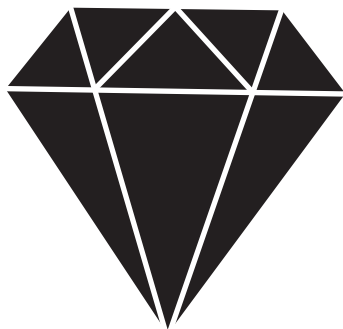


Sri Vajra Granites Limited



30th Annual Report 2018-19

SRI VAJRA GRANITES LIMITED

CIN: L14102TG1989PLC009590

BOARD OF DIRECTORS

SMT LEELA ANNAPUREDDY	: Managing Director
SRI SRINIVAS REDDY ANNAPAREDDY	: Non-Executive Director
SRI SAYA REDDY CHENNOLLA	: Independent Director
SRI PRABHU REDDY KANDULA	: Independent Director
SRI.CHANDRASHEKHAR REDDY	
TIRUMALAREDDY	: Chief Financial Officer(CFO)

AUDITORS

M/s. Suresh Gupta Y & Co.,
Chartered Accountants
H. No. 16-11-16/1/1/1/D
Saleem Nagar, Malakpet
Hyderabad – 500 036

BANKERS

Corporation Bank
Banjara Hills Branch
Hyderabad.

REGISTERED OFFICE

Survey N o.225, Baswapoor Village,
Bhiknoor Mandal, Kamareddy - 503 101,
Telangana.
Ph No. +91 9849996437
E-mail ID : srivajragranites@gmail.com
Website : www.srivajragranites.com

REGISTRAR AND SHARE TRANSFER AGENTS

M/s. Big Share Services Pvt. Ltd.
306, 3rd Floor, Right Wing, Amrutha Ville,
Opp. Yashoda Hospital, Raj Bhavan Road
Somajiguda, Hyderabad – 82.
Phone: 040-40144582
Email:bsshyd1@bigshareonline.com

BOARD COMMITTEES:

Audit Commiittee

- : Mr. Saya Reddy Chennolla (Chairman)
Mr. Prabhu Reddy Kandula
Mr. A Srinivas Reddy (from 10.09.2018)
Mr. Ranga Reddy Mettu (upto 16.08.2018)

Nomination and Remuneration Committee

- : Mr. Saya Reddy Chennolla (Chairman)
Mr. Prabhu Reddy Kandula
Mr. A Srinivas Reddy (from 31.10.2018)
Mr. Ranga Reddy Mettu
(upto 16.08.2018)

Stakeholders Relationship Committee

- : Mr. Saya Reddy Chennolla (Chairman)
Mr. A Srinivas Reddy
Mr. Ranga Reddy Mettu
(upto 16.08.2018)

NOTICE

Notice is hereby given that the **Thirtieth Annual General Meeting** of the Members of the Company will be held on **MONDAY, 30TH SEPTEMBER, 2019** at **11:30 A.M.** at #4-101, Baswapoor Village, Bhiknoor (M), Kamareddy (Dist) – 503101, Telangana to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended **31st March, 2019** along with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. A Srinivas Reddy, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and fix Auditors' remuneration for financial year 2019-20.

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. SAYA REDDY CHENNOLLA AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 & Rules made there under read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the company, Mr. Saya Reddy Chennolla (DIN: 00105513), who was appointed as a Non-Executive Independent Director of the Company to hold the office upto 28th September, 2019 and who being eligible for re-appointment as an Independent Director, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby re-appointed as Independent Director to hold office for a second term of five consecutive years commencing from 29th September, 2019 to 28th September, 2024.”

By Order of the Board
For **SRI VAJRA GRANITES LIMITED**

Place: Kamareddy
Date: 14.08.2019

Sd/-
LEELA ANNAPUREDDY
Managing Director
DIN: 02548781

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total Share Capital of the Company. Members holding more than 10% ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. Additional information pursuant to Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking re-appointment at the AGM and directors liable to retire by rotation and seeking re-election is contained in the Statement annexed to Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment as per Companies Act, 2013 and rules thereunder.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will be remain closed from **Thursday, 26th September, 2019 to Monday, 30th September, 2019** (both days inclusive)
6. Members are requested to quote ledger folio number in all their correspondence to avoid delay in communication. Members are advised to consolidate their ledger folios where they are holding shares in different folios in the same name.
7. In terms of Sections 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
8. *To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for receiving the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.*

9. The members are requested to address all their communications to M/s. Big Share Services Pvt Ltd, Hyderabad, the common agency to handle electronic connectivity and the shares in physical mode or at the Corporate Office of the Company for prompt redressal.
10. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.
11. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
12. Members/Proxies should bring the duly filled Attendance slip enclosed herewith to attend the Meeting.
13. **Voting through electronic means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL). The facility of voting through ballot paper will also be made available at the AGM and member attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Member who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for e-voting are as under:

- (a) *Use the following URL for e-voting: CDSL website: <https://www.evotingindia.com>.*
- (b) *Shareholders of the Company holding shares either in physical form or in dematerialized form, as on **20th September, 2019** may cast their vote electronically.*
- (c) *Click on Shareholders.*
- (d) *The shareholders can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.*
- (e) *Now Enter your User ID*
 - *For CDSL: 16 digits beneficiary ID,*
 - *For NSDL: 8 Character DP ID followed by 8 Digits Client ID,*
 - *Members holding shares in Physical Form should enter Folio Number registered with the Company.*
- (f) *Next enter the Image Verification as displayed and Click on Login.*
- (g) *Follow the steps given below:*

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA000000001 in the PAN field.
Bank Account or Date of Birth (DOB)	<p>Enter the Bank Account or Date of Birth (DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field as mentioned in instruction (d).

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for **Sri Vajra Granites Limited** on which you choose to vote.
- (l) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (q) *If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.*
- (r) *Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.*
- (s) **Note for Non – Individual Shareholders and Custodians**
- *Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.*
 - *A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.*
 - *After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.*
 - *The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.*
 - *A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.*
- (t) ***The Portal will be open for voting from 9 A.M. on Firday 27th September, 2019 to 5 P.M. on Sunday 29th September, 2019.***
- (u) *In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.*
- II. The Company has appointed Mr. Vasanth Kumar Bajaj, Practicing Company Secretary, as the Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
- III. The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than forty eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- IV. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th September, 2019 .

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4:

Mr. Saya Reddy Chennolla (DIN: 00105513), is currently an Independent Director of the Company and the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

Mr. Saya Reddy Chennolla was appointed as an Independent Director of the Company for a one term of five years from September 29, 2014 to hold office upto September 28, 2019. He is eligible for re-appointment for a second term on the Board of the Company as an Independent Director for a period of 5 (five) years effective from 29th September, 2019, subject to the approval of the Members by a Special Resolution. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Mr. Saya Reddy Chennolla as an Independent Director of the Company for another term.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the Nomination and Remuneration Committee, given his background, experience and contribution, the Board is of the opinion that Mr. Saya Reddy Chennolla's continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his service as an Independent Director.

The Company has received a declaration from Mr. Saya Reddy Chennolla confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent for re-appointment. In the opinion of the Board, he fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

Except Mr. Saya Reddy Chennolla None of the Directors are interested or concerned in the proposed resolution.

Additional information on Directors recommended for appointment / re-appointment as require under Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	SRI SAYA REDDY CHENNOLLA
DIN No.	00105513
Age	72 Years
Date of First Appointment	29.09.2014
Nature of Expertise in specific functional area	Well versed in administrative matters
Disclosure of relationships between directors inter-se	Nil
Names of the listed companies in which the person holds the directorship and the membership of committees of the Board	Nil
No. of Shares held in the company	Nil
Qualification	B.Sc., LLB

DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting the Thirtieth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2019.

1. REVIEW OF PERFORMANCE:

(Amount in Rs.)

Particulars	Current Year 31.03.2019	Previous Year 31.03.2018
Revenue from Operations	8,02,282	10,16,899
Other Income	--	1,47,706
Total Income	8,02,282	11,64,605
Total Expenses	76,58,076	88,37,087
Net Profit/(Loss) Before Exceptional Items and Tax	(68,55,794)	(76,72,482)
Less: Exceptional Items	5,44,174	--
Less: Provision for tax including Deferred Tax	--	--
Net Profit/(Loss) after tax	(73,99,968)	(76,72,482)
EPS		
Basic	0	0
Diluted	0	0

2. OPERATIONAL REVIEW:

During the financial year 2018-19, your Company recorded Turnover of Rs. 8.02 Lakhs compared to Turnover of Rs. 73.99 Lakhs and incurred a Net Loss after tax of Rs. 73.99 Lakhs as against Net Loss after tax of Rs. 76.72 Lakhs during the previous financial year. Since July, 2015 Company has stopped production due to unviable market conditions and acute financial position of the Company.

Your Company has been inoperative during the financial year under review. The Revenue from operations represents amounts realized on sale of Stock and scrap machineries in hand.

The members are aware that due to unfavorable market conditions company could not carry out any commercial operations since last 2 years and board was of opinion that it may not be viable for the company to restart the operations in factory considering current market scenario and decided to dispose of the factory along with plant and machinery to meet the outstanding liabilities, as company is having consistent pressure from creditors for payment of their dues. Accordingly, approval of members of the company was obtained vide postal ballot dated 28.01.2019 by way of a Special Resolution to sell and transfer the whole of the factory of the company including land, Building, Plants & Machinery & other assets at Baswapoor Village, Bhiknoor Mandal, Kamareddy District. Company has sold the whole of the undertaking of the company and proceeds were used for payment of statutory/employees related liabilities and other outstanding liabilities.

3. TRANSFER TO RESERVE

It is not proposed to transfer any amount to reserve during the financial year ended March 31, 2019.

4. DIVIDENDS:

As there are no operations in the Company, your directors do not recommend any dividends for the financial year 2018-19.

5. DEPOSITS:

Your Company has not accepted any deposits falling under Section 73 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014, during the year.

6. SUBSIDIARY / ASSOCIATE COMPANIES:

Your Company did not have any subsidiary or Associate Company for the financial year ended on 31st March, 2019.

In accordance with the provisions of Section 136 of the Companies Act 2013, the audited financial statements and related information of the Company are available on our website. The said information is also available for inspection at the Registered Office of the company during working hours and any member interested in obtaining such information may write to the company and the same will be furnished without any fee and free of cost.

7. PARTICULARS OF EMPLOYEES:

There are no employees whose particulars are to be furnished pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as the remuneration of none of the employees has crossed the limits specified therein.

Disclosures pertaining to remuneration and other details, in compliance with the Remuneration Policy of the Company as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in Form MGT-9 forming part of the Annual Report.

8. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 the Directors of your Company hereby confirm that:

- a) In the preparation of Annual Accounts for the year ended 31st March, 2019, the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any, there from;
- b) The Directors 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 ended 31st March, 2019 and of the profit and loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.