

# MADHAV MARBLES AND GRANITES LIMITED

CIN: L14101RJ1989PLC004903

Regd. Office: First Floor, "Mumal Towers", 16, Saheli Marg, Udaipur-313001

Tel: 0294-2981666, Web: www.madhavmarbles.com

Email: investor.relations@madhavmarbles.com, madhavnorth@madhavmarbles.com

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27<sup>th</sup> February, 2019

To  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai-400001

To  
Listing Department  
National Stock Exchange of India Ltd.  
Bandra Kurla Complex  
Bandra East  
Mumbai-400051

## **Sub: Notice of Extraordinary General Meeting (EGM)**

Dear Sir,

Pursuant to and in terms of the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith a copy of Notice convening an Extraordinary General Meeting (EGM) of members of the Company on Friday, March 29, 2019 at 10:30 a.m. at Hotel Rajdarshan, Udaipur-313001 to transact the special business as contained in the said Notice.

Kindly take the information on record.

Thanking you,

Sincerely,  
For **Madhav Marbles and Granites Limited**

  
Priyanka Manawat  
Company Secretary



# Madhav Marbles and Granites Limited

CIN: L14101RJ1989PLC004903

Regd. Off: First Floor, 'Mumal Towers', 16, Saheli Marg, Udaipur-313001  
Mail: investor.relations@madhavmarbles.com, Web: www.madhavmarbles.com  
Tel: 0294-2981666

Natural Stone Surfaces

## NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Madhav Marbles and Granites Limited ("Company") will be held on Friday, March 29, 2019 at 10.30 a.m. at Hotel Rajdarshan, 18, Pannadhai Marg, Udaipur-313001 to transact the following special business:

### Item No. 1

**To seek approval for entering into Related Party Transaction of providing loans and / or give guarantees and / or providing securities in connection with loans raised by Madhav Natural Stone Surfaces Private Limited, Subsidiary 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 185, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder ("the Act"), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, approval of the members of the Company be and is hereby accorded to give loan upto Rs. Five (5) crores to Madhav Natural Stone Surfaces Private Limited (MNSSPL), a Subsidiary Company and/or to give any guarantee or provide collateral security of Company's Land situated at Bhilwara, Rajasthan measuring 84964 sq. ft in connection with loan given by any Bank/Financial Institution to the Subsidiary, on such terms and conditions as mentioned in the explanatory statement

**RESOLVED FURTHER THAT** the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

### Item No. 2

**Re-appointment of Mr. Prakash Kumar Verdia (DIN: 02429305) as an Independent 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 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 (1A) 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. Prakash Kumar Verdia (DIN: 02429305), who was appointed as an Independent Director to hold office up to March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, 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, 2019 to March 31, 2024, and that the consent of the Members of the Company be and is hereby accorded for continuation of Mr. Prakash Kumar Verdia 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."

### Item No. 3

**Re-appointment of Mr. Roshan Lal Nagar (DIN: 02416642) as an Independent 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 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 (1A) 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, Mr. Roshan Lal Nagar (DIN:02416642), who was appointed as an Independent Director to hold office up to March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who is above the age of seventy-five years, be and hereby re-appointed as an Independent Director for second term of 5 (five) consecutive years, on the board of the company from April 01, 2019 to March 31, 2024 not liable to retire by rotation.

**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."

By order of the Board

**For Madhav Marbles and Granites Limited**

Priyanka Manawat

**Company Secretary**

Place: Udaipur

Date: February 22, 2019

## NOTES:

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting (“meeting / EGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Provided that a proxy shall not have the right to speak at the meeting. A person can act as a 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. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy provided that such person shall not act as proxy for any other person or shareholder. The instrument appointing proxy in order to be valid and effective should be lodged / deposited at the registered office of the Company not later than forty-eight (48) hours before the commencement of the meeting.
2. Corporate Members intending to attend the EGM through their authorized representatives are requested to send a certified copy of the intending Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members / Proxies should fill the attendance slip for attending the meeting and bring their attendance slips along with their copy of this notice at the meeting.
4. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the registered office of the Company on all working days between 11.00 a. m. to 01.00 p.m. up to March 28, 2019 and at the meeting. The notice is also available on the Company’s website [www.madhavmarbles.com](http://www.madhavmarbles.com)
5. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended (the “Companies Act” or the “Act”) with respect of the special business as set out in the Notice is annexed hereto.
6. Members desirous of seeking any clarifications pertaining to agenda items at the EGM are requested to send in their questions so as to reach the Company’s Registered Office at least 7 days before the date of the EGM, so that the same can be suitably replied to.
7. In support of the “Green Initiative” announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to the Company / Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, will be sent to them in the permitted mode.
8. The Company is providing remote e-voting facility to all its members to enable them to cast their vote on the matters listed in the Notice by electronic means. The Company has engaged the services of the Central Depository Services (India) Limited (“CDSL”) to provide the e-voting facility.
  - Remote e-voting facility will be available on the website [www.evotingindia.com](http://www.evotingindia.com) from 9:30 a.m. on March 26, 2019 till 5:00 p.m. on March 28, 2019, after which the facility will be disabled by CDSL.
  - Instructions for e-voting are given at point no. 11 in the Notes.
  - The voting rights of Members shall be in proportion to their Equity Shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, March 22, 2019.
  - Mr. Ronak Jhuthawat, Company Secretary in Practice (Membership No. ACS 32924, CP 12094) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - The Scrutinizer shall immediately after the conclusion of voting at the EGM unblock the votes cast through remote e-voting and votes cast at the EGM, in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated scrutinizer’s report (both remote e-voting and voting at the EGM) of the total votes cast in favour or against, if any, to the Chairman of the EGM or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - The results declared along with the report of the scrutinizer will be placed on the website of the Company immediately after the results are declared by the Chairman of the EGM or a person authorized by him and will be simultaneously communicated to the stock exchanges on which the securities of the Company are listed.
9. The facility for voting, through Ballot paper shall also be made available at the meeting for members who have not already cast their vote prior to the meeting. The members, who have cast their vote prior to the meeting by remote e-voting may also attend the meeting but shall not be entitled to vote again or change their vote at the meeting.
10. The route map of the venue of the meeting is given on along with this notice.
11. The electronic voting instructions for the shareholders 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<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 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"> <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 (iii).</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 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 of 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [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).
- 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.

(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 pursuant to Section 102 of the Companies Act, 2013

### Item No.1

Madhav Natural Stone Surfaces Private Limited (MNSSPL) a subsidiary in which the Company holds 51% of equity Share Capital was incorporated to undertake the business of manufacturing and processing of Quartz.

The subsidiary is in the phase of commencement of its operations, project execution and for which there is an ongoing requirement for funds and loans. Also, the Company may have to give loan to its Subsidiary or give guarantee or provide security to any Bank or Financial Institution in respect of loans availed by the Company's subsidiary.

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, approval of the members is required by way of special resolution to grant loan or give guarantee or provide security in respect of any loan granted to the Subsidiary.

Further pursuant to section 188 of the Companies Act, 2013 read with rules made there under and Regulation 23 of SEBI (Listing Obligations and Disclosures) Regulations, 2015 ('SEBI Listing Regulations, 2015'), all material Related Party Transactions are required to be placed for the approval of the members in the General Meeting

Accordingly, in order to meet the funding requirements of Subsidiary for principal business activities and to ensure necessary compliances of the provisions of The Act and SEBI Regulations, the Board of Directors hereby proposes and seeks Members' approval to give loan upto Rs. Five (5) crores to Madhav Natural Stone Surfaces Private Limited (MNSSPL), a Subsidiary Company and/or to give any guarantee or provide collateral security of Company's Land situated at Bhilwara, Rajasthan measuring 84964 sq. ft in connection with loan given by any Bank/Financial Institution to the Subsidiary.

The transaction is within the permissible limits as specified under Section 186 of the Companies Act, 2013. The terms and conditions to grant loan or give guarantee or provide security in respect of any loan granted to MNSSPL are as under:

Sr. No.	Particulars	Details
1	The name of the related party and nature of relationship	Madhav Natural Stone Surfaces Private Limited (MNSSPL) is a Subsidiary of the Company
2	Name of the Interested Directors	Mr. Madhav Doshi, CEO and Managing Director Mr. Sudhir Doshi, Whole Time Director
3	Nature of transaction	<ul style="list-style-type: none"><li>Granting of loans upto Rs. 5 Crore in one or more tranches</li><li>Providing guarantee/collateral security of Company's Land situated at Bhilwara, Rajasthan measuring 84964 sq. ft. in connection with loan to be taken by the Subsidiary.</li></ul>
4	Material Terms and conditions	<ul style="list-style-type: none"><li>The repayment shall be governed by the terms agreed to between the Company and the Subsidiary.</li><li>Interest / Fees / charges for granting loans, giving guarantee or providing security in connection with any loan to MNSSPL, subsidiary will be determined as per the prevailing rates and on arms-length basis.</li><li>Bank Guarantee/Corporate Guarantee to be issued on behalf of subsidiary will be as per requirement of Banks/Financial institutions</li></ul>
5	Any advance paid or received for the contract or arrangement, if any	Not Applicable
6	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As stated in point No. 4 above
7	Any other information relevant or important for the Members to take decision on the proposed resolution	None

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

The Board of Directors recommends the above resolution for the approval of the members of the Company.

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.

#### **Item No. 2**

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 25th Annual General Meeting held on August 09, 2014, Mr. Prakash Kumar Verdia was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto March 31, 2019. 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(1A) 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. Prakash Kumar Verdia will attain the age of 75 years on August 06, 2020 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 February 08, 2019 has, subject to approval of shareholders, re-appointed Mr. Prakash Kumar Verdia as an Independent Director for second term of five (5) years with effect from April 01, 2019 upto March 31, 2024.

Mr. Prakash Kumar Verdia holds a Master degree of Science. He is having experience of more than 35 years in the field of mining and geological activities. He retired as Former Director, Mines & Geology Department, Government of Rajasthan. During the period from 2012 to 2015, he was member of Expert Appraisal Committee, Ministry of Environment, Forest and Climate Change, Government of India. Presently he is an eminent social activist.

The Company has also received a declaration from Mr. Prakash Kumar Verdia 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. Prakash Kumar Verdia 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. Prakash Kumar Verdia as an Independent Director of the Company.

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

Except Mr. Prakash Kumar Verdia, 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. 2.

#### **Item No. 3**

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 25th Annual General Meeting held on August 09, 2014, Mr. Roshan Lal Nagar was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto March 31, 2019. 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.

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI - LODR), a person who has attained the age of seventy five years may be appointed/continue as a non-executive director of a listed company subject to approval of its shareholders by way of a special resolution. Regulation 17(1A) of the SEBI - LODR will come into effect from April 01, 2019.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 08, 2019 has, subject to approval of shareholders, re-appointed Mr. Roshan Lal Nagar, who is above the age of seventy-five years, as an Independent Director for second term of five (5) years with effect from April 01, 2019 upto March 31, 2024.

Mr. Roshan Lal Nagar holds Master degree of Commerce. He possesses comprehensive knowledge and practical experience in the Treasury, Accounting and Finance Departments. He also served on the Board of the Udaipur Urban Co-operative Bank Limited.

The Company has also received a declaration from Mr. Roshan Lal Nagar 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. Roshan Lal Nagar 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. Mr. Roshan Lal Nagar is a person of high repute, integrity and has rich experience in the field of banking & finance. 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. Roshan Lal Nagar as an Independent Director of the Company.

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

Except Mr. Roshan Lal Nagar, 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. 3.

**Place:** Udaipur

**Date:** February 22, 2019

By order of the Board  
**For Madhav Marbles and Granites Limited**  
Priyanka Manawat  
**Company Secretary**

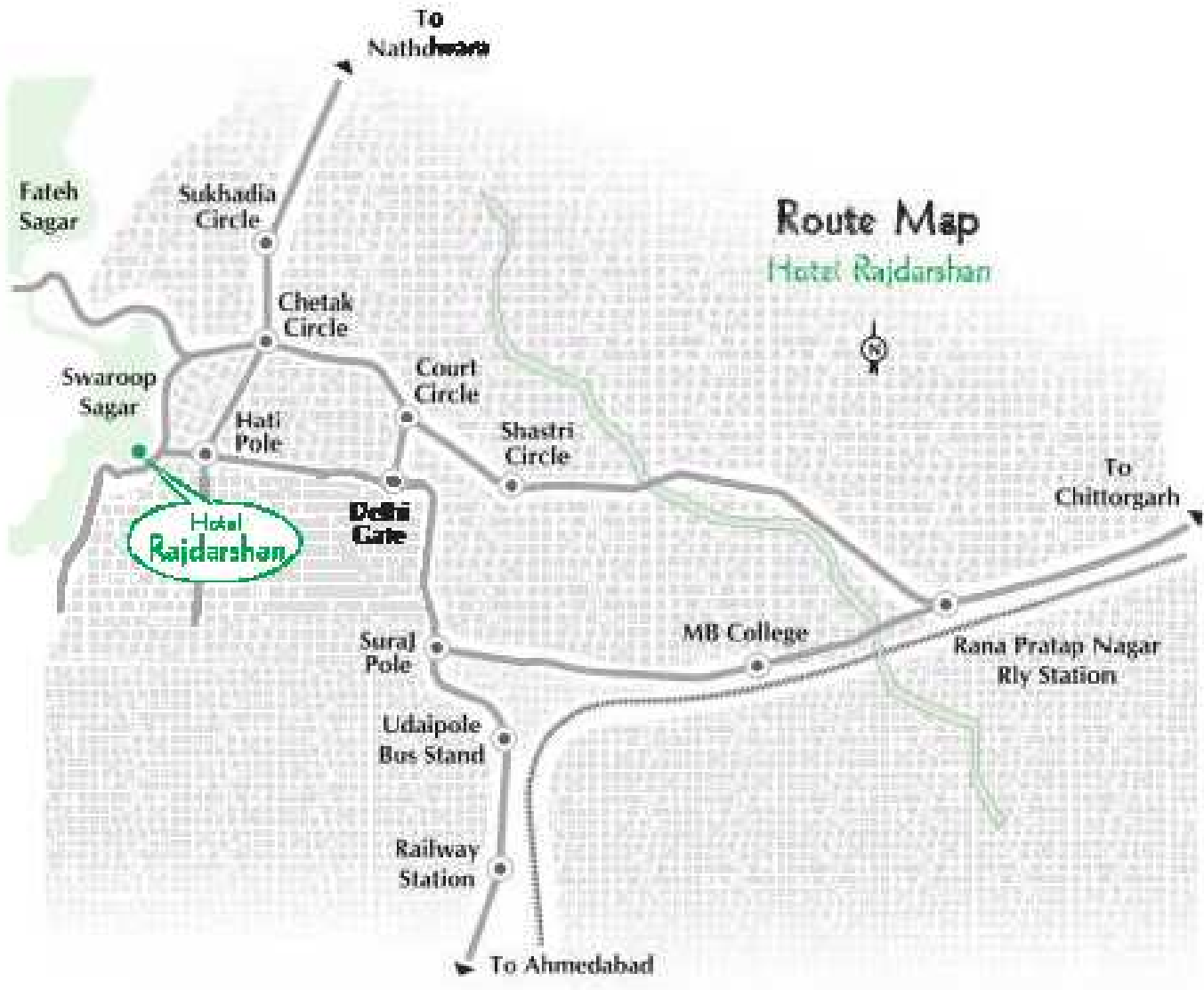
**Disclosure in pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 issued on General Meetings by The Institute of the Company Secretaries of India:**

Name of Director	Mr. Prakash Kumar Verdia	Mr. Roshan Lal Nagar		
DIN	02429305	02416642		
Age	73 years	79 years		
Qualifications	M. Sc. (Tech.)	M. Com		
Date of Initial appointment on the Board	October 31, 2008	October 31, 2008		
Expertise	Eminent Geologist and Social Activist	Banking and Finance		
No. of Board Meetings attended till the date of this notice.	Held	6	Held	6
	Attended	6	Attended	6
Directorships held in other Companies	Listed Company 1. Rajdarshan Industries Limited Unlisted Company: None	Listed Company 1. Rajdarshan Industries Limited Unlisted Company: None		
Chairmanship(s)/Membership(s) of Committees of other Companies.	Chairman and Member of Stakeholders Relationship Committee	Chairman and Member of Audit Committee		
Shareholding in Company	500	Nil		
Relationship with other Directors, Manager and Key Managerial Personnel	Not related to any Director/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel		
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	The re-appointment is for a term of five (5) years commencing from April 01, 2019 as set out in resolution at Item no. 2 of this Notice. The Appointee shall receive sitting fees for each Board Meeting attended by him.	The re-appointment is for a term of five (5) years commencing from April 01, 2019 as set out in resolution at Item no. 3 of this Notice. The Appointee shall receive sitting fees for each Board Meeting attended by him.		



# Route Map

Hotel Rajdarshan



## Attendance Slip

### Extraordinary General Meeting

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company to be held on Friday, March 29, 2019 at 10:30 a.m. at Hotel Rajdarshan, 18, Pannadhai Marg, Udaipur- 313001, (Raj.)

Folio No.:	DP ID:	Client ID:
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Name of the Member	Signature
Name of Proxyholder	Signature

**Notes:**

1. Only Member/ Proxyholder can attend the Meeting.
2. Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxyholder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. A Member/Proxyholder attending the meeting should bring copy of the Notice for reference at the meeting.



# Madhav Marbles and Granites Limited

CIN: L14101RJ1989PLC004903

Regd. Office: First Floor, "Mumal Towers" 16, Saheli Marg, Udaipur – 313 001 (Raj.)

## PROXY FORM (FORM No. MGT-11)

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

Folio No./Client Id/DP Id: \_\_\_\_\_

Name of the Member: \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint

1. Name	2. Name	3. Name
Address	Address	Address
Email ID:	Email ID:	Email ID:
Signature _____ or failing him	Signature _____ or failing him	Signature _____ or failing him

as my / our proxy to attend and vote for me/us and on my/our behalf at the EXTRAORDINARY GENERAL MEETING of the Company to be held on Friday, March 29, 2019 at 10:30 a.m. at Hotel Rajdarshan, 18, Pannadhari Marg, Udaipur-313001 and at any adjournment thereof in respect of such resolutions, as are indicated below:

S. No.	Resolutions:
<b>Special Business</b>	
1.	To seek approval for entering into Related Party Transaction of providing loans and / or give guarantees and / or providing securities in connection with loans raised by Madhav Natural Stone Surfaces Private Limited, Subsidiary Company
2.	Re-appointment of Mr. Prakash Kumar Verdia (DIN: 02429305) as an Independent Director
3.	Re-appointment of Mr. Roshan Lal Nagar (DIN: 02416642) as an Independent Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy holder(s) \_\_\_\_\_

Affix  
Revenue Stamp

**Note:**

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