

Board of Directors

Mahavir N Sundrawat, CMD

Mayur M Sundrawat

Bhupendra Surajmal Jain
(Independent)

Sanjay M Devediya
(Independent)

Auditor

**Ms, Surendra Kumar Jain &
Company**
Chartered Accountants
D-803, Regency Towers,
Vastrapur, Ahamadabad, Gujrat

Banker's

State Bank of Bikaner & Jaipur

Registered Office

4 & 5, Near Advani Oeirlicon,
L B S Marg, Bhandup (W), Mumbai
400078
Phone: (022) 25964268, 25968006

Works

5 & 6 (A), Road No 04, Dahod Road,
Inds. Area, Banswara, Rajasthan
327001
Phone: (02962) 242126, 248049

Registrar

Ms, Purva Sharegistry (I) P Limited,
09, Shivshakti Industrial Estate,
Ground Floor, Sitaram Mills
Compound,
J R BORICHA Marg, Lower Parel,
Mumbai - 400011.
Email: busicomp@vsnl.com
Phone: 022/23016761, 23018261
Fax: 022/23018261

Notice

Notice is hereby given that, 19TH Annual General Meeting of the Company, will be held on 08th August, 2011 at 10.30 A.M. to transact following business.

ORDINARY BUISNESS:

- 01, To receive, consider and adopt the Balance Sheet as at 31st March, 2011 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 Mayur M Sundrawat who retire by rotation and offer himself for reappointment.
03. To appoint Auditors, and to fix their remunerations.

By order of the Board.

(Mahavir N Sundrawat)
Managing Director

Place: Banswara
Date: 13.07.2011

Notes:

01. A member entitled to attend and vote is entitled to appoint one or more proxie (s) to attend and vote instead of him, and a proxy need not be a member of the Company.
02. The Register of the member and Shares Transfer Book of the Company will remain closed from 01.08.2011 to 08.08.2011 (both days inclusive).
03. Shareholders, holds shares in identical names, in more than one folios, are requested to apply for consolidations of folios and send relevant shares certificates to Registrar for consolidations.
04. 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.

Director's Report

Dear Members,

Your Directors have pleasure in presenting their [nineteenth](#) Annual Report of the Company together with the Audited Accounts of the Company for the financial year ended as on [31.03.2011](#).

Financial Results:

The financial results of the Company for the year under review are summarized as under.
(Rs in Lacs)

Item	As on 31.03.2011	As on 31.03.2010
Turnover	111.61	114.45
Other Income	00.00	00.00
Profit (Loss) before taxations	06.44	07.26
Balance b/f from last year.	(16.83]	(24.09]
Provisions / Prior period adjustments.	(00.00)	(00.00)
Carried to Balance Sheet	(10.40)	(16.83)

Dividends:

In view of accumulated losses management has decided not to declare any dividend for the current year.

Operations:

The scale of operations of the company remains more or less at same level as reported last year. Management is trying to find out the ways to improve the operation of the company.

Fixed Deposits:

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

Responsibility Statement:

The Director's Confirm:

- 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.
- 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;
- That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- That they have prepared the annual accounts on a going concern basis.

Statutory Information's:

i) Since, no employee's covered under Section 217(2A), of the Companies Act, 1956 the information required under Section is not given.

ii) Conservations of Energy, Technology, Foreign Exchange Earnings:

Information pursuant to Section 217(1) of the Companies Act, 1956 read with Companies (Disclosures in Report of the Board of Directors) Rules 1988 are as follows.

A. Power Consumptions:

	As on 31.03.2011	As on 31.03.2010
Item		
Units	365340	385510
Total Amount	1816269	1912957
Rate/Unit	04.98	04.97

B. 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.

C. Foreign Exchange Earnings and Outgo:

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

Directors:

Mr. [Mayur M Sundrawat](#) Director of the Company is retire by rotation and is eligible offer himself for reappointment.

Auditor's

Ms, Surendra Kumar Jain & Company, retires and is eligible for appointment as Auditors.

Employee's Relations:

Relations between the management and employees remain cordial during the year under review. The Director's place on records their appreciations of the efficient and loyal services rendered by the employee's at all levels.

Corporate Governance: The Corporate Governance report for the year ended as on [31.03.2011](#), as per requirement of Clause 49 of Listing Agreement has been given separately in the annexure.

Acknowledgement:

The Director's wish to express their deep appreciations and gratitude's to Banker's, Financial Institution's, all central, and state level departments for their valued supports.

For & on behalf of the Board.

(Mahavir N Sundrawat)
Managing Director
Place: Banswara
Date : [13.07.2011](#)

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

Indian Marble Industry, Structure and Developments: The marble industry in India is growing since ages. Now, the India enjoys fourth position in the world in marble trade. The Indian Marble industry after confined to domestic requirement started exporting marble both in raw as well as finished form. Rajasthan is famous for its marble deposits. There are around 4000 marble mines and about 1100 marble cutters in medium sector spread over the 16 districts of Rajasthan. Amongst the natural stones marble occupies a unique position and is extensively used in building construction. The other uses of marble are in temples, mosques, palaces, monuments etc. The marble is also used as an ornamental and decorative stone because of its different colours, varied patterns and designs. The low cost, beautiful look and longevity are some of the characteristic features which produced long term growth for Indian Marble Industry. Now, the industry also started to equip it self with state of art resources of machinery and tool manufacturer who cater very well to the rising demand of mechanization especially in the field of mining.

Factors effecting demand and supply of marble: The production of raw and finished marble have increased manifold in recent times. The reason behind this is the introduction of mining machinery and development of existing mining field. Further more after Makrana and Ambaji, newer mining areas were discovered by the state and mining permission in these areas were granted. Rajasthan is the state in which your company has processing plant is producing majority of marble of country. One hidden reason for increase in production of marble is reduction in thickness. In earlier period marble was processed in 20mm thickness, whereas the same is replaced by 16mm in present scenario. Thus there is an increase in production capacity by 25 per cent without taking any extra effort. This also results in reduction in prices of finished goods. However, in recent times, it has been observed that production of marble by other means is increasing day by day with decline in construction activity. The demand is not increasing with the matching pace of supply. The demand of marble is also affected by recent global recession with the decrease in purchase power of common consumer. At the same time, growing penetration of mosaic tiles also effected the demand of marble.

Impact of Government Policy on the Industry: Government of India and state of Rajasthan introduced many laws and polices so as to promote the demand of marble. By removal of excise duty (by extending benefits of SSI) the Central Government provided great relief to industry. The removal of the excise duty from marble makes marble more affordable in the hands of consumer in domestic as well export market. The state of Rajasthan has also introduced new marble policy. The state is giving more attention to find out more area for excavation of marble. The state is also facilitating for development of existing mines area. So far marble mines are remotely located without having proper approach road and communication. Now, state is creating infrastructure facility in remote mining area also. This also permits the prospecting work for the new findings of marble deposits. However, at the same time, increasing environmental issues are big threat for the marble mining. Growing environmental awareness among government and local peoples creating hurdles for the industry. And, the insistence of government on eco-friendly mining, increasing the cost of production for mines owners. Because of lengthy and costly process involved in environmental clearance mines owners are hesitating to commit more funds for excavation of marble.

Corporate Governance

Your Company has complied with some of features of Corporate Governance Code as per Clause 49 of Listing Agreement. Compliance is a regular process and Company will put its best efforts to meet the same as and when due.

A. Mandatory Requirements.

1. Company's Philosophy on Corporate Governance.

Corporate Governance is to ensure transparent disclosure and reporting that confirms to the laws, regulations and guidelines, and to promote ethical conduct throughout the organization being a responsible corporate citizen by creating a mechanism of checks and balances which ensures to meet the shareholders and stakeholder aspirations. The company is committed to attain the standards set for corporate governance.

2. Board of Directors

The total strength of the Board as on 31.03.2011 was four directors. The constitution of the Board is given below.

Name of the Director	Executive /Non Execd. / Independent	No of other Directorship	Membership of other Board Committees
Mahavir N Sundrawat	Executive	Nil	
Mayur M Sundrawat	Executive	Nil	2
Bhupendra S Jain	Independent	Nil	2
Sanjay M Devediya	Independent	Nil	2

Attendance of Directors in Board Meeting's and last Annual General Meeting:

The Board of the Company met five times during the last financial year, on following dates.

25 th April, 2010	03 rd July, 2010
31 st July, 2010	24 th October, 2010
30 th January, 2011	

The attendance in the Board meetings and last Annual General Meeting were as under.

Name of Director	Board Meetings.		A G M
	Attended	Held during Tenure	
Mahavir N Sundrawat	5	5	Yes
Mayur M Sundrawat	5	5	Yes
Bhupendra S Jain	5	5	Yes
Sanjay M Devediya	5	5	Yes

3. Remuneration of Directors.

Mr. Mahavir and Mr. Mayur both are drawing remunerations for their involvement in day to day activities of the Company. The remuneration is well within normal limit. Since no major or complex issues are involved in deciding the remuneration of directors, the remuneration committee has not been set up till date, the same will be set up in future, if situation so warrant.

4. Audit Committee.

The existing Audit Committee has been set up to meet the requirement of Corporate Governance Code under the Chairmanship of [Mr. Sanjay M Devedia](#). [Mr. Sanjay M Devedia](#) is a qualified Chartered Accountant and is an independent director on the Board. The broad term of reference to the audit committee includes the issues, so as to satisfy the requirement of listing agreement and other provisions, if any. The audit committee has met [five](#) times during the concerned period as per details mentioned hereunder.

25 th April, 2010	03 rd July, 2010
31 st July, 2010	24 th October, 2010
30 th January, 2011	

5. Share Transfer Committee / Investors' Grievances Committee.

The existing Share Transfer Committee and Investors' Grievances Committee has been set up under the Chairmanship of [Mr. Bhupendra Surajmal Jain](#). [Mr. Bhupendra Surajmal Jain](#), is a qualified Company Secretary and is an independent director on the Board. He is also the Chairman of the Investor's grievances committee to meet the requirement of Corporate Governance Code as laid down by the listing agreement. These two committees have met [five](#) times during the concerned period as per details mentioned hereunder.

25 th April, 2010	03 rd July, 2010
31 st July, 2010	24 th October, 2010
30 th January, 2011	

Share Transfers (Physical Form)

All shares have been transferred and returned within time as prescribed by law. The shares of the company did not trade actively at bourses and volume of transfer of shares is very low.

Investor Relations.

As per information received from R & T agent, there were no complaints pending as on [31.03.2011](#) during the last reporting quarter. The complaints received from the investors are adequately and effectively dealt with as per prescribed guidelines. No complaints were pending at the offices of SEBI and stock exchanges also.

6. General Body Meetings