



BOARD OF DIRECTORS

MR. C. D. GOPINATH

Chairman

MR. RAVI KUMAR KRISHNAMURTHI

MR. PRAKASH KUMAR VERDIA

MR. ROSHAN LAL NAGAR

MR. JAGDISH DASHORA

MR. ASHOK DOSHI

Managing Director

MR. SUDHIR DOSHI

Whole Time Director

MS. PRIYANKA MANAWAT

Company Secretary

Bankers

State Bank of India
Allahabad Bank

Auditors

Nyati & Associates
Chartered Accountants
Udaipur.

Registered Office

11-A, Charak Marg,
Ambamata Scheme,
Udaipur (Raj.) 313 001

Works

Granite Division

Village Thoppur
Distt. Dharampuri
Tamil Nadu

Wind Mills

SF NO. 405/1 (PART) & 412 (PART)
VILLAGE: Balabathiraramapuram
Dist. Tirunelveli
Tamilnadu



Twenty Third Annual Report 2011 - 2012

CONTENTS	Page
Financial Highlights	1
Notice	2
Directors' Report	9
Management's Discussion and Analysis Report	12
Report on Corporate Governance	14
Auditors' Report	25
Balance Sheet	28
Profit and Loss Account	29
Cash Flow Statement	30
Notes Forming Part of the Balance Sheet	32
Attendance Sheet and Proxy Form	54

**FINANCIAL HIGHLIGHTS**

Year ended

(Rupees in millions)

Description	2007-2008	2008-2009	2009-2010	2010-2011	2011-2012
For the Year					
Revenue from Operations (Net)	829.57	581.65	636.02	651.88	627.50
Profit Before Finance Costs and Depreciation	151.65	91.53	94.13	61.52	75.76
Profit Before Tax	62.86	14.94	34.38	5.19	25.94
Profit After Tax	57.64	16.29	33.64	10.42	46.10
Profit After Tax excluding Exceptional Item	57.64	16.29	33.64	10.42	15.50
At year End					
Net Fixed Assets	418.18	391.51	364.53	336.82	295.31
Share Capital	89.47	89.47	89.47	89.47	89.47
Reserves and Surplus	837.10	842.76	864.55	864.53	900.24
Miscellaneous Expenditure Written Off	3.07	2.86	2.14	1.43	0.71
Net Worth	923.50	929.37	951.88	952.57	989.00
Total Borrowings	439.17	344.11	211.97	58.40	22.68
Earning Per Share	4.17	1.80	3.60	1.16	5.15
% of Dividend	10	10	10	10	10
Dividend Per Share	1.00	1.00	1.00	1.00	1.00
Book Value Per Share	103.22	103.88	106.39	107.63	110.54
Return on Capital Employed	8.14	3.44	4.16	1.57	3.39



Notice of Annual General Meeting

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of MADHAV MARBLES & GRANITES LIMITED will be held on Saturday, September 22, 2012 at 10.30 a.m. at Hotel Rajdarshan, Udaipur-313001 (Raj.) to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the audited statement of Profit and Loss Account for the year ended March 31, 2012, the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the year 2011-12.
3. To appoint a director in place of Mr. C.D. Gopinath, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Jagdish Dashora, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. Nyati & Associates, Chartered Accountants, Udaipur, as Statutory auditors of the Company and to fix their remuneration.

Special Business:

6. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 314(1)(b) and other applicable provisions, if any of the Companies Act, 1956, (including any statutory modification(s), amendments or re-enactment thereof for the time being in force and as may be enacted from time to time) (hereinafter referred to as 'the Act'), approval of the Company be and is hereby accorded to the revision in the remuneration payable to Mr. Madhav Doshi currently holding an office or place of profit in the Company as Manager Exports, Granite Division on the terms and conditions as detailed in the Explanatory Statement hereto

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to promote him to higher cadres and / or to sanction him higher increments, or revise increments or the payment in monthly salary, as and when they deem fit, subject, however, to the rules and regulations of the Company, in force, from time to time, provided that the total monthly remuneration shall not exceed Rs.2,50,000/- or such higher sum as may be prescribed from time to time, except with the prior approval of the Central Government, if required, pursuant to the provisions of Section 314 (1)(b) and other applicable provisions of the Act.”

7. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 314(1)(b) and other applicable provisions, if any of the Companies Act, 1956, (including any statutory modification(s), amendments or re-enactment thereof for the time being in force and as may be enacted from time to time) (hereinafter referred to as 'the Act'), approval of the Company be and is hereby accorded to the revision in the remuneration payable to Mrs. Riddhima Doshi currently holding an office or place of profit in the Company as Deputy Manager Finance, Granite Division on the terms and conditions as detailed in the Explanatory Statement hereto

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to promote her to higher cadres and / or to sanction her higher increments, or revise increments or the payment in monthly salary, as and when they deem fit, subject, however, to the rules and regulations of the Company, in force, from time to time, provided that the total monthly remuneration shall not exceed Rs.2,50,000/- or such higher sum as may be prescribed from time to time, except with the prior approval of the Central Government, if required, pursuant to the provisions of Section 314 (1)(b) and other applicable provisions of the Act.”



- 8 To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the re-appointment of Mr. Sudhir Doshi as Whole Time director for a further period of five years with effect from July 28, 2012 and the remuneration payable to Mr. Sudhir Doshi, Whole Time director, upon such re-appointment as set out in the agreement dated August 11, 2012 entered into between the Company and Mr. Sudhir Doshi, copy of which is placed before the meeting and initialed by the chairman for the purpose of identification, be and is hereby approved

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify the terms and conditions of the appointment including remuneration structure of Mr. Sudhir Doshi, Whole Time Director within the limits prescribed in Schedule XIII of the Companies Act, 1956, or any amendments thereof

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

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

Udaipur, August 11, 2012

Priyanka Manawat
Company Secretary

**EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.**

The Explanatory Statement for Item No.6 to 8 of the accompanying notice set out hereinabove as under.

Item No 6: Revision in Remuneration payable to Mr. Madhav Doshi, Manager Exports, Granite Division

Mr. Madhav Doshi was appointed as Manager Exports, w.e.f May 01, 2009 and his appointment was approved by the members at the Annual General Meeting held on September 26, 2009.

Considering the progress achieved and development of business of the Company as a result of his efficient Marketing Strategies, the Board of Directors in their meeting held on May 05, 2012, resolved to increase the remuneration of Mr. Madhav Doshi w.e.f. January 01, 2012 as per the details mentioned below

Sl. No.	Particulars	Amount
1.	Basic Salary	Rs.65,000/- p.m. with increment of Rs.15,000 every year.
2.	Perquisites and allowances to the extent of Rs.30,000 p.m. Explanation: He shall be entitled to perquisites and allowances like Leave Travel Allowance, accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses/or allowances for electricity, water, furnishing and repairs, Mobile bills, telecommunication facilities at residence, medical reimbursement incurred for self and him family, medical insurance and such other perquisites and/or allowances, up to the amounts specified above, subject to overall ceiling of remuneration, stipulated in Section 314 of the Companies Act, 1956. The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules there under (including any statutory modification(s) or reenactment. However, Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax Act, gratuity, Bonus payable and encashment of leave at the end of the tenure, as per the rules of the company, shall not be included in the computation of overall ceiling of remuneration or perquisites aforesaid.	

Mr. Madhav Doshi is relative of Mr. Ashok Doshi, Managing Director and Mr. Sudhir Doshi Whole Time Director of the Company.

In view of provisions of Section 314 of the Companies Act, 1956, the increase in remuneration of relative of Director(s) shall be approved by the members in the General Meeting. Therefore, your Directors recommend the resolution for your approval.

None of the Directors except Mr. Ashok Doshi, Managing Director and Mr. Sudhir Doshi Whole Time Director are interested or deemed to be concerned or interested in the resolution.

Item No 7: Revision in Remuneration payable to Mrs. Riddhima Doshi, Deputy Manager Finance, Granite Division

Mrs. Riddhima Doshi was appointed as Deputy Manager Finance, w.e.f June 18, 2010. Her appointment was approved by the members at the Annual General Meeting held on September 25, 2010.

Taking into consideration the duties assigned and the valuable contributions made by Mrs. Riddhima Doshi as Deputy Manager Finance, the Board of Directors in their meeting held on May 05, 2012, resolved to increase her remuneration w.e.f. January 01, 2012 as per the details mentioned below

Sl. No.	Particulars	Amount
1.	Basic Salary	Rs.65,000/- p.m. with increment of Rs.15,000 every year.
2.	Perquisites and allowances to the extent of Rs.20,000 p.m. Explanation: She shall be entitled to perquisites and allowances like Leave Travel Allowance, telecommunication facilities at residence, Reimbursement of Mobile bills, medical reimbursement incurred for self and her family, medical insurance and such other perquisites and/or allowances, up to the amounts	



specified above, subject to overall ceiling of remuneration, stipulated in Section 314 of the Companies Act, 1956.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules there under (including any statutory modification(s) or reenactment. However, Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax Act, gratuity, Bonus payable and encashment of leave at the end of the tenure, as per the rules of the company, shall not be included in the computation of overall ceiling of remuneration or perquisites aforesaid.

Mrs. Riddhima Doshi is relative of Mr. Ashok Doshi, Managing Director and Mr. Sudhir Doshi Whole Time Director of the Company.

In view of provisions of Section 314 of the Companies Act, 1956, the increase in remuneration of relative of Director(s) shall be approved by the members in the General Meeting. Therefore, your Directors recommend the resolution for your approval.

None of the Directors except Mr. Ashok Doshi, Managing Director and Mr. Sudhir Doshi Whole Time Director are interested or deemed to be concerned or interested in the resolution.

Item No 8: Re-appointment of Mr. Sudhir Doshi as Whole Time Director of the Company

Mr. Sudhir Doshi was appointed as Whole time Director of the Company at the Annual General Meeting of the members held on September 22, 2007 for a period of five years with effect from July 28, 2007. Based on the recommendations of Remuneration Committee, the Board has at its meeting held on August 11, 2012 re-appointed him as the Whole Time Director for a further period of five years with effect from July 28, 2012.

Mr. Sudhir Doshi, specializes in processing and mining business of Marble and Granites and prior to his appointment as Whole Time Director in 2007 he was associated with the Company as an Export Manager for last fifteen years. Looking to the involvement of work in the Company and having rich experience in the Market development, it is beneficial for the Company to reappoint him as the Whole Time Director on the terms and conditions as mentioned in the resolution. Hence the resolution is proposed before you for your approval.

This explanatory note together with the accompanying notice should be treated as the abstract u/s. 302 of the Companies Act, 1956.

The material terms and conditions related to re-appointment of Mr. Sudhir Doshi and remuneration payable to him as Whole Time Director are as follows:

Period of Agreement	July 28, 2012 to July 27, 2017
Remuneration	Description
Salary	Rs.1,20,000/- p.m. in the range of Rs.1,20,000/- to Rs.240000/- p.m. The increments will be decided by the Board of Directors.
Bonus	Bonus will be paid as per the rules of the Company.
Perquisites & Allowances:	
a) Club Fees:	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
b) Personal Accident Insurance:	Premium not to exceed Rs.8000/- per annum
c) Reimbursement of Medical Expenses	Equivalent of Half month's salary a year
d) Contribution towards Provident Fund & Superannuation Fund	As per the rules of the Company



e) Gratuity:	Gratuity payable will not exceed half a month's salary for each completed year of service.
f) Leave Travel Concession	For Mr. Sudhir Doshi and his family subject to ceiling of Rs.1,00,000 per annum.

Terms and Conditions

1. The Whole Time Director shall, subject to superintendence, control and direction of the Board of Directors carry out such duties and exercise such powers as may be entrusted and delegated to him by the Board.
2. In the event of loss or inadequacy of profits in any financial year(s), the Board of Directors shall revise the remuneration payable to Whole Time Director, during such financial year, in such manner as agreed to between the Board of Directors and the Whole Time Director and within the limits prescribed in this behalf under Schedule XIII to the Companies Act, 1956.
3. No sitting fees shall be paid to the Whole Time Director for attending the meetings of the Board or any Committee meeting.
4. Perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
5. If at any time the Whole Time Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole Time Director.

The agreement entered into between the Company and Mr. Sudhir Doshi, Whole Time Director containing the terms of the appointment and remuneration payable is available for inspection by the members at the registered office of the Company between 2.00 p.m. to 4.00 p.m. on any working day upto the date of Annual General Meeting.

The Board recommends the Special Resolution at Item No. 8, for the approval of the members.

None of the directors is interested in the resolution except Mr. Sudhir Doshi, himself and Mr. Ashok Doshi, Managing Director who may be deemed to be concerned or interested in the proposed resolution.



Notes

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE MEMBER OF THE COMPANY. PROXY/PROXIES TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
- 2 The Register of Members and the Share transfer books will remain closed from September 16, 2012 to September 22, 2012 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if any.
- 3 The Dividend for the year ended March 31, 2012, as recommended by the Board, if declared at the Annual General Meeting, will be paid on or after September 29, 2012 to the members who are holding their shares in physical form and whose names appear on the Company's Register of Members on September 22, 2012 and in respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by the Depositories for this purpose as on September 16, 2012.
- 4 Pursuant to the provisions of Section 205 A(5) and 205 C of the Companies Act, 1956, the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (IEPF), established by the Central Government. Members who have not encashed their unclaimed/unpaid dividend warrants for the year 2004-2005 or thereafter are requested to write to the Company / Registrar and Share Transfer Agents for payment in lieu thereof.
- 5 **Office of our Registrar and Share Transfer Agents M/s Ankit Consultancy Pvt. Ltd, has been shifted to Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452 010. The new Contact details are as follows:**
Tel No.: (0731) 3198601-02, 2551745-46
Fax No.: 0731-4065798
Email I.D.: ankit_4321@yahoo.com
- 6 Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars, if any, under their signature to the Company's Registrar and Share Transfer agents M/s Ankit Consultancy Pvt. Limited, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452 010. Members holding shares in electronic form may update such details with their respective Depository Participant (DP). These changes will get automatically reflected in Company's records
- 7 Non-resident Indian Shareholders are requested to inform us immediately, the change in their Residential Status on return to India for permanent settlement and the particulars of NRE Account, if not furnished earlier.
- 8 Members are requested to bring their copies of Annual Report to the meeting.
- 9 A member desirous of getting any further information on the accounts or operations of the Company, is requested to forward his / her queries to the Company at least five working days prior to the meeting, so that the required information will be made available at the meeting.
- 10 Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of directors seeking re-appointment at the Annual General Meeting, is separately annexed hereto.
- 11 **GREEN INITIATIVE:**

The Ministry of Corporate affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011 has allowed Companies to send Annual Report comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report and Explanatory Statement etc. through electronic mode to the registered email address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the email address provided by you to the depositories/Company.

Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to provide their details (Name, Folio No. and Email I.D) on the Company's email address viz. **investormmgl@gmail.com**. Members who hold shares in dematerialized form are requested to get their details updated with respective depositories. By opting to receive communication through electronic mode you have the benefit of receiving communication promptly.



Annexure to the Notice

Details of directors seeking re-appointment at the forthcoming Annual General Meeting of the Company (Pursuant to clause 49 of the listing agreement with the Stock exchanges)

Name of Director	Mr. C.D. Gopinath	Mr. Jagdish Dashora	Mr. Sudhir Doshi
Date of Birth	March 01, 1930	July 18, 1948	December 22, 1952.
Date of Initial Appointment	November 16, 1992	October 01, 1990	July 28, 2007
Qualification	B.Sc., M.A.	B.Sc., M.Com.	M.B.B.S.
Expertise	Having Extensive Knowledge and experience in Business and Corporate Management.	Expertise in Infrastructure development, Management and Corporate Affairs	Specialises in processing and mining business and Market Development
No. of Shares held in the Company	Nil	500	90501
Directorships held in other Companies	DFC Services P. Ltd.	- Alliance Infrastructure Ltd. - Ascent Leasing & Finance Co. Ltd. - Ethos Developers P. Ltd. - Milestone Entertainment & Developers P. Ltd. - Neuland Infrastructure P. Ltd. - Astrum Entertainment & Services P. Ltd. - Amulet Educational Training Services Ltd. - Sumal Finance & Investments P. Ltd	Mumal Granites Ltd Rajdarshan Ind. Ltd. Sumal Finance and Investments Pvt. Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	–	Audit Committee -Member Shareholders Transfer/ Grievance Committee - Member	Audit Committee - Member Shareholders Transfer/ Grievance Committee- Member
Chairman/Member of the Committee of the Board of Directors of other Companies	DFC Services P. Ltd.	–	Rajdarshan Industries Ltd: Audit Committee- Chairman Shareholders/Investors Grievance Committee- Member