



MADHAV MARBLES & GRANITES LIMITED

Regd. Office: 11- A, Charak Marg, Ambamata Scheme, Udaipur (Raj.) 313 001
Phone: 91-294-2430400, 2434445,

CIN: L14101RJ1989PLC004903, Web: www.madhavmarbles.com
E-mail: investor.relations@madhavmarbles.com, madhavnorth@madhavmarbles.com

09th September, 2017

To
The Manager,
Listing Department
National Stock Exchange of India Ltd.,
5th Floor Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

**Sub: Compliance of Regulation 30 and 44 of the SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015("LODR
Regulations, 2015)**

Dear Sir,

This is to inform that the 28th Annual General Meeting (AGM) of the Company was held on Saturday, September 09, 2017 at 10:00 a.m. at Hotel Rajdarshan Udaipur- 313001 and business mentioned in the Notice dated May 17, 2017 convening the AGM was transacted.

In this regard, please find enclosed the following;

Annexure I: Proceedings of the AGM pursuant to Part A of Schedule III under Regulation 30 of the LODR Regulations

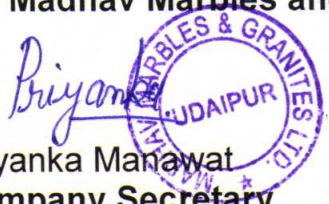
Annexure II: Voting results of AGM pursuant to Regulation 44 of the LODR Regulations

Annexure III: Consolidated Scrutinizer Report

This is for information and record

Thanking you,

Sincerely,
For **Madhav Marbles and Granites Limited**


Priyanka Manawat
Company Secretary

ANNEXURE I

**BRIEF PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING
OF THE COMPANY**

The 28th Annual General Meeting (AGM) of the Company was held on Saturday, 09th September, 2017 at 10.00 a.m. at Hotel Rajdarshan, Udaipur - 313001. Mr. Ravi Kumar Krishnamurthi, Chairman of the Board occupied the Chair. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman welcomed all his colleagues on the Board and shareholders of the Company. Further Chairman informed that Mr. Ashok Doshi, CEO and Managing Director expressed his regret for being unable to attend the meeting as his presence was required at Factory at Thoppur, Tamilnadu and he was unable therefore to leave for Udaipur.

The Chairman then delivered his speech.

With the concurrence of the members, the Notice of the 28th Annual General Meeting together with Financial Statements, Auditor's Report and Board's Report were taken as read.

The Chairman then informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice convening the 28th Annual General Meeting of the Company. Members who were present at the AGM and had not cast their votes through remote e-voting were provided with an opportunity to cast their votes through Ballot papers which were being distributed to them. The Board of Directors of the Company had appointed Mr. Ramesh Chandra Soni, Practicing Chartered Accountant as the Scrutinizer for the scrutiny of the votes cast through the remote e-voting platform and by way of Ballot forms.

The following items of business, as per the Notice convening the 28th AGM of the Company dated 17th May, 2017 were transacted at the meeting.

1. Adoption of the financial statements of the Company for the financial year ended on March 31, 2017 together with the reports of the Board of Directors and Auditors' thereon;
2. Declaration of dividend on equity shares;

For Madhav Marbles & Granites Ltd.

Priyanka
(Priyanka Munawar)
Company Secretary



Madhav Marbles and Granites Limited
CIN: L14101RJ1989PLC004903

3. Re-appointment of Mr. Ashok Doshi (DIN: 00648998), as a Director of the Company;
4. Appointment of M/s L.S. Kothari & Co., Chartered Accountants (Firm Registration Number 001450C) as Statutory Auditors of the Company;
5. Re – appointment of Mr. Sudhir Doshi, (DIN: 00862707) as the Whole Time Director of the Company for a period of three years commencing from July 28, 2017

The Chairman invited comments and queries from the members on the agenda Items as set out in the Notice convening this 28th AGM of the Company. Necessary clarifications were provided by the Chairman and the Whole Time Director of the Company. The Chairman thanked all the members for their participation at the AGM and for their constructive suggestions and comments.

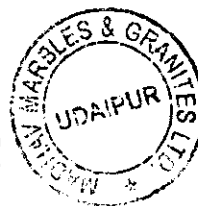
Thereafter, the members casted their votes on the Ballot Papers and deposited the same in the ballot boxes placed at the meeting hall.

The Chairman then thanked the members present and declared the meeting as closed. The meeting concluded at 11:30 a.m.

The details of the voting results (remote e-voting and ballot voting) on all the resolutions as set out in the Notice of AGM are enclosed.

For Madhav Marbles & Granites Ltd.

Priyanka
(Priyanka Manawat)
Company Secretary



ANNEXURE II

Details of Proceedings of Twenty Eighth Annual General Meeting				
Date of AGM		Saturday, September 09, 2017		
Total number of shareholders on record date i.e. September 02, 2017		9421		
No. of shareholders present in the meeting either in person or through proxy:				
Promoters and Promoter Group:		2		
Public:		33		
No. of Shareholders attended the meeting through Video Conferencing:		Not Applicable		
Promoters and Promoter Group:				
Public:				
Summary of Voting on Resolutions:				
Sr. No.	Business	Resolution required Ordinary/ Special	Mode of Voting	Remarks
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017, together with the Report of the Board of Directors and the Auditors thereon	Ordinary	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority
2	To declare dividend on Equity shares or the year 2016-17	Ordinary	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority

For Madhav Marbles & Granites Ltd.



Priyanka
(Priyanka Sawat)
Company Secretary

3	To appoint a Director in place of Mr. Ashok Doshi, (DIN:00648998), who retires by rotation and being eligible offers himself for re-appointment	Ordinary	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority
4	To appoint M/s L. S. Kothari & Co. Chartered Accountants (Firm Reg. No. 001450C), as Statutory Auditors of the Company.	Ordinary	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority
5	To re-appoint Mr. Sudhir Doshi (DIN: 00862707) as Whole Time Director of the Company.	Special	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority



For Madhav Marbles & Granites Ltd.

Priyanka
(Priyanka Manawat)
Company Secretary

Agenda-wise Voting Results:

Resolution No. 1:									
To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017, together with the Report of the Board of Directors and the Auditors thereon									
Resolution required:(Ordinary/Special)					Ordinary				
Whether Promoter/Promoter group are interested in the Agenda/Resolution					No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares = $[(2)/(1)] \times 100$	No. of Votes in favour	No. of Votes against	% of Votes in favour votes polled = $[(4)/(2)] \times 100$	% of Votes against votes polled = $[(5)/(2)] \times 100$	
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	
Promoter and Promoter group	E-voting		2053251	61.03	2053251	0	100.00	0.00	
	Poll*	3364228	1009614	30.01	1009614	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		3062865	91.04	3062865	0	100.00	0.00	
Public Institutions	E-voting		-	-	-	-	-	-	
	Poll*		-	-	-	-	-	-	
	Postal Ballot (if applicable)	370315	-	-	-	-	-	-	
	Total		-	-	-	-	-	-	
Public Non-Institutions	E-voting		61888	1.19	61888	0	100.00	0.00	
	Poll*	5212457	20116	0.39	20116	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		82004	1.58	82004	0	100.00	0.00	
Total		8947000	3144869	92.62	3144869	0	100.00	0.00	



or Madhav Marbles & Granites Ltd.

Priyanka Maniwar
Voting through Ballot Paper at the AGM venue
Priyanka Maniwar
Company Secretary

Resolution No. 2: To declare dividend on Equity shares or the year 2016-17									
Resolution required:(Ordinary/Special)					Ordinary				
Whether Promoter/Promoter group are interested in the Agenda/Resolution									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	
				$=[(2)/(1)] \times 100$			$=[(4)/(2)] \times 100$	$=[(5)/(2)] \times 100$	
Promoter and Promoter group	E-voting		2053251	61.03	2053251	0	100.00	0.00	
	Poll*	3364228	1009614	30.01	1009614	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		3062865	91.04	3062865	0	100.00	0.00	
Public Institutions	E-voting		-	-	-	-	-	-	
	Poll*		-	-	-	-	-	-	
	Postal Ballot (if applicable)	370315	-	-	-	-	-	-	
	Total		-	-	-	-	-	-	
Public Non-Institutions	E-voting		61888	1.19	61888	0	100.00	0.00	
	Poll*	5212457	20116	0.39	20116	0	100.00	0.00	
	Postal Ballot (if applicable)		-		-	-	-	-	
	Total		82004	1.58	82004	0	100.00	0.00	
Total		8947000	3144869	92.62	3144869	0	100.00	0.00	

*Voting through Ballot Paper at the AGM venue

For Madhav Marbles & Granites Ltd.

Priyanka
(Priyanka Marawat)
Company Secretary



Resolution No. 3:

To appoint a Director in place of Mr. Ashok Doshi (DIN:00648998), who retires by rotation and being eligible offers himself for re-appointment

Resolution required:(Ordinary/Special)						Ordinary			
Whether Promoter/Promoter group are interested in the Agenda/Resolution						Yes			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour votes polled	% of Votes against on votes polled	
		(1)	(2)	(3) =[(2)/(1)]* 100	(4)	(5)	(6) =[(4)/(2)]*100	(7) =[(5)/(2)]*100	
Promoter and Promoter group	E-voting		2053251	61.03	2053251	0	100.00	0.00	
	Poll*		1009614	30.01	1009614	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		3062865	91.04	3062865	0	100.00	0.00	
Public Institutions	E-voting		-	-	-	-	-	-	
	Poll*		-	-	-	-	-	-	
	Postal Ballot (if applicable)	370315	-	-	-	-	-	-	
	Total		-	-	-	-	-	-	
Public Non-Institutions	E-voting		61888	1.19	61888	0	100.00	0.00	
	Poll*	5212457	20116	0.39	20116	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		82004	1.58	82004	0	100.00	0.00	
Total		8947000	3144869	92.62	3144869	0	100.00	0.00	

*Voting through Ballot Paper at the AGM venue

For Madhav Marbles & Granites Ltd.



Priyanka
(Priyanka Manawat)
Company Secretary

Resolution No. 4: To appoint M/s L.S. Kothari & Co. Chartered Accountants (Firm Reg. No. 001450C), as Statutory Auditors of the Company.									
Resolution required:(Ordinary/Special)									
Whether Promoter/Promoter group are interested in the Agenda/Resolution					Ordinary				
No					No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares = $[(2)/(1)] \times 100$	No. of Votes in favour	No. of Votes against	% of Votes in favour votes polled = $[(4)/(2)] \times 100$	% of Votes against votes polled = $[(5)/(2)] \times 100$	
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	
Promoter and Promoter group	E-voting		2053251	61.03	2053251	0	100.00		0.00
	Poll*	3364228	1009614	30.01	1009614	0	100.00		0.00
	Postal Ballot (if applicable)		-	-	-	-	-		-
	Total		3062865	91.04	3062865	0	100.00		0.00
Public Institutions	E-voting		-	-	-	-	-		-
	Poll*		-	-	-	-	-		-
	Postal Ballot (if applicable)	370315	-	-	-	-	-		-
	Total		-	-	-	-	-		-
Public Non-Institutions	E-voting		61888	1.19	61888	0	100.00		0.00
	Poll*	5212457	20116	0.39	20116	0	100.00		0.00
	Postal Ballot (if applicable)		-	-	-	-	-		-
	Total		82004	1.58	82004	0	100.00		0.00
Total		8947000	3144869	92.62	3144869	0	100.00		0.00

*Voting through Ballot Paper at the AGM venue

For Madhav Marbles & Granites Ltd.



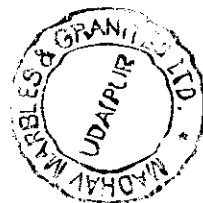
Priyanka
(Priyanka Manawati)
Company Secretary

Resolution No. 5: To re-appoint Mr. Sudhir Doshi (DIN: 00862707) as Whole Time Director of the Company.									
Resolution required:(Ordinary/Special)					Special				
Whether Promoter/Promoter group are interested in the Agenda/Resolution									
Yes									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour votes polled	% of Votes against votes polled	
		(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$	
Promoter and Promoter group	E-voting		2053251	61.03	2053251	0	100.00	0.00	
	Poll*	3364228	1009614	30.01	1009614	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		3062865	91.04	3062865	0	100.00	0.00	
Public Institutions	E-voting		-	-	-	-	-	-	
	Poll*		-	-	-	-	-	-	
	Postal Ballot (if applicable)	370315	-	-	-	-	-	-	
	Total		-	-	-	-	-	-	
Public Non-Institutions	E-voting		61888	1.19	61888	0	100.00	0.00	
	Poll*	5212457	20116	0.39	20116	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		82004	1.58	82004	0	100.00	0.00	
Total		8947000	3144869	92.62	3144869	0	100.00	0.00	

*Voting through Ballot Paper at the AGM venue

For Madhav Marbles & Granites Ltd.

Priyanka Manawat
(Priyanka Manawat)
Company Secretary



Madhav Marbles and Granites Limited
CIN: L14101RJ1989PLC004903

ANNEXURE III

R.C. Soni
B.Com., FCA

R.C. Soni & Co.

Chartered Accountants

29, Chhoti Maheshwari Street
Dhan Mandi, Udaipur - 313001
Tel. : (0294) 2415340 / 2415352
Mobile : 98290 41130

September 09, 2017

To
The Chairman,
Madhav Marbles and Granites Limited,
11-A, Charak Marg,
Ambamata Scheme
Udaipur – 313001

Dear Sir,

Sub: Consolidated Scrutinizer Report on voting through remote e-voting and Ballot paper pursuant to applicable provisions of Companies Act, 2013 read with rules issued there under and the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Ramesh Chandra Soni, Practicing Chartered Accountant, Proprietor of R C Soni & Co. having office at 29, Chhoti Maheshwari Street, Dhanmandi, Udaipur - 313001 have been appointed as Scrutinizer by the Board of Directors of Madhav Marbles and Granites Limited ("the Company") for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules") and Poll taken through ballot papers under the provisions of section 109 of the Act, read with Rule 21 of the Rules, on the resolutions contained in the notice of the 28th AGM of Shareholders of the Company held on Saturday, September 09, 2017 at 10:00 a.m. at Hotel Rajdarshan, Pannadhay Marg, Udaipur-313001.

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to voting on the resolutions contained in the Notice of AGM. My responsibilities as a Scrutinizer was restricted to make a Scrutinizer's Report of the votes cast 'in favour "or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities engaged by the Company and voting through Ballot Paper at the Annual General Meeting.



1. The Notice dated May 17, 2017 was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company. The shareholders of the Company holding shares as on cut-off date of September 02, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.
2. The Company had availed the services offered by Central Depository Services (India) Limited for conducting remote e-voting by the shareholders of the Company. The Company had also provided voting through Ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
3. The remote e-voting period commenced on Wednesday, September 06, 2017 at 9.00 am and ended on Friday, September 08, 2017 at 5:00 pm and the CDSL e-voting platform was blocked thereafter.
4. After the closure of voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.
5. The votes casted under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM, the votes casted there under were counted.
6. The consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated May 17, 2017 is enclosed herewith.
7. Based on the aforesaid results, we report that all the five resolutions from Item No. 1 to Item No. 5 which were put to vote through remote e-voting and ballot paper were passed with requisite majority.



Resolution No. 1: Ordinary Resolution for adoption of the Financial Statements of the Company for the year ended March 31, 2017 together with the Report of the Board of Directors and the Auditors thereon.

i. Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	23	2115139	100.00
Poll (Ballot Paper)	35	1029730	100.00
Total	58	3144869	100.00

ii. Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	0	0	0
Poll (Ballot Paper)	0	0	0
Total	0	0	0

iii. **Invalid votes:**

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	0	0	0
Poll (Ballot Paper)	0	0	0
Total	0	0	0

Resolution No. 2: Ordinary Resolution for declaration of Dividend on Equity Shares for the year 2016-17.

i. Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	23	2115139	100.00
Poll (Ballot Paper)	35	1029730	100.00
Total	58	3144869	100.00



ii. Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	0	0	0
Poll (Ballot Paper)	0	0	0
Total	0	0	0

iii. **Invalid votes:**

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	0	0	0
Poll (Ballot Paper)	0	0	0
Total	0	0	0

Resolution No. 3: Ordinary Resolution for re-appointment of Mr. Ashok Doshi (DIN: 00648998) as Director, who retires by rotation and being eligible offers himself for re-appointment

i. Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	23	2115139	100.00
Poll (Ballot Paper)	35	1029730	100.00
Total	58	3144869	100.00

ii. Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	0	0	0
Poll (Ballot Paper)	0	0	0
Total	0	0	0



iii. Invalid votes:

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	0	0	0
Poll (Ballot Paper)	0	0	0
Total	0	0	0

Resolution No. 4: Ordinary Resolution for appointment of M/s L.S. Kothari & Co. Chartered Accountants, (Firm Reg. No. 001450C) as Statutory Auditors of the Company.

i. Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	23	2115139	100.00
Poll (Ballot Paper)	35	1029730	100.00
Total	58	3144869	100.00

ii. Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	0	0	0
Poll (Ballot Paper)	0	0	0
Total	0	0	0

iii. Invalid votes:

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	0	0	0
Poll (Ballot Paper)	0	0	0
Total	0	0	0



Resolution No. 5: Special Resolution for re-appointment of Mr. Sudhir Doshi (DIN: 00862707) as Whole Time Director DIN for a further period of three years with effect from July 28, 2017

i. Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	23	2115139	100.00
Poll (Ballot Paper)	35	1029730	100.00
Total	58	3144869	100.00

ii. Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	0	0	0
Poll (Ballot Paper)	0	0	0
Total	0	0	0

iii. **Invalid votes:**

Mode of Voting	Number of members voted	Number of votes casted by them	% of total number of valid votes cast.
Remote E-voting	0	0	0
Poll (Ballot Paper)	0	0	0
Total	0	0	0

The relevant records relating to remote-e-voting and voting through Poll (Ballot Papers) have been handed over to the Company Secretary for safe keeping.

Thanking You

For **R C Soni & Co.**
Chartered Accountants


Ramesh Chandra Soni
Proprietor

Membership No.: 071921

Firm Registration No.: 004095C



Place: Udaipur
Date: 09/09/2017