

**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](mailto:busicomp@vsnl.com)  
Phone: 022/23016761, 23018261  
Fax: 022/23018261

## **Notice**

Notice is hereby given that, 20th Annual General Meeting of the Company, will be held on 11<sup>th</sup> September, 2012 at 10.30 A.M. to transact following business.

### **ORDINARY BUISNESS:**

01, To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2012 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 Bhupendra S Jain who retire by rotation and offer himself for reappointment.

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

By order of the Board.

-sd-

(Mahavir N Sundrawat)  
Managing Director

Place: Banswara  
Date: 28.07.2012

### **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 04.09.2012 to 11.09.2012 (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 20th Annual Report of the Company together with the Audited Accounts of the Company for the financial year ended as on 31.03.2012.

### Financial Results:

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

Item	As on 31.03.2012	As on 31.03.2011
Turnover	113.65	111.61
Other Income	00.00	00.00
Profit (Loss) before taxations	05.80	06.44
Balance b/f from last year.	(10.40]	(16.83]
Provisions / Prior period adjustments.	00.19	00.00
Carried to Balance Sheet	(04.40)	(10.40)

### Dividends:

The Directors has not recommended any dividend for the year under consideration.

### Operations:

The operation of the company remained more or less same as reported last year.

### 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 31.03.2012	As on 31.03.2011
Item		
Units	285354	365340
Total Amount	1647230	1816269
Rate/Unit	05.78	04.98

**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. Bhupendra S Jain 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 31.03.2012, 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.

-sd-

(Mahavir N Sundrawat)  
Managing Director  
Place: Banswara  
Date : 28.07.2012

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

### **Indian Marble Industry, Structure and Developments:**

In its earlier phases the industry lagging the mechanization and modernization and cutting the marble with hands and hands made tools and tackles. Without use of machine the material produced by them was able to meet the demand of rich peoples of the society. The introduction of mechanization and modernization changed the scenario. Now, the marble is available in various colors and quality suitable at affordable prices so as to meet the demand of larger society. Now, the industry is capable of producing world class marbles for both domestic as well as international market.

The constant growth of Indian marble industry is because of its characters like low cost, beautiful looks and longevity. The industry is also equipped with state of the art resource of machinery and tool manufacturers who cater very well to the rising demands of this sector.

### **Factors effecting demand and supply of marble:**

To meet the growing demand from builders and end users the industry has increased its production by bringing in modernization and technology up-gradation. The industry has initially faced direct competition from vitrified and Chinese imports. Now, the industry developed itself to compete with these products directly. In recent time the industry has work a lot to improve the yield and has worked for value addition. The imported technique for improvement of material yield has also contributed to increase the production. It has been observed that the production of marble is increasing day by day whereas the consumption of marble is decreasing with the decline in construction activity. So, the production of marble is huge as compared to its utilization.

Decrease in construction activities- The rising land prices and increased cost of capital has acted against the development of the industry. Land prices in the cities have reached beyond an affordable level. The increased cost of construction further fired up the prices. Because of increased per square feet construction cost, peoples have started working on lesser per square feet working area, indirectly reducing the overall marble demand.

### **Impact of Government Policy on the Industry:**

In recent years especially during the year under consideration the government of India allowed liberal import of raw marble blocks, which has benefited majority of the marble producers. The imported material has provided one more avenue towards supply of raw material and reduced some of the pressure on domestic marble mining. The imported material is a costly one and need some chemical and physical treatment to improve the material yield. These new techniques was brought in mainly from Italy and other developed markets of the world. The hidden advantage of liberal trade policy is the interchange of international technology with the rest of the world. Recently the government of Rajasthan has announced new marble policy with an intention to provide mines to manufacturers enable them to go for expansion with assured supply of raw material.

## 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 31.03.2012 was four directors. The constitution of the Board is given below.

Name of the Director	Executive /Non Exec. / 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 four times during the last financial year, on following dates.

24 <sup>th</sup> April, 2011	24 <sup>th</sup> July 2011
25 <sup>th</sup> October 2011	29 <sup>th</sup> January, 2012

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	4	4	Yes
Mayur M Sundrawat	4	4	Yes
Bhupendra S Jain	4	4	Yes
Sanjay M Devediya	4	4	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 four times during the concerned period as per details mentioned hereunder.

24 <sup>th</sup> April, 2011	24 <sup>th</sup> July 2011
25 <sup>th</sup> October 2011	29 <sup>th</sup> January, 2012

### 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 four times during the concerned period as per details mentioned hereunder.

24 <sup>th</sup> April, 2011	24 <sup>th</sup> July 2011
25 <sup>th</sup> October 2011	29 <sup>th</sup> January, 2012

### 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's Relations.

As per information received from R & T agent, there were no complaints pending as on 31.03.2012 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

The locations and time of the Annual General Meeting held during the last three years are as follows.

AGM (Year)	Date	Time	Venue
2010-2011	08.08.2011	10.30 AM	Mulund Sindhi Sabha Hall Behind Johnson Garden, Mulund Colony Road Mulund (W) Mumbai 400082
2009-2010	03.09.2010	10.15 AM	Mulund Sindhi Sabha Hall Behind Johnson Garden, Mulund Colony Road Mulund (W) Mumbai 400082
2008-2009	14.09.2009	10.30 AM	Mulund Sindhi Sabha Hall Behind Johnson Garden, Mulund Colony Road Mulund (W) Mumbai 400082