



TM

MADHAV

leaders in quality

Natural Stone Surfaces

30th
Annual Report
2018-2019



celebrating **30**
years of
trust

www.madhavmarbles.com

In pursuit of growth



Marmomac 2018, Italy

CONTENTS

Page No.

Overview

Corporate Information	2
Message from CEO	3
Financial Highlights	3-5

Shareholder Information

Notice	6
Attendance Slip and Proxy Form	153-155

Statutory Reports

Board's Report	16
Management Discussion and Analysis	40
Report on Corporate Governance	43

Standalone Financial Statements

Auditors' Report	62
Balance Sheet	74
Statement of Profit and Loss	76
Cash Flow Statement	79
Notes	81

Consolidated Financial Statements

Auditors' Report	108
Balance Sheet	118
Statement of Profit and Loss	120
Cash Flow Statement	123
Notes	125

Corporate Information

Board of Directors

Independent Directors

- Mr. Ravi Kumar Krishnamurthi, Board's Chairman
- Mr. Roshan Lal Nagar
- Mr. Prakash Kumar Verdia
- Ms. Swati Yadav

Executive Directors

- Mr. Madhav Doshi
- Mr. Sudhir Doshi

Key Executives

- Mrs. Riddhima Doshi, President
- Mr. S. Panneerselvam, CFO
- Ms. Priyanka Manawat, CS

Bankers

HDFC Bank
State Bank of India
Allahabad Bank
IDBI Bank

Registrar and Share Transfer Agents

Ankit Consultancy Private Limited
60, Electronic Complex
Pardeshipura
Indore-452010

Auditors

Statutory Auditors

M/s L.S. Kothari & Co.
Chartered Accountants, Jaipur

Internal Auditor

Anil J Jain & Associates
Chartered Accountants, Udaipur

Secretarial Auditor

Ronak Jhuthawat & Co.
Company Secretaries, Udaipur

Registered Office:

First Floor, "Mumal Towers"
16, Saheli Marg, Udaipur-313001
CIN: L14101RJ1989PLC004903
Tel: 0294-2981666

Website: www.madhavmarbles.com

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

Message from CEO

Dear Shareholders,

I am pleased to report that FY 2018-2019, performance wise, was a satisfactory year for your Company as compared to last year.

Sales Revenue increased by 9.87%. This is outcome of our efforts towards productivity enhancement, investment in technology, systems and processes; strong marketing and understanding of customer demands and preferences.

For the ongoing year, we expect a consistent operational and financial performance but still macro-economic conditions around the world may impact our business.

Keeping in pace with the dynamics of the Industry, we have decided to set up a plant for manufacturing and processing of engineered stone. The project is taking positive shape and we are hopeful that this diversification will be strategic and profitable for the future growth of your organization.

With a renewed sense of optimism and ambition, we are committed to grow and create value for our stakeholders.

We sincerely thank our customers, the Board, Management, Unions and our dedicated employees for their unrelenting support and commitment

Thank you all for the confidence you have reposed in the Company.

Madhav Doshi
CEO & Managing Director

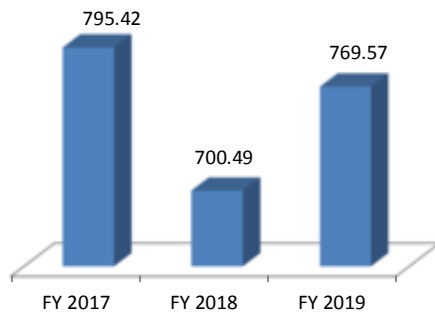
Financial Highlights

(₹ in million)

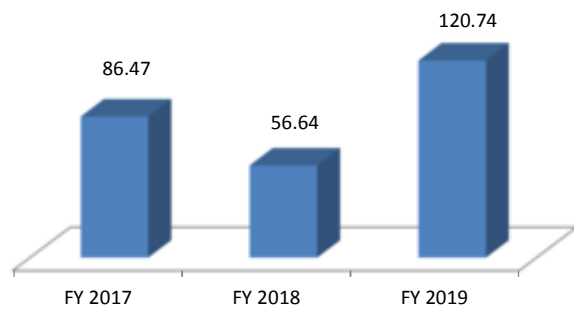
	2018-2019	2017-2018	2016-2017
Statement of Profit and Loss			
Revenue from Operations	769.57	700.49	795.42
Other Income	48.88	53.99	21.81
EBIDTA	120.74	56.64	86.47
Pre-Tax Profit	60.15	21.62	60.93
Post Tax Profit	46.12	17.99	52.09
Balance Sheet			
Property Plant and Equipment	413.38	300.29	269.99
Investments	25.47	19.46	6.30
Equity Share Capital	89.47	89.47	89.47
Net Worth	1285.57	1241.38	1234.64
Key Ratios			
Earning Per Share (EPS)	5.15	2.01	5.82
Book Value Per Share	143.69	138.75	137.99
Return On Capital Employed (%)	5.25	2.33	4.90
Return On Net Worth (%)	3.59	1.45	4.22
Debt Equity Ratio	0.14	0.16	0.03

Financial and Operational Highlights

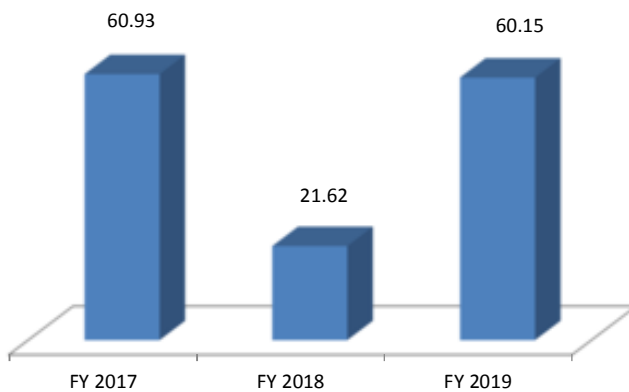
Revenue from Operations (In million)



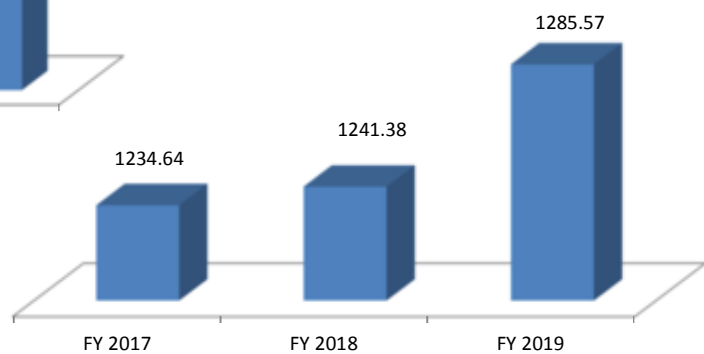
EBIDTA (In million)



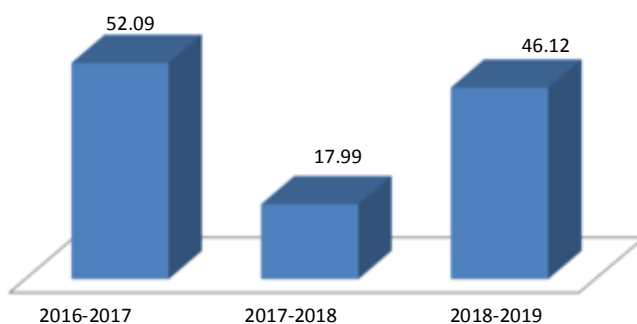
Pre Tax Profits (In million)



Net Worth (In million)

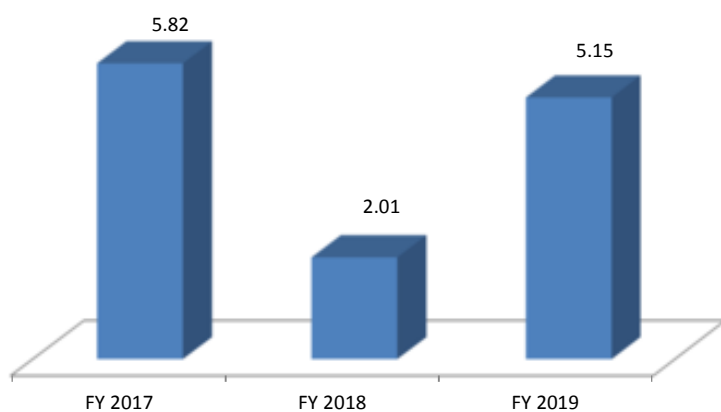


Post Tax Profits (In million)

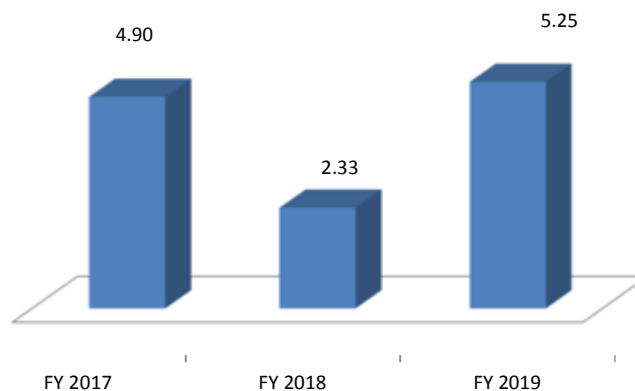


Driving Valuations

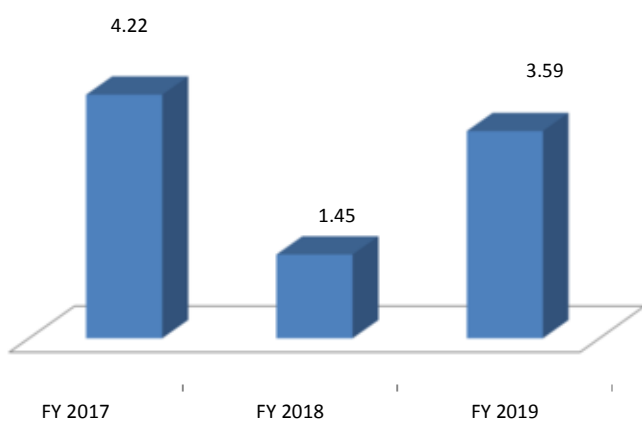
Earning Per Share (EPS)



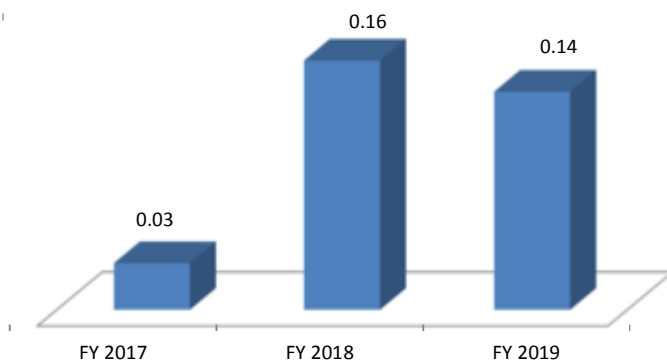
ROCE %



RONW %



Debt Equity Ratio



Madhav Marbles and Granites Limited

CIN: L14101RJ1989PLC004903, Web: www.madhavmarbles.com,
Regd. Office: First Floor, "Mumal Towers", 16, Saheli Marg, Udaipur-313001
Email: 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.