term with approval of shareholders by way of a special resolution.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 28, 2019 has, subject to approval of shareholders, re-appointed Ms. Swati Yadav as an Independent Director for second term of five (5) years with effect from March 01, 2020 upto February 28, 2025.

Ms. Swati Yadav holds M.B.A. degree in Finance. She helps in bringing judgment on the Board of Directors' deliberations especially on issues of Finance, performance, resources, and standards of conduct.

The Company has also received a declaration from Ms. Swati Yadav confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time.

Ms. Swati Yadav is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. The Board considers that her continued association as an Independent Director of the Company would be of immense benefit to the Company and stakeholders. It is in the interest of the Company to continue to avail the benefits of her knowledge, expertise and vast experience.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Ms. Swati Yadav as an Independent Director of the Company.

A copy of the draft letter for re-appointment of Ms. Swati Yadav setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 pm. during office hours on all working days upto the date of this meeting except Saturdays, Sundays and Holidays at the Registered Office of the Company.

Except Ms. Swati Yadav, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

#### **Item No. 6**

Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 specifies that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds Rs. 5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

At present, on the Board of Directors of the Company, there are two executive directors Mr. Sudhir Doshi, Whole Time Director and Mr. Madhav Doshi, CEO and Managing Director, who are also promoters/member of promoter group. The shareholders have approved remuneration payable to them within the limits as prescribed at that time as per Companies Act, 2013, while approving their appointment on September 09, 2017 and August 11, 2018, respectively, which is in excess of the newly prescribed threshold limits of SEBI (LODR) (Amendment) Regulations, 2018. This necessitates seeking fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of aforesaid Executive Directors including remuneration payable to them till the expiry of their respective term i.e. July 27, 2020 and April 30, 2021 respectively in order to comply with the above mentioned newly introduced Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

The Board approved the above proposal after considering the valuable contributions of Executive Directors in the business growth of the Company and remuneration prevalent for the similar positions in the Industry.

The Board recommends the special resolution set out at Item No. 6 of the Notice for approval by the Members.

Except Mr. Sudhir Doshi, Whole Time Director, Mr. Madhav Doshi, CEO and Managing Director and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.



#### Item No. 7

The Company ventured into the business of manufacturing and processing of Quartz through incorporation of Subsidiary Madhav Natural Stone Surfaces Private Limited. But due to the petition filed with the U.S. Department of Commerce (Commerce) and the U.S. International Trade Commission (Commission) seeking antidumping and countervailing duties on imports of certain quartz surface products from India, the Board decided that the Company will not set up a plant for manufacturing and processing of engineered stone at Udaipur, Rajasthan.

The management is in exploratory talks with some groups/parties to avert the current situation and for undertaking the project of manufacturing and processing of engineered stone out of India. The decision to set up the project overseas may be undertaken through the present subsidiary or a new subsidiary may be required to be incorporated.

The Company might have to increase its Investment or would be additionally required to fund the business requirements of present and/or future subsidiary (ies) and/or associates.

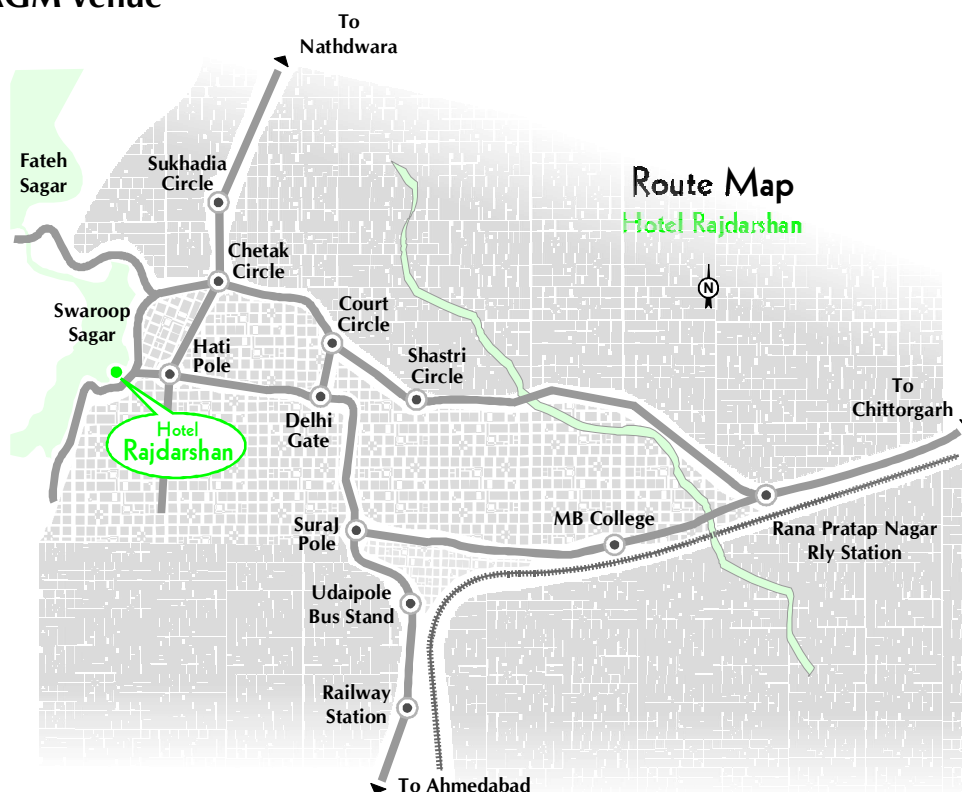
In view of this, as an abundant caution, approval of members is being sought to enable the Board of Directors for entering into material related party transaction of providing loan and/or making investment and/or providing guarantee/security to the present/future Subsidiary(ies) and/or Associate(s) of the Company subject to the condition that the aggregate of principal amount of such loan and/or value of such investment and/or principal amount secured by such guarantee/security already made/given and proposed to be made/given shall not exceed an amount of Rs. 100 Crores (Rupees One Hundred Crores only) at any point in time

The Board of Directors recommends Special resolution as set out at Item no. 7 of the accompanying notice for approval of the members.

As per the Act and Regulation 23 of LODR, related party(ies) of the Company shall abstain from voting on said resolution

Except Mr. Madhav Doshi, CEO and Managing Director, Mr. Sudhir Doshi, Whole Time Director and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

#### Map of AGM venue



## Annexure A

(for Item Nos. 3, 4 and 5 of the Notice)

Details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting in pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 issued on General Meetings by The Institute of the Company Secretaries of India:

	<b>Mr. Madhav Doshi</b>	<b>Mr. Ravi Kumar Krishnamurthi</b>	<b>Ms. Swati Yadav</b>
DIN	07815416	00464622	06572438
Date of Birth	18/07/1986	17/01/1946	27/05/1982
Date of first appointment in the current designation	01/05/2018	30/11/1993	01/03/2015
Qualification	B.E. (Computer Science)	B.A, L.L.B.	M.Com, M.B.A. Finance
Expertise	Business Management including functional expertise in Sales, Marketing & Corporate management	Corporate Law	Finance and CSR related activities
Number of Board Meetings attended during the year	7 out of 7	4 out of 7	5 out of 7
Board Memberships of other Companies as on March 31, 2019	Rajdarshan Industries Ltd. Rupal Holdings P. Ltd. Mumal Marketing P. Ltd Emerald Construction Co. P. Ltd. Lakecity Buildcon P. Ltd. Rajdarshan Hotels P. Ltd.	Emkay Global Financial Services Ltd. Emkay Commotrade Ltd. Emkay Wealth Advisory Ltd. Emkay Fincap Ltd.	-
Chairmanship(s)/Membership(s) of Committees of other Companies as on March 31, 2019	One	Four	-
Shareholding in Company	713800	-	-
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nephew of Mr. Sudhir Doshi, Whole Time Director	-	-
Terms and Conditions of appointment or re-appointment	Director liable to retire by rotation	Independent Director not liable to retire by rotation.	Independent Director not liable to retire by rotation.
Details of last remuneration drawn	Details given in Corporate Governance Report		