

Annexure I
Format to be submitted by listed entity on quarterly basis

Name of Listed Entity: **Madhav Marbles and Granites Limited**
Quarter ending: **March 31, 2018**

| I. | | II. Composition of Board of Directors | | | | | | | |
|------------------|--------------------------|---------------------------------------|--|--|-------------------|--------|--|--|--|
| Title (Mr. / Ms) | Name of the Director | DIN&PAN | Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) | Date of Appointment in the current term /cessation | Date of Cessation | Tenure | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Ashok Doshi | 00648998 AALPD2969A | Executive | May 01, 2015 | February 24, 2018 | N.A | 2 | 0 | 0 |
| Mr. | Sudhir Doshi | 00862707 AALPD2969B | Executive | July 28, 2017 | N.A | N.A | 1 | 2 | 0 |
| Mr. | Ravi Kumar Krishnamurthi | 00464622 AAIPK4003B | Non-Executive/ Independent | April 01, 2015 | N.A | 60 | 2 | 3 | 0 |
| Mr. | Prakash Kumar Verdia | 02429305 AAMPV3265A | Non-Executive/ Independent | April 01, 2014 | N.A | 60 | 1 | 2 | 1 |
| Mr. | Roshan Lal Nagar | 02416642 ABGPN7114F | Non-Executive/ Independent | April 01, 2014 | N.A | 60 | 1 | 2 | 1 |
| Ms. | Swati Yadav | 06572438 ADHPY4511C | Non-Executive/ Independent | March 01, 2015 | N.A | 60 | 1 | 0 | 0 |

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|--|--|--|--|---|
| III. | IV. Composition of Committees | | | |
| Name of Committee | | Name of Committee members | | Category (Chairperson/Executive/Non-Executive/independent/ Nominee) |
| 1. Audit Committee | | Mr. Roshan Lal Nagar, Chairman Mr. Prakash Kumar Verdia, Member Mr. Sudhir Doshi, Member | | Non-Executive/Independent Non-Executive/Independent Executive |
| 2. Stakeholders Relationship Committee | | Mr. Prakash Kumar Verdia, Chairman Mr. Roshan Lal Nagar, Member Mr. Sudhir Doshi, Member | | Non-Executive/Independent Non-Executive/Independent Executive |
| 3. Nomination and Remuneration Committee | | Mr. Prakash Kumar Verdia, Chairman Mr. Roshan Lal Nagar, Member Mr. Ravi Kumar Krishnamurthi, Member | | Non-Executive/Independent Non-Executive/Independent Non-Executive/Independent |
| V. | VI. Meeting of Board of Directors | | | |
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | | <i>Maximum gap between any two consecutive (in number of days)</i> |
| November 11, 2017 | | February 12, 2018 | | 92 days |
| VII. | VIII. Meeting of Committees | | | |
| 1. | 2. Audit Committee | | | |
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | | <i>Whether requirement of Quorum met (details)</i> | | <i>Date(s) of meeting of the committee in the previous quarter</i> |
| February 12, 2018 | | Yes | | November 11, 2017 |
| | | | | <i>Maximum gap between any two consecutive meetings in number of days</i> |
| | | | | 92 days |
| IX. | X. Related Party Transactions | | | |
| <i>Subject</i> | | | | <i>Compliance status (Yes/No/NA)</i> |
| Whether prior approval of audit committee obtained | | | | Yes |
| Whether shareholder approval obtained for material RPT | | | | N.A |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | | | Yes |
| XI. | XII. Affirmations | | | |
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: YES 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 YES a. Audit Committee | | | | |

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|--|---|
| | <p>b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk Management Committee: N.A.</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. YES</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. YES</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. YES</p> |
|--|---|

| Annexure II | | | | |
|--|---|-------------------|--|--|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr. | Item | Compliance status | If status is "No" details of non-compliance may be given here. | Web address |
| 1 | Details of business | Yes | | www.madhavmarbles.com |
| 2 | Terms and conditions of appointment of independent directors | Yes | | www.madhavmarbles.com |
| 3 | Composition of various committees of board of directors | Yes | | www.madhavmarbles.com |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | www.madhavmarbles.com |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.madhavmarbles.com |
| 6 | Criteria of making payments to non-executive directors | Yes | | www.madhavmarbles.com |

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|----|---|-----|--|-----------------------|
| 7 | Policy on dealing with related party transactions | Yes | | www.madhavmarbles.com |
| 8 | Policy for determining 'material' subsidiaries | NA | | |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | www.madhavmarbles.com |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | www.madhavmarbles.com |
| 11 | Email address for grievance redressal and other relevant details | Yes | | www.madhavmarbles.com |
| 12 | Financial results | Yes | | www.madhavmarbles.com |
| 13 | Shareholding pattern | Yes | | www.madhavmarbles.com |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | New name and the old name of the listed entity | NA | | |

Annexure II

II. Annual Affirmations

| Sr. | Item | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here |
|-----|---|-------------------|-------------------------------|---|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Review of Compliance Reports | 17(3) | Yes | |

| | | | | |
|----|---|-------------------------|-----|--|
| 5 | Plans for orderly succession for appointments | 17(4) | NA | |
| 6 | Code of Conduct | 17(5) | Yes | |
| 7 | Fees/compensation | 17(6) | Yes | |
| 8 | Minimum Information | 17(7) | Yes | |
| 9 | Compliance Certificate | 17(8) | Yes | |
| 10 | Risk Assessment & Management | 17(9) | Yes | |
| 11 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 12 | Composition of Audit Committee | 18(1) | Yes | |
| 13 | Meeting of Audit Committee | 18(2) | Yes | |
| 14 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 15 | Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes | |
| 16 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 17 | Vigil Mechanism | 22 | Yes | |
| 18 | Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes | |
| 19 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 20 | Approval for material related party transactions | 23(4) | NA | |
| 21 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | NA | |
| 23 | Maximum Directorship & Tenure | 25(1) & (2) | Yes | |
| 24 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 25 | Familiarization of independent directors | 25(7) | Yes | |
| 26 | Memberships in Committees | 26(1) | Yes | |
| 27 | Affirmation with compliance to code of conduct | 26(3) | Yes | |

| | | | | |
|----|---|---------------|-----|--|
| | from members of Board of Directors and Senior management personnel | | | |
| 28 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 29 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |

Annexure II

III. Affirmations

| Sr | Particulars | Compliance (Yes/No/NA) | status |
|----|--|---------------------------|--------|
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA | |

**Name & Designation: Priyanka Manawat
Company Secretary & Compliance Officer**

Date: 09/04/2018