

Board of Directors

Mahavir N Sundrawat, CMD
(DIN 01928303)

Mayur M Sundrawat
(DIN 01837589)

Dhara S Shah
(Independent-DIN 06983857)

Sanjay M Devediya
(Independent-DIN 00583978)

Auditor

M/s Jagetiya & Company,
Chartered Accountants
433, 4th Floor, YashArian, Near Swami
VivekanandCircle, NewGurukul, Memnagar,
Ahmedabad - 380052, Gujarat

Banker's

State Bank of India

Registered Office

4 & 5, Near AdvaniOeirlicon,
L B S Marg, Bhandup(W), Mumbai
400078.
Ph: (022) 25964268, 25968006
CIN No: L99999MH1992PLC064993

Works

5 & 6 (A), Road No 04, Dahod
RoadInds. Area, Banswara,
Rajasthan 327001
Phone: (02962) 257678

Registrar

Ms, PurvaSharegistry (I) P Ltd.
09, Shivshakti Industrial Estate,
Ground Floor, Sitaram Mills
Compound,
J R BorichaMarg, LowerParel, Mumbai
- 400011.
Email: busicomp@vsnl.com
Phone: 022/23016761, 23018261
Fax: 022/23018261

Notice

Notice is hereby given that, 26thAnnual General Meeting of the Company, will be held at "Jainam Hall, BTM Compound LBS Marg, Bhandup West-78 Mumbai Maharashtra on 08th August, 2018 at 10.30 A.M. to transact the following business.

Ordinary Business:

01. To receive, consider and adopt the Balance Sheet as at 31st March, 2018 and the Profit & Loss Account for the year ended on that date and the reports of the Directors & Auditors thereon.

02. To appoint a director in place of Mr. Mayur M Sundrawat who retires by rotation and being eligible, offers himself for re-appointment.

03. To appoint auditors, and to fix their remunerations.

By order of the Board

-sd-

(Mahavir N Sundrawat)

Managing Director

DIN: 01928303

Place: Banswara

Date: 01.06.2018

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead himself and such proxy need not be a member of the company.
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the item of Special Business set out in the Notice is annexed.
3. The Notice is being sent to the Members, whose names appear in the Register of Members/ List of Beneficial Owners as on 01.06.2018 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on the said date
4. A person can act as Proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the company carrying voting rights may appoint as single person as proxy and such person shall not act as a proxy for any other person or shareholder.

5. The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
6. Members/proxies should bring the Attendance Slip duly filled in for attending the meeting. The form of attendance slip and proxy form are attached at the end of the Annual Report.
7. Corporate members intending to send their authorized representative(s) to attend the meeting or vote electronically are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. The Register of the member and Shares Transfer Book of the Company will remain closed from 02.08.2018 to 08.08.2018(both days inclusive).
9. Shareholders, holds shares in identical names, in more than one folio, are requested to apply for consolidations of folios and send relevant shares certificates to Registrar for consolidations.
10. Members desiring any information's as regarding to the accounts are requested to write to the Company at-least 7 days in advance, enable the management to keep the information ready.

Explanatory Statements:

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed as ordinary / special resolutions as the case may be. The explanatory statement pertaining to the said resolutions setting out the facts concerning each item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto for your consideration.

As per requirements of Companies Act together with listing agreement provision as set out by stock exchanges and SEBI, the company has appointed MrPankajTrivedi& Company a practicing company secretary addressed at B-206, Jaswanti Residency, Subhash Lane, Near Bhurabhai Hall, Kandiwali (West), Mumbai 400067 to act as scrutinizer for the e-voting to be carried out for the ensuing AGM. The consent of the said scrutinizer has been already obtained for the purpose.

The company's shares are listed with the following stock exchanges in addition to Mumbai, Ahmedabad, Jaipur, and Rajkot. Now trading in shares can be done online from anywhere, hence relevance of maintaining listing with these stock exchanges are of no use. Hence shareholder nod for the same is requested by the company.

As per SEBI requirement, the shares of the company have to be mandatorily in electronic form. In total compliance of the same, the company now holds shares in demat form.

To conduct E-voting the company has entered into an agreement with CDSL. The e-voting instruction as provided by CDSL has been detailed out below. The members are requested to follow the instructions for smooth transaction on the system.

By order of the Board

-sd-

(Mahavir N Sundrawat)

Managing Director

DIN: 01928303

Place: Banswara

Date: 01.06.2018

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <05.08.2018 at 9:30 A.M.> and ends on <07.08.2018 at 5:30 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 <01.08.2018> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax

	<p>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.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<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 <MayurFloorings 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 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) **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 corporate.
 - 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 favor 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, under help section or write an email to helpdesk.evoting@cDSLindia.com.

Director's Report

Dear Members,

Your Directors have pleasure in presenting their 26th Annual Report of the Company together with the Audited Accounts of the Company for the financial year ended as on 31.03.2018.

Financial Results:

The financial results of the Company for the year under review are summarized as under.

Item (Rs in Lacs)	As on	As on
	31.03.2018	31.03.2017
Turnover	190	118.09
Other Income	0.02	0
Profit (Loss) before taxations	5.6	2.9
Balance b/f from last year.	-75.72	-77.8
Provisions / Prior period adjustments.	1.05	0.75
Carried to Balance Sheet	-71.17	-75.74

Results of Operations and the State of Affairs:

The highlights of the company's performance are as under:

- Revenue from operations increased by 60.89% to Rs 190.00 Lacs (P.Y. 118.09 Lacs)
- Profit before tax increased by 93.10 % to Rs.5.6 Lacs (P.Y.Rs. 2.9Lacs)

Material Changes and Commitments:

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relates and the date of report.

Dividends:

No dividend was considered by the Director for the year.

Operations:

No major changes in the operation of the company for the reported year.

Deposits:

The Company has not accepted any deposits from public in the year under review.

Management Discussions and analysis forming part of Director's Report:

Factors effecting demand and supply of stone industry:

Global marble slabs and tiles market is dependent and influenced by construction expenditure across the globe. Construction sector is not witnessing growth particularly since last few years in the Asia Pacific countries including China, India and Japan. Other Key factors driving product demand in Asia Pacific include rise in disposable income of consumers, dense population, increase in government initiatives for infrastructure development and collaboration with foreign investors.

The marble slabs and tiles segment is not witnessing rapid growth in near future owing to slack in constructional activities especially from builders and home makers. At the same time, marble has to face the competition from ready to use ceramic floor tiles which is showing a positive growth.

The supply of ceramic tiles has direct and negative correlation with marble. Both the materials are meant for flooring. Increase in low cost ceramic tile has directly effecting marble. Because of low price Chinese material marble has lost its cost advantage. Which has forced marble manufacturer's to reduce the price of their material. Which have negative bearing upon margin, and profitability.

During the period under review, your company has installed mineral grinding units in which left out waste and stone scrap is the basic raw material. Your company intends to get the benefits by waste / scrap re-processing. A portion of the raw material required for mineral grinding units are available in house. At the same time, same is available in open market from mines site. This is going to save the admin and other incidental cost and brings in some profit to boost the bottom line of the company. The company is already having requisite land required for the purpose and monitoring of the mineral processing plant can be easily done with existing infrastructure facility. The intended buyers for mineral powder are soap, paints, varnish and steel manufacturer. The company anticipates to sale the product comfortably either direct to these buyers or will sales the same on sport basis in open market to local traders and dealers.

Impact of Government Policy on the Industry:

During the year under review, the government has introduced GST which was initially put @28% of the marble equivalent with remaining building material such as cement, paints. The initial rate was very high. Now, subsequent to that, the government has softened the rate and brings down to 18%, which is huge relief. GST is a positive for the industry as small and unorganized dealer comes under ambit of GST and with a view to take advantage of input. Later, on they have provided relief by bringing down the GST on marble @18%. At the same time, offset of input credit available on raw material provided further relief. Government of India has increased the incentive for first time home buyers by increasing the credit subsidy. The increased subsidy has provided some more reliefs in the hand of first time home buyers. At the same time, both state as well as central government is focusing on home for homeless. They have designed some new scheme especially for economically weaker section of the society. This will further add some cushion to slow demand in construction industry. By increasing the tax rebate on principal as well interest, both Union and State governments are trying to increase the demand in building and construction industry.

Responsibility Statement:

The Director's Confirm:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same.
- b) That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d) That they have prepared the annual accounts on a going concern basis.

Technology:

The company is using modern technology available for the entire manufacturing process. The management has full attention to get the maximum yield and fine quality with minimum energy requirement.

Foreign Exchange Earnings and Outgo:

There is no inflow or outflow of foreign exchange during the year.

Details of Directors and Key managerial Persons:**Directors:**

In accordance with the provisions of the Act and in terms of Articles of Association of the Company, Mr. Mayur M Sundrawat, Director of the Company retires at the ensuing Annual General Meeting and is being eligible for re-appointment, offers himself for re-appointment. Your Directors recommended the above re-appointment.

The following policies of the Company are attached herewith marked as Annexure I and Annexure II-

- (a) Policy of selection of Directors and determining Directors Independence; and
- (b) Remuneration Policy for directors, Key Managerial Personnel and other employees.

Key Managerial Personnel:

During the year under review, the members approved the appointment of Ms. Ayushi Jain as Company Secretary cum Compliance Officer of the Company.

Vigil Mechanism: The Company has established vigil mechanism and adopted whistle blower policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The policy on Vigil mechanism and Whistle blower policy of the company are attached herewith marked as Annexure III.

Particulars of Employees:

As per provision of section 197(2), read with 5(1) of the companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the payment of remuneration to Directors are as follows:

- 1) ShriMahaveerSundrawatRs. 5.40Lacs
- 2) ShriMayurSundrawatRs.4.20 Lacs

No employee employed throughout the financial year and in receipt of remuneration of Rs 60.00 lacs or more or employed for part of the year and in receipt of Rs. 5.00 lacs or more a month, under Section 5(2) of the companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Extract of Annual Return:

Extract of Annual Return as provided under sub-section(3) of Section 92 of Companies Act,2013 is attached herewith (Annexure IV)

Number of Meetings of the Board:

Numbers of Meetings of the Board during the year were 5 which were held on 06.05.2017, 29.07.2017, 28.10.2017, 18.11.2017 and 27.01.2018.

Particulars of Loans, guarantees or investments u/s 186: No loan or guarantee is extended by the company so as to attract the provision of above mentioned section.

Related Party Contracts or arrangements: During the year under review the company has not entered into any related party contracts except normal trade entered with proprietorship firm owned by wife of promoter director.

Corporate Governance: The Corporate Governance report for the year ended as on 31.03.2018, as per requirement of Clause 49 of Listing Agreement has been given separately in the Annexure V.

Secretarial Audit: The Company has appointed M/s. B.L. Harawat and Associates, Company Secretaries as Secretarial Auditors to conduct the audit of secretarial and related records of the Company for the FY ended 31st March, 2018. The Secretarial Audit report of the company is attached herewith marked as Annexure-VI.

Auditors and Auditors Report:

MsJagetiya& Companywill retire at the conclusion of proposed AGM. The company has received consent from M/s Bhupendra S Jain and Associates proposed to be appointed as next auditor of the company subject to approval from members. The auditor has risen following two qualifications in its report about income tax demand and unsecured loans. In reply to the qualification the directors states that Income Tax demand of Rs.00.21 Lacs disputed by company for which company has made application for rectification of error U/s 154. A brought forward unsecured loan amount of Rs.10.00 lacs taken from Director ShriMahaveerSundrawat is pending for the payment.The Auditors report of the company is attached herewith marked asAnnexure-VII.