



# MADHAV

Leaders in Quality

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Twenty Fifth

# ANNUAL REPORT

## 2013-2014

**MADHAV MARBLES & GRANITES LIMITED**

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## FINANCIAL HIGHLIGHTS

(Rupees in millions)

Description	2009-2010	2010-2011	2011-2012	2012-2013	2013-14
<b>For the Year</b>					
Revenue from Operations (Net)	636.02	651.88	627.50	634.06	741.02
Profit Before Finance Costs and Depreciation	94.13	61.24	33.68	99.58	136.82
Profit Before Tax	34.38	5.19	25.94	50.39	82.18
Profit After Tax	33.64	10.42	46.10	31.30	60.37
Profit After Tax excluding Exceptional Item	33.64	10.42	15.50	50.39	60.37
<b>At year End</b>					
Net Fixed Assets	364.53	336.82	295.31	267.12	218.37
Share Capital	89.47	89.47	89.47	89.47	89.47
Reserves and Surplus	864.55	864.53	900.24	921.07	965.74
Miscellaneous Expenditure Written Off	2.14	1.43	0.71	0.32	0.21
Net Worth	951.88	952.57	989.00	1010.22	1055.00
Total Borrowings	211.97	58.40	22.68	0.02	0.00
Earning Per Share	3.60	1.16	5.15	3.50	6.75
% of Dividend	10	10	10	10	15
Dividend Per Share	1.00	1.00	1.00	1.00	1.50
Book Value Per Share	106.39	107.63	110.54	112.91	117.91
Return on Capital Employed	4.16	1.57	3.39	5.13	8.22



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Mr. Ravi Kumar Krishnamurthi**

Chairman and Independent Director

**Mr. Ashok Doshi**

Managing Director

**Mr. Sudhir Doshi**

Whole Time Director

**Mr. Roshan Lal Nagar**

Independent Director

**Mr. Prakash Kumar Verdia**

Independent Director

**Company Secretary**

Priyanka Manawat

### REGISTERED OFFICE

11-A, Charak Marg  
Ambamata Scheme  
Udaipur – 313001  
Rajasthan, INDIA

Website: [www.madhavmarbles.com](http://www.madhavmarbles.com)

Investor email i.d.: [investormmg1@gmail.com](mailto:investormmg1@gmail.com)

### WORKS

**Granite Division**

Thoppur, Dharmapuri District, Tamil Nadu, INDIA

Office: 4/36, Bharathi Street

Swarnapuri, Salem- 636 004, Tamil Nadu, INDIA

**Wind Mills**

SF No. 405/1(PART) & 412 (PART)

Village: Balabathiraramapuram

Dist.: Tirunelveli, Tamilnadu

### STATUTORY AUDITORS

**M/s Nyati and Associates**

Chartered Accountants

87, Chetak Marg

Near Punjab National Bank

Udaipur- 313001, Rajasthan, INDIA

### BANKERS

State Bank of India

Allahabad Bank

### 25<sup>TH</sup> AGM

**Day:** Saturday

**Date:** August 09, 2014

**Time:** 10:30 a.m.

**Venue:** Hotel Rajdarshan, Udaipur



**Madhav Marbles and Granites Limited**

Regd. Office: 11 A, Charak Marg, Ambamata Scheme, Udaipur – 313001, Rajasthan, INDIA

CIN: L14101RJ1989PLC004903, Web: www.madhavmarbles.com,

Email: investormmgl@gmail.com, Tel: 0294-2430200, 2434445, Fax: 0294-2430400

**NOTICE  
of the Annual General Meeting**

**NOTICE** is hereby given that the Twenty Fifth Annual General Meeting of the Members of **MADHAV MARBLES & GRANITES LIMITED** will be held on Saturday, August 09, 2014 at 10:30 a.m. at Hotel Rajdarshan, Udaipur 313 001 Rajasthan INDIA to transact the following businesses:-

**Ordinary Business**

1. To receive, consider and adopt the Financial Statements of the Company for the year March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the statement of Profit and Loss Account for the year ended on 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 2013-14.
3. To appoint M/s. Nyati & Associates, Chartered Accountants, Udaipur, as Statutory auditors and fix their remuneration.

**Special Business**

4. To consider and if, thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, if any, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies act, 2013, Mr. Prakash Kumar Verdia, (holding DIN: 02429305) Independent Director of the Company who under the provisions of Companies Act, 1956 was liable to retire by rotation and in respect of whom the Company has received notice in writing from a member proposing that his term as an Independent Director be for a period from April 01, 2014 up to March 31, 2019, be and is hereby appointed as an Independent Director on the Board of Directors of the Company for a period of five consecutive years from April 01, 2014 to March 31, 2019.

5. To consider and if, thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, if any, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies act, 2013, Mr. Roshan Lal Nagar, (holding DIN: 02416642) Independent Director of the Company who under the provisions of Companies Act, 1956 was liable to retire by rotation and in respect of whom the Company has received notice in writing from a member proposing that his term as an Independent Director be for a period from April 01, 2014 up to March 31, 2019, be and is hereby appointed as an Independent Director on the Board of Directors of the Company for a period of five consecutive years from April 01, 2014 to March 31, 2019.

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

Udaipur, May 24, 2014

Priyanka Manawat  
**Company Secretary**



**Notes:**

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective should be deposited at the registered office not less than 48 hours before the commencement of the meeting.

- 2 The Register of Members and the Share transfer books will remain closed from Saturday, August 02, 2014 to Saturday, August 09, 2014 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if any.

- 3 The Dividend on Equity Shares for the year ended March 31, 2014, if approved at by the members will be paid on or after August 14, 2014 to those members whose names appear in the Register of Members as on Book Closure dates.

- 4 Members are requested to:

- (a) Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
- (b) Bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
- (c) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
- (d) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
- (e) Non-Resident Indian Members are requested to inform M/s. Ankit Consultancy Private Limited immediately of the change in residential status on return to India for permanent settlement.

- 5 Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. Ankit Consultancy P. Ltd. cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members

- 6 Members who have not encashed their unclaimed/unpaid dividend warrants for the year 2006-2007 or thereafter are requested to write to the Company / Registrar and Share Transfer Agents for payment in lieu thereof. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 17, 2013 (date of last Annual General Meeting) on the website of the Company [www.madhavmarbles.com](http://www.madhavmarbles.com), as also on the Ministry of Corporate Affairs website.

- 7 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.

- 8 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.

**9 GREEN INITIATIVE:**

Members who have not registered their e-mail addresses so far are requested to register their e-mail address at Company's email i.d. i.e [investormmgl@gmail.com](mailto:investormmgl@gmail.com) so that they can receive the Annual Report and other communications from the Company in electronic mode.



## Annexure to the Notice

### Annexure One: Statement Pursuant to Section 102 of the Companies Act, 2013

#### Item No 4:

Mr. Prakash Kumar Verdia, Non-Executive Independent Director joined the Board of your Company in October 2008.

Mr. Prakash Kumar Verdia was liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Verdia, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto March 31, 2019. The Company has received notice from a member proposing that his term as an Independent Director be for a period of five years from April 1, 2014 up to March 31, 2019.

With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as per the provisions of section 149(6) of the Act. Your Board is of the opinion that Mr. Prakash Kumar Verdia fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. Verdia as an Independent Director setting out the terms and conditions would be available for inspection at Registered Office during business hours.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Prakash Kumar Verdia as an Independent Director.

Except Mr. Prakash Kumar Verdia, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution. The Board of Directors recommend the resolution for approval of the members.

#### Item No. 5

Mr. Roshan Lal Nagar, Non-Executive Independent Director joined the Board of your Company in October 2008.

Mr. Roshan Lal Nagar was liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Nagar, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto March 31, 2019. The Company has received notice from a member proposing that his term as an Independent Director be for a period of five years from April 1, 2014 up to March 31, 2019.

With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as per the provisions of section 149(6) of the Act. Your Board is of the opinion that Mr. Roshan Lal Nagar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. Nagar as an Independent Director setting out the terms and conditions would be available for inspection at Registered Office during business hours.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Roshan Lal Nagar as an Independent Director.

Except Mr. Roshan Lal Nagar, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution. The Board of Directors recommend the resolution for approval of the members.



**Annexure Two: Additional Information of Directors seeking appointment/re-appointment pursuant to Clause 49 of the Listing Agreement:**

Name of Director	Mr. Prakash Kumar Verdia	Mr. Roshan Lal Nagar
Date of Birth	06 <sup>th</sup> August, 1945	04 <sup>th</sup> January, 1940
Date of Initial Appointment	31 <sup>st</sup> October, 2008	31 <sup>st</sup> October, 2008
Qualification	M.Sc.(Tech.)	M.Com.
Expertise	Eminent Geologist and Social Activist	Banking and Finance
No. of Shares held in the Company	500	Nil
Directorships held in other Companies	Nil	The Udaipur Urban Co-Op. Bank Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee – Member Shareholders Transfer/ Grievance Committee – Chairman Remuneration Committee – Member	Audit Committee – Chairman Shareholders Transfer/ Grievance Committee - Member Remuneration Committee - Member
Chairman/Member of the Committee of the Board of Directors of other Companies	Nil	Nil

**Annexure Three: Voting through Electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

**The instructions for e-voting are as under:**

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:
- Open email and open PDF file viz; (File Name) The said PDF file contains your user ID and password/PIN for e-voting.
  - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - Click on Shareholder – Login
  - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - If you login first time**, Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or a combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.





- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" (E-voting Event Number) of Madhav Marbles and Granites Ltd.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [evoting.mmgl@gmail.com](mailto:evoting.mmgl@gmail.com) with a copy marked to [voting@nsdl.co.in](mailto:voting@nsdl.co.in)

**B. In case Email I.D. of the member is not registered with the depository participant and members holding shares in Physical Form:**

- (i) Initial password will be provided/intimated through Letter from our Registrar:

EVEN(E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
  - I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
  - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - IV. The e-voting period commences on July 30, 2014 (9:00 am) and ends on August 01, 2014 (6:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 04, 2014 may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 04, 2014.
  - VI. Mr. Ramesh Chandra Soni, Practicing Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - VII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - VIII. The Results of e-voting, and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.madhavmarbles.com](http://www.madhavmarbles.com) and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
  - IX. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:

**M/s Ankit Consultancy Pvt. Ltd.**

60, Electronic Complex, Pardeshipura,  
Indore (M.P.) 452010

Tel.: 0731-2551745-46 Fax: 0731-4065798

e-mail-[ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)

**DIRECTORS' REPORT**

Dear Members,

The Directors have pleasure in presenting the Twenty Fifth Annual Report together with the statement of Audited Financial Statements for the year ended March 31, 2014.

**Financial Results**

(Rupees in Million)

Details	Year ended 31.03.2014	Year ended 31.03.2013
Net sales and other income	774.34	653.31
Profit before Finance Costs and Depreciation	136.82	99.58
Finance Costs	0.008	0.94
Depreciation	54.64	48.26
Profit before Exceptional Items and Tax	82.18	50.39
Exceptional Items	—	—
Profit before tax	82.18	50.39
Provision for taxation:		
Current Tax	32.19	22.38
Deferred Tax	(10.37)	(3.29)
Profit after tax	60.36	31.30
Surplus brought forward from previous year	501.32	495.48
<b>Total</b>	<b>561.68</b>	<b>526.78</b>
Proposed Dividend (15%)	13.42	8.95
Tax on proposed dividend	2.28	1.52
Transfer to general reserve	—	15.00
Surplus in Profit & Loss Account	545.98	501.31

**Performance Review**

We reported total revenue of Rs. 774.34 million during the year under review, an increase of 18.53% as compared to total revenue of Rs. 653.31 million in financial year 2012-13. The increase was driven by 16.87% growth in Revenue from operations and partly supported by gain from exchange rate fluctuations. Profit before tax stood at Rs. 82.18 million, higher by 63.09% as compared to profit of Rs. 50.39 million in the previous year.

**Dividend**

The Company has been paying dividend consistently since financial year 2001-2002 and this year also your Board of Directors have pleasure in recommending a dividend of Re. 1.50 per share on 8947000 Equity Shares of Rs.10 each for the year ended March 31, 2014.

The dividend, if approved by the shareholders, would involve total outflow of Rs. 15.70 million including dividend tax of Rs. 2.28 million. Dividend will be paid to those shareholders whose name appear in the register of members of the Company on August 09, 2014 and to the beneficial holders as on August 02, 2014.

**Finance**

The Company has become Debt free and has not availed any Term loan during the year under review,

**Directors Responsibility Statement**

The Directors hereby confirm that:

- in preparation of the Annual accounts for the financial year 2013-14, applicable accounting standards have been followed and that there are no material departures;