



Jain Marmo
Industries Ltd.

35TH ANNUAL REPORT 2015-16

JAIN MARMO
INDUSTRIES LIMITED

35TH ANNUAL REPORT 2015-16

“Companion of natural beauty”



Quarry Owner, Processors, Importers & Exporters of Marble
Blocks, Slabs & Tiles



Jain Marmo Industries Ltd.



About Us

Banking on timely deliveries and competitive prices with quality matching world standards, we, Jain Marmo Industries Ltd., have embossed matchless excellence in our domain. Ever since our inception in 1981, we have epitomized a name that manifests supreme quality, trust and hence been catering to Indian Marble enthusiasts throughout the world. With a professionally managed approach and sheer hard work of the entire team members, we have been successful in providing both the national and international market with an enthralling variety of Green Marble.

Being one of the largest manufacturers, importers, suppliers and exporters of Indian Marble, Green Marble, White Marble, Rainforest Green Marble, Granites, Blocks and Slabs in the Domestic market & the International market. As well as we have Imported Marble from Italy, Turkey, Spain, China, Iran etc. We strive for quality excellence in everything we do. We have always been acclaimed for the amazing designs, patterns and the supreme quality of the marble. We have a wide base of clients, who have appreciated and acknowledged our products. Also, they have been our best promoters in the industry, over the years.

Quality & Packaging

Being a quality conscious organization, we strive for specific measurable norms and standards. Our main goal is to satisfy our clients with products, which are of optimum quality. We pay special attention right from the quarrying process till each slab of marble is safely packed and transported. We employ advanced extraction techniques for systematic quarrying so that each block of marble retains its quality and consistency. Jain Marmo Industries Ltd. boasts of a separate quality control department in the organization, which is led by highly qualified and experienced quality inspecting personnel who check and assure the quality of products till it is dispatched to our clients.

Management

JAIN MARMO was founded in 1981 by JAIN GROUP and is one of the largest producer and processors of Green Serpentine Marble Blocks and Slabs in the world. The company is headquartered at Udaipur in Rajasthan, the western State of India, which is the hub of stone industry. The brain behind the group's success is Mr. Shrichand Jain, the Promoter, whose vision has driven the company to where it stands today.



Sanjay Jain, Whole Time Director

The Company is now supervised under the strong leadership of Mr. Sanjay Jain and Mr. Sidharth Jain whose dedication towards the work and constant efforts, has given the international market an enchanting variety of Green marble. The company has well developed green marble quarries equipped with latest equipments in Udaipur region and a State of the art factory using the latest and advanced production techniques at Udaipur.



Sidharth Jain, Managing Director

A professionally managed approach of timely deliveries, competitive prices with quality that matches world standards and rock-like reliability of the company's resources are the hall-marks of the company. This we achieve through our experienced and trained manpower and sales network for customer support.



HIGHLIGHTS OF THE YEAR 2015-16

TURNOVER **Rs. 809.92 Lacs**

NET PROFIT **Rs. 15.71 Lacs**

BOOK VALUE PER SHARE **Rs. 12.28**

EPS **Rs. 0.50**

Jain Marmo
Industries Ltd.



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Company Information

| | |
|--|--|
| Board of Directors | Mr. Sidharth Jain (Managing Director) Mr. Sanjay Jain (Whole Time Director) Mrs. Madhuri Ankit Jain (Non Executive & Independent Woman Director) Mr. Ramswaroop Nandwana (Non Executive& Independent Director) Mr. Manoj Kumar Bhutoria (Non Executive & Independent Director) |
| Audit Committee | Mrs. Madhuri Ankit Jain (Non Executive & Independent Director) Mr. Ramswaroop Nandwana (Non Executive& Independent Director) Mr. Manoj Kumar Bhutoria (Non Executive& Independent Director) |
| Nomination & Remuneration Committee | Mrs. Madhuri Ankit Jain (Non Executive & Independent Director) Mr. Ramswaroop Nandwana (Non Executive& Independent Director) Mr. Manoj Kumar Bhutoria (Non Executive& Independent Director) |
| Stake holders Relationship Committee | Mrs. Madhuri Ankit Jain (Non Executive& Independent Director) Mr. Ramswaroop Nandwana (Non Executive& Independent Director) Mr. Manoj Kumar Bhutoria (Non Executive& Independent Director) |
| Chief Financial Officer | Mr. Sandeep Porwal |
| Company Secretary | Mr. Sachin Shah |
| Corporate Identification Number (CIN) | L14101RJ1981PLC002419 |
| Website | www.jainmarmo.com |
| Statutory Auditors | M/S A. Bafna & Company, Chartered Accountants, K-2, Keshav Path, Near Ahinsa Circle, C- Scheme, Jaipur- 302001 |
| Internal Auditor | M/S Agrawal Praveen & Associates, Chartered Accountants, 20 1 st Floor inside Udaipole Hotel, Hadi Rani Street, Udaipur 313001 |
| Secretarial Auditor | Mr. Mitesh Kasliwal (Partner), Arms & Associates LLP, 24 KA-1, Jyoti Nagar, jaipur, Rajasthan, 302004 |
| Bankers | Canara Bank, 9-C, Madhuban, Udaipur (Raj.) |
| Registered Office | 47/10, Kiran Path, Mansarovar, Jaipur, Rajasthan-302020 |
| Works | N.H.8, Sukher, Udaipur, Rajasthan-313001 |
| Registrars and Share Transfer Agents | Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East) Mumbai - 400 072 |



NOTICE

Notice is hereby given that 35th Annual General Meeting of the members of the Company will be held at the **Country Inn & Suites by Carlson, Khasa Kothi Cricle, M.I. Road Jaipur 302001 Rajasthan** on Friday the 30th Day of September, 2016 at 1.30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and Audited Balance Sheet as at 31st March, 2016, statement of Profit & Loss Account and cash Flow statement for the year ended on that date together with the Auditors' Report thereon.
2. To appoint a Director in place of Mr. **Sanjay Jain** (holding DIN **01636670**), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of Statutory Auditors of the Company and in this regard 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 Section 139(1) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. A. Bafna & Co., Chartered Accountants, (Registration No. 003660C) as Statutory Auditors of the Company, be and is hereby ratified for the Financial Year 2016-17 at such remuneration as may be finalised by the Board of Directors of the Company."

By order of the Board

For Jain Marmo Industries Ltd.

Place: Udaipur
Date : 06.09.2016

(Sachin Shah)
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED SIGNED AND MUST BE DEPOSITED WITH REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. *A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.*
2. Corporate members intending to send their authorized representative to attend the Meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the Company a certified copy of the Board Resolution together with their respective specimen signature authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of the Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorship and membership/chairmanships of the Board Committees, shareholding and relationship between directors 'inter-se as stipulated under as per LODR (Listing obligations and Disclosure Requirement) Regulations, 2015 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. Notice of AGM and the Annual Report are being sent to those members, whose name appeared in the register of members / list of beneficial owners as received from NSDL/CDSL, as at the close of business hour on Friday, September 02, 2016. Notice and Annual Report are also available on the website of the Company at www.jainmarmo.com in the Investor Relations.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.



7. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any changes in their address or bank mandates immediately to Company/RTA.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding shares in physical form can submit their PAN to the Company/RTA.
10. The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective depository participant accounts will be periodically downloaded from CDSL/NSDL will be deemed to be your registered email address for serving notices/documents including those covered under section 136 of the Companies Act, 2013 (corresponding to section 219 of the erstwhile Companies Act, 1956). The Notice of AGM and the copies of the audited financial statements, director's report, auditor's report etc. will be displayed on the website (www.jainmarmo.com) of the Company and the other requirement of the aforesaid MCA circular will be duly compiled with. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the depository participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).
11. To prevent fraudulent transaction, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from concerned depository participants and holdings should be verified.
12. The Instructions for members for voting electronically are as e-voting are as under:

In case of members receiving e-mail:

*The voting period begins at 9.00 a.m. on 27th September, 2016 and ends at 5.00 p.m. on 29th September 2016 during this period shareholders' of the Company, Holding shares either in physical form or in dematerialized form, as on the cut-off Date of **23rd September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.*

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Members" tab.
- (iii) Now select the "JAIN MARMO INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digit client ID.
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- (v) Next enter the image verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For members holding shares in demat form and physical form |
|-----------------------|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * 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 sequence Number (refer sequence no. printed on the name and address stickers/postal ballet form/mail) in the 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 serial number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field. |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xi) Click on the EVSN for the relevant Jain Marmo Industries Limited on which you choose to vote.



- (xii) 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.
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
 - (xiv) 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.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
 - (xvii) If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual members (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the board resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving physical copy:

- (A) Please follow all steps from S.No. (i) to (xvii) above to cast vote.
 - (B) *The voting period begins at 9.00 a.m. on 27th September, 2016 and ends at 5.00 p.m. on 29th September 2016 during this period shareholders’ of the Company, Holding shares either in physical form or in dematerialized form, as on the cut-off date (Record date) of 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.*
 - (C) 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.
13. The Company has appointed Mr. Mitesh Kasliwal, (Partner- ARMS & Associates LLP, Practicing Company Secretaries) (C.P.No. 9320), as ‘scrutinizer’ (the “Scrutinizer”), for conducting the e-voting process in a fair and transparent manner.
 14. **The register of Members and Share transfer register of the Company will remain closed from Tuesday, 27th September 2016 to Friday, 30th September, 2016 (both days inclusive).**
 15. Shareholders seeking any information with regard to accounts are requested to write to the Company at an early date, so as to enable the management to keep the information ready.
 16. Members are requested to quote their ledger folio number in all correspondence with the company.
 17. Please bring your copy of the annual report to the meeting as the Company would not provide any copy at the venue of the AGM.
 18. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
 19. **All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during office hours on all working days except Saturday and Holidays between 10.00 A.M. to 5.00 P.M. up to the date of the Annual General Meeting.**
 20. Brief particulars of Directors seeking re-appointment at this Annual General Meeting

Item No. 2

| | |
|-----------------------------|---|
| Name of Director | Mr. Sanjay Jain (DIN: 01636670) |
| Fathers Name | Mr. Shri Chand Jain |
| Date of Birth/ Age | 04/06/1971 |
| Qualification | BCOM. , MBA |
| Designation | Whole Time Director |
| Other Directorships | Bhikshu Minerals Pvt. Ltd. Perfect Marbles Pvt. Ltd. Shrish Estates & Resorts Pvt. Ltd. |
| Experience | He has experience of 23 years in the field of Marble Mining, Trade and Industry. |
| Shareholding in the Company | 1,07,350 Equity Shares |

By order of the Board
For Jain Marmo Industries Ltd.

Place: Udaipur
Date : 06.09.2016

(Sachin Shah)
Company Secretary



BOARD'S REPORT

Dear Members,

Your Directors have pleasure on presenting the 35th Annual report on the business and operations of the company and the audited Statement of Accounts for the period from 1st April, 2015 to 31st March, 2016.

Financial Results

The Company's financial performance for the year ended March 31, 2016 is summarized below:

| Rs. In Lacs | | |
|---|--------------|--------------|
| Particulars | 2015-16 | 2014-15 |
| Turnover & Other Income | 809.92 | 541.17 |
| Profit before Depreciation & Interest | 65.12 | 60.08 |
| Interest | 22.15 | 25.69 |
| Operating Profit | 42.97 | 34.39 |
| Less : Depreciation | 19.82 | 18.59 |
| Add/Less : Prior Period Adjustment/ Income Tax | 0.15 | 0.00 |
| Profit during the year | 23.00 | 15.80 |
| Less : Provision for Taxation | 6.52 | 5.06 |
| Add: Deferred Tax Assets/(Liability) | 0.77 | 0.12 |
| Add: MAT Credit Recognized | 0.00 | 0.00 |
| Profit after Tax | 15.71 | 10.86 |
| Add :Balance of Profit B/F | 55.88 | 51.31 |
| Less : Adjustment for Depreciation | 0.00 | 6.29 |
| Less : Transferred to General Reserve | 0.00 | 0.00 |
| Balance in P & L A/C Carried forward | 71.59 | 55.88 |

1. Dividend

The Board of Directors of your Company are of the view that financial resources of the Company be conserved and judiciously utilized for further growth of your Company. The Board therefore decided not to recommend any dividend for the Financial Year 2015-16.

2. Operation Performance & Future Prospects

The performance of the Company during the year under review has remained quite satisfactory. The Company has achieved turnover and other income of Rs. 809.92 lacs during the year from 1.4.2015 to 31.3.2016 as compared to Rs. 541.17 lacs during previous Year and earned Net Profit after tax of Rs. 15.71 lacs during the year under review as compared to Rs. 10.86 lacs during Previous Year.

Customer Relationships

Your Company believes that strengthening the relationships with its existing clients is as important as adding new names to its clientele. The Company has been exploring new opportunities with its existing clients and has also widened its client base both geographically and numerically during the year under review and hopes to further expand it with the introduction of e-commerce facility on its website in the Coming years.

Personnel & Performance

Your Company has been able to develop an environment, which is conducive to high growth and performance, a work culture that encourages meritocracy and rewards high performers in an adequate and fair manner.



3. CURRENT YEAR

The growth led by strong urbanization and continued industrialization trends and the resulting rise in residential and infrastructure construction activity in our economy. There is a promising growth of our company with such developments in our business sector.

Your Directors are optimistic that on the basis of inquiries generated and seriousness demonstrated by the Government for the development of housing and infrastructure industry, demand for granites and marbles would show an incremental growth.

The Management is fully equipped to take the opportunity of any upsurge in demand and capturing a major share of the incremental market demand. The Sales team is on high alert for scouting all new and existing opportunities as regards to big projects and retail demand as well.

4. Material changes and commitment if any affecting the financial position of the company occurred between the end of the financial year to which this financial statements relate and the date of the report.

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

5. Details of Significant and Material Orders Passed By The Regulators, Courts, Tribunals Impacting The Going Concern Status and Company's Operations In Future.

No significant or material orders have been passed against the company by the Regulators or Courts or Tribunals which impacts the going concern status and Company's operations in future.

6. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in "Annexure - A" and is attached to this report.

7. Statement Concerning Development and Implementation of Risk Management Policy of The Company

The Company has placed a business risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy. Your Company follows well-established and detailed risk assessment and minimization procedures, which are periodically reviewed by the Board.

The Company has laid down a well-defined risk management mechanism covering risk mapping, risk exposure and risk mitigation process. The Company's Risk Management Policy has been developed to include various categories such as Human Resources, Financial, Business Processes and Systems, Strategy, Corporate Governance and Compliance and Information Security.

A detailed exercise has been carried out to identify, evaluate, manage and monitor the risks which shall help the Company to take pro-active decisions and avoid all financial implications. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. Further, the Board ensures risk reporting and updates, risk policy compliances and provide overall guidance and support to business risk owners.

8. Details of Policy Developed and Implemented by the Company on Its Corporate Social Responsibility Initiatives:

Corporate Social Responsibility is not applicable to our company because the company not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year

9. Details of Nomination and Remuneration Policy U/S 178(3)

Nomination and Remuneration Committee has formulated a policy relating to the remuneration for the directors, KMPs and other employees. The detail of same as available at the website of our company at www.jainmarmo.com

10. Particulars of Loans, Guarantees or Investments Made Under Section 186 of The Companies Act, 2013

The details of the Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013 by the Company, to other Body Corporate or persons are given in notes to the financial statements.



11. Particulars of Contracts or Arrangements Made With Related Parties

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. Since the provisions of Section 188 of the Companies Act, 2013 are not attracted, the disclosure in Form AOC- 2 is not required. Further, there are no material related party transactions as defined in the Listing Agreement during the year under review with the Promoters, Directors or Key Managerial Personnel.

All Related Party Transactions are placed before the Audit Committee for its perusal and recommendation to the Board.

The Policy on Related Party Transactions, as approved by the Board of Directors has been uploaded on the website of our company at www.jainmarmo.com.

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at Arm's length basis:- Jain Marmo Industries Limited (the company)** has not entered into any contract / arrangement/transaction with its related parties which is not in ordinary course of business or at arms length during FY 2015-16. The company has laid down policies and processes / procedures so as to ensure compliance to the subject section in the Companies Act,2013 ("ACT")and the corresponding Rules in addition , the process goes through internal and external checking. Following by quarterly reporting to the Audit Committee.

| SL. No. | Particulars | Details |
|---------|---|---------|
| a) | Name (s) of the related party & nature of relationship | N.A. |
| b) | Nature of contracts/arrangements/transaction | N.A. |
| c) | Duration of the ontracts/arrangements/transaction | N.A. |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | N.A. |
| e) | Justification for entering into such contracts or arrangements or transactions' | N.A. |
| f) | Date of approval by the Board | N.A. |
| g) | Amount paid as advances, if any | N.A. |
| h) | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | N.A. |

2. Details of contracts or arrangements or transactions at Arm's length basis:-

| SL. No. | Particulars | Details |
|---------|---|---------|
| a) | Name (s) of the related party & nature of relationship | N.A. |
| b) | Nature of contracts/arrangements/transaction | N.A. |
| c) | Duration of the ontracts/arrangements/transaction | N.A. |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | N.A. |
| e) | Date of approval by the Board | N.A. |
| f) | Amount paid as advances, if any | N.A. |

12. Particulars of Employees

The information required in accordance with Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Boards' Report for the year ended 31st March, 2016 can be accessed in the manner as provided in terms of Section 136 of the Companies Act, 2013. If any Member is interested in obtaining these particulars, may write to the Company Secretary at the Registered Office of the Company in this regard. The said disclosure is also available for inspection by members at the Registered Office of the Company, 21 days before the 35th Annual General Meeting and up to the date of the ensuing General Meeting during the business hours on working days.

Further, the Company has no person in its employment drawing salary of 60 lacs per annum or 5 lacs per month as defined under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) and 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.



Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel,) Rules, 2014

i. The percentage increase in remuneration of each Director, CFO & Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

| S.No. | Name of Director/KMP and Designation | Remuneration of Director/ KMP for Financial Year 2015-16 (Rs. in Lacs) | % increase in Remuneration in the Financial Year 2015-16 | Ratio of remuneration of each Director/ to median remuneration of employees | Comparison of the Remuneration of the KMP against the performance of the Company |
|-------|--------------------------------------|--|--|---|--|
| 1 | Sidharth Jain, Managing Director | 3.60 | Nil | 4.34:1 | |
| 2 | Sanjay Jain, Whole time Director | 9.00 | Nil | 10.82:1 | |
| 3 | Sandeep Porwal, CFO | 2.28 | Nil | | 0.28 |
| 4 | Sachin Shah, Company Secretary | 1.30 | Nil | | 0.16 |

ii. Percentage increase in the median remuneration of employees in the financial year 2015-16 is about 6%

iii. Number of Permanent Employees on the payroll as on 31st March, 2016 of the Company are 18 (Eighteen only)

iv. The average increase in remuneration is not based on Company's performance alone, but also takes consideration other factors like market benchmark data, the average increases being given by peer companies and overall budgetary impact within the Company.

v. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company: The remuneration of the Key Managerial Personnel was 1.99% of the total turnover of the company.

vi. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: The average increase was 6% for all employees who went through the compensation review cycle in the year and for the managerial personnel the average percentage increase was Nil on the fixed and variable components. The compensation decisions for each year is taken after comparing the salaries at various levels with benchmark data.

vii. The key parameters for any variable component of remuneration availed by the Directors: The key parameters for variable components of remuneration to Directors, if any, are the Company's Profits After Tax, EBIDTA, Revenues.

viii. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not applicable as there is no employee getting paid more than the highest paid Director during the Current Financial Year.

ix. Affirmation that the remuneration is as per the remuneration policy of the company.: Your company affirms that the remuneration is as per the remuneration policy of the Company.

Notes: 1. Remuneration comprises basic salary, allowances, taxable value of perquisites and Company's contribution to PF.

13. Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers Made By The Practicing Company Secretary In Their Reports:

There were no qualifications, reservations or adverse remarks made either by the Auditors or by the Practicing Company Secretary in their respective reports.

14. Company's Policy Relating To Directors Appointment, Payment of Remuneration And Discharge of Their Duties

The Board has framed a Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178 (3) of the Companies Act, 2013 based on the recommendation of Nomination and Remuneration Committee. The details of this Policy is explained in the Corporate Governance Report.



15. Evaluation of The Board's Performance

In compliance with the requirements of Section 134(3) (p) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the performance of the Board was carried out during the year under review. The Board was evaluated for its performance based on the following factors:

- i. Attendance of Board Meetings and Committees;
- ii. Contribution made to the Board discussions and future planning;
- iii. Level of commitment to the stakeholders' interest;
- iv. Initiatives towards the growth of the business and profitability;
- v. Providing outlook, view points and feedback taking the Company ahead beyond expectations.

The evaluation involves Self-Evaluation by the Board Member and thereafter in the following manner:

- a. **Individual Directors** - The performance of the individual Directors' is evaluated by the Nomination and Remuneration Committee.
- b. **Board and Committees** - The Board evaluated its own performance and also of the Committees taking into consideration the above mentioned factors. A member of the Board does not participate in the discussion of his / her evaluation.

16. Extract of Annual Return

The extract of Annual Return (MGT – 9) pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in "Annexure – C" and is attached to this Report.

17. Number of Board Meetings Conducted During The Year Under Review

The Company had Seven (7) Board Meetings during the financial year under review. The Board Meetings were held in compliance with the Companies Act, 2013. The details of the same are provided in the Corporate Governance Report.

18. Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its Responsibility Statement :-

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. The Directors had 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 fraud and other irregularities;
- d. The Directors had prepared the annual accounts on a going concern basis; and
- e. That proper internal financial control was in place and that the internal financial controls were adequate and were operating effectively.
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

19. Subsidiaries, Joint Ventures and Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate Company.

20. Deposits

The Company has neither accepted nor renewed any deposits during the year under review.

21. Depository System

The Company has entered into agreement with the National Securities Depository Limited (NSDL) as well as the Central Depository Services (India) Limited (CDSL) to enable shareholders to hold shares in a dematerialized form. The Company also offers simultaneous dematerialization of the physical shares lodged for transfer.



22. Disclosure Under Section 164(2) of The Companies Act, 2013

The Company has received the disclosure in Form DIR – 8 from its Directors being appointed or re-appointed and has noted that none of the Directors are disqualified under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

23. Directors and Key Managerial Personnel Information

i) Resignation of Company Secretary

Mr. Rajendra Sand Company Secretary, being the Key Managerial Personnel of the Company resigned with effect from 13th August 2015 due to preoccupation.

ii) Appointment of Key Managerial Personnel

Your Board of Directors has appointed Mr. Sachin Shah as the Company Secretary, Key Managerial Personnel and Compliance Officer of the Company with effect from 13th August 2015.

iii) Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013, Mr. Sanjay Jain retires by rotation and is eligible for re-appointment. Accordingly his re-appointment has been included in the Notice convening the Annual General Meeting of the Company.

24. Declaration of Independent Directors

The Independent Directors submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules and as per the SEBI (LODR) Regulations, 2015.

A. Statutory Auditors

At 33rd Annual General Meeting held on 30th September 2014, M/s. A. Bafna & Co. Chartered Accountants, Jaipur, were appointed as Statutory Auditors of the Company for a term starting from conclusion of 33rd Annual General Meeting till the conclusion of 36th Annual General meeting subject to ratification by Members at every Annual General Meeting. Pursuant to provisions of Section 139 (1) of the Companies Act, 2013, the matter of appointment of M/s. A. Bafna & Co. Chartered Accountants, Jaipur, as a Statutory Auditors, is placed for ratification by the members.

The Company has received a certificate from the Auditors as required under Section 141 of the Companies Act, 2013.

B. Cost Auditors

The Company is not required to maintain cost records as per the Companies (Cost Records and Audit) amendments Rules, 2014.

C. Secretarial Auditors

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has got the Secretarial Audit conducted from the Practicing Company Secretary.

A Secretarial Audit Report issued by Shri Mitesh Kasliwal (Partner ARMS & Associates LLP) Practicing Company Secretaries, in Form MR – 3, in respect of the secretarial audit of the Company for the financial year ended 31st March 2016, is provided in “Annexure - B”.

25. Auditors Report

The Statutory and Secretarial Auditors' Reports are self-explanatory and requires no comments

26. Listing

The Company's Equity Capital is listed on the The Calcutta Stock Exchanges Association Limited (CSE) and BSE Limited (BSE). The Company confirms that it has paid annual listing fees due to BSE for the year 2016-2017 and Fee of Calcutta stock exchange is due and has been diligent in observing all the compliances as stipulated in the Listing Agreement.

27. Insurance

The Company's plant & machinery, buildings, stocks & assets are adequately insured.



28. Internal Control System

Your Company continuously invests in strengthening its internal control processes and has appointed M/S AGRAWAL PRAVEEN & ASSOCIATES, Chartered Accountants as the Internal Auditors of the Company of the Company. The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. Procedures to ensure conformance with the policies, standards and delegations of authority have been put in place covering all activities. Audit Committee periodically reviews the performance of internal control system.

The Company has a rigorous business planning system to set targets and parameters for operations which are reviewed with actual performance to ensure timely initiation of corrective action, if required. The Audit Committee reviews adherence to internal control systems. Further, the Board annually reviews the effectiveness of the Company's internal control system.

29. Corporate Governance

Your Company strives to ensure that best corporate governance practices are identified, adopted and consistently followed. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholder value. The Company has been proactive in following the principles and practices of good corporate governance.

The Company has ensured that the Corporate Governance requirements as stipulated in Clause 49 of listing agreement and Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange are duly complied with. A separate Statement on Corporate Governance and Management Discussion & Analysis is given in this Report.

A certificate of M/s. A. Bafna & Co., Chartered Accountants, from the Statutory Auditors of the Company regarding compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Report.

30. Disclosure of Composition of Audit Committee And Providing Vigil Mechanism

The Company has constituted an Audit Committee as required under Section 177 of the Companies Act, 2013 and has also established Vigil Mechanism for their employees and Directors to report their genuine concerns or grievances.

The details of the same are explained in the Corporate Governance Report. The Board has accepted all the recommendations of the Audit Committee during the year under review as and when brought to their notice.

31. Disclosure Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in the Company's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

During the year ended 31st March 2016, did not receive any complaints pertaining to sexual harassment

32. Significant and Material Orders Passed by the Regulators or Courts or Tribunals impacting the Going Concern status of the Company

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

The Company has constituted an Audit Committee as required under Section 177 of the Companies Act, 2013 and has also established Vigil Mechanism for their employees and Directors to report their genuine concerns or grievances.

The details of the same are explained in the Corporate Governance Report. The Board has accepted all the recommendations of the Audit Committee during the year under review as and when brought to their notice.

33. Shares

a. Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

b. Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

c. Bonus Shares

No Bonus Shares were issued during the year under review.

d. Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.



34. Acknowledgements

Your Company will soon complete glorious 35 eventful years of the existence in this country. Very few brands continue to remain relevant and become iconic over such a long passage of time. Your Directors are proud of this rich heritage and thank all our stakeholders who have contributed to the success of your country.

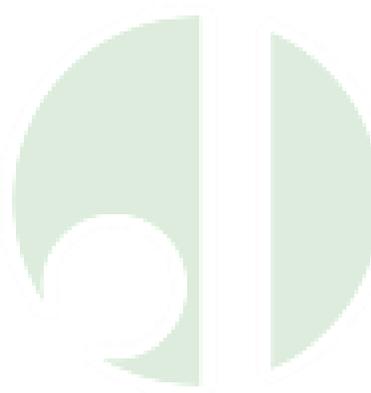
Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels but for whose hard work, and support, your Company's achievements would not have been possible.

Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

For and on behalf of Board of Directors

For Jain Marmo Industries Ltd.

**Place: Udaipur
Date: 06.09.2016**



**(Sanjay Jain)
(DIN: 01636670)
Whole Time Director**

**(Sidharth Jain)
(DIN: 01275806)
Managing Director**

Jain Marmo
Industries Ltd.



ANNEXURE A TO THE BOARD'S REPORT

Statement pursuant to Section 134 (1) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY

The Company does not belong to the category of power intensive industry and hence consumption of power is not significant. However, the management gives due importance to conservation of energy wherever feasible, and also reviews from time to time, the measures taken / to be taken for reduction of consumption of energy.

B. TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT

i. Research & Development (R & D)

The Company undertakes from time to time, studies for process improvement and plant design development, to improve quality and performance of its products, to substitute imported material and components and to economise the production costs. Based on these studies, appropriate actions are taken to achieve these goals. In absence of a separate research & development department, it is difficult to quantify the amount spent on research & development.

ii. Technology Absorption, Adaption and Innovation

Efforts are made to absorb the advances in technology with suitable modifications to cater to local needs. The Company keeps itself updated with the latest technological innovations by way of constant communication, personal discussions etc.

C. FOREIGN EXCHANGE USED & EARNED

Foreign exchange used: Rs. 357.25 Lacs

Foreign exchange earned: NIL

For and on behalf of Board of Directors

For Jain Marmo Industries Ltd.

Place: Udaipur
Date: 06.09.2016

(Sanjay Jain)
(DIN: 01636670)
Whole Time Director

(Sidharth Jain)
(DIN: 01275806)
Managing Director

Jain Marmo
Industries Ltd.



ANNEXURE - B

Form MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

To,
Members,
Jain Marmo Industries Limited,
47/10, Kiran Path, Mansarovar,
Jaipur, Rajasthan-302020.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Jain Marmo Industries Limited (CIN L14101RJ1981PLC002419)** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/ Statutory Compliances and expressing my opinion thereon.

Based on our verification of the **Jain Marmo Industries Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company, has during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Jain Marmo Industries Limited** ("The Company") for the financial year ended on 31st March, 2016, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed- **Not applicable to the company as the company has not applied and at the same time has not been granted a certificate of registration under 12(1A) of Securities and Exchange Board of India Act, 1992**
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings –
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable as the Company has not issued any securities during the financial year under review after listing of shares**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable as the Company has not granted any Options to its employees during the financial year under review.**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **Not Applicable as the Company has not issued any debt securities during the financial year under review**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered as Registrar and Transfer Agents with SEBI**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable as the Company has not get delisted its equity shares from any stock exchange during the financial year under review.**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable as the Company has not bought back any of its securities during the financial year under review**
- vi. Other specific laws applicable to the Company are
 - a. **The Mines and Minerals (Development and Regulation) Act, 1957 along with Mines and Minerals (Development and Regulation) Amendment Act, 2015**
 - b. **The Mines Act, 1952**



- vii. We have relied on the representation made by the company and its officers for systems and mechanism formed by the company under other applicable Acts, laws and regulations to the company. The list of major head/groups of Acts, laws and Regulations to the Company is given in **Annexure-A** :
- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
 - ii. The Listing Agreements entered into by the Company with BSE & CSE.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

This report is to be read with our letter of even date which is annexed as '**Annexure –B**' and form an integral part of this report.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs.

Place: Udaipur
Date: 04.07.2016

For ARMS and Associates LLP
Company Secretaries

(Mitesh Kasliwal)
FCS 8233 C.P. No.9320

Jain Marmo
Industries Ltd.



Annexure-A

List of applicable laws to the Company:

- i. Factories Act, 1960
- ii. Industries (Development and Regulation) Act, 1951
- iii. Labour Laws and other incidental laws related to labour and employees appointed by the company either on its payroll or on contractual basis as related to wages, provident fund, gratuity, ESIC, compensation etc.
- iv. Acts prescribed under prevention and control of pollution.
- v. Acts prescribed under Environmental protection.
- vi. Acts as prescribed under Direct Tax and Indirect Tax.
- vii. Land revenue laws of respective states.
- viii. Labour Welfare Act of respective States.



Jain Marmo
Industries Ltd.



ANNEXURE – B

To,

The Members,

Jain Marmo Industries Limited
47/10, Kiran Path, Mansarovar,
Jaipur, Rajasthan-302020

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the Provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Udaipur
Date: 04/07/2016

Jain Marmo
Industries Ltd.

For ARMS and Associates LLP
Company Secretaries

(Mitesh Kasliwal)
FCS 8233 C.P.No. 9320



ANNEXURE C

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|------|---|--|
| i. | CIN | L14101RJ1981PLC002419 |
| ii. | Registration Date | 13/08/1981 |
| iii. | Name of the Company | JAIN MARMO INDUSTRIES LIMITED |
| iv. | Category/Sub-Category of the Company | Company limited by shares |
| v. | Address of the Registered office and contact details | 47/10, KIRAN PATH, MANSROWAR, JAIPUR. Rajasthan 302020, 0294-2440666/777 |
| vi. | Whether listed company | Yes |
| vii. | Name, Address and Contact details of Registrar and Transfer Agent, if any | Bigshare Services Private Limited E-2/3, Ansa Industrial Estate Saki Vihar Road, Sakinaka Andheri (East) Mumbai - 400 072 Tel: 040-4043 0200 Fax No: 040-2847 5207 sanjay@bigshareonline.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Sr.No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|--------|---|----------------------------------|------------------------------------|
| 1 | Marble Blocks | 68022120 | 13% |
| 2 | Marble Slabs | 68022120 | 85% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary /Associate | % of shares held | Applicable Section |
|---------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1. | N.A | N.A | N.A | N.A | N.A |



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during The year |
|---|---|----------------|----------------|-------------------|---|---------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter | | | | | | | | | |
| 1) Indian | | | | | | | | | |
| a) Individual/ HUF | - | 1523150 | 1523150 | 48.65 | 911720 | 611430 | 1523150 | 48.65 | NIL |
| b) Central Govt. | | | | | | | | | |
| c) State Govt(s) | | | | | | | | | |
| d) Bodies Corp | - | 140000 | 140000 | 4.47 | - | 140000 | 140000 | 4.47 | NIL |
| e) Banks / FI | | | | | | | | | |
| f) Any Other | | | | | | | | | |
| Sub-total(A)(1):- | - | 1663150 | 1663150 | 53.13 | 911720 | 751430 | 1663150 | 53.13 | NIL |
| 2) Foreign | - | - | - | - | - | - | - | - | - |
| g) NRIs-Individuals | - | - | - | - | - | - | - | - | - |
| h) Other-Individuals | - | - | - | - | - | - | - | - | - |
| i) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| j) Banks / FI | - | - | - | - | - | - | - | - | - |
| k) Any Other.... | - | - | - | - | - | - | - | - | - |
| Sub-total(A)(2):- | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | - | 1663150 | 1663150 | 53.13 | 911720 | 751430 | 1663150 | 53.13 | |
| B. Public Shareholding | - | - | - | - | - | - | - | - | - |
| 1. Institutions | - | - | - | - | - | - | - | - | - |
| a) Mutual Funds | - | 150000 | 150000 | 4.79 | - | 150000 | 150000 | 4.79 | NIL |
| b) Banks / FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt. | - | - | - | - | - | - | - | - | - |
| d) State Govt.(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total(B)(1) | - | 150000 | 150000 | 4.79 | - | 150000 | 150000 | 4.79 | |
| 2. Non Institutions | - | - | - | - | - | - | - | - | - |
| a) Bodies Corp. | | | | | | | | | |
| (i) Indian | - | 245000 | 245000 | 7.82 | 1548 | 245000 | 246548 | 7.87 | .05 |
| (ii) Overseas | - | - | - | - | - | NIL | NIL | NIL | |
| b) Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 11600 | 147820 | 159420 | 5.09 | 15724 | 143620 | 159344 | 5.09 | - |
| (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 643750 | 269280 | 913030 | 29.17 | 663223 | 248080 | 911303 | 29.12 | -.06 |
| c) Others (Pl. Specify) | | | | | | | | | |
| i) Clearing members | - | - | - | - | 255 | - | 255 | .01 | .01 |
| Sub-total(B)(2) | 655350 | 662100 | 1317450 | 42.08 | 680750 | 636700 | 1317450 | 42.08 | - |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 655350 | 812100 | 1467450 | 46.87 | 680750 | 786700 | 1467450 | 46.87 | - |



| | | | | | | | | | |
|--|--------|---------|---------|--------|---------|---------|---------|--------|---|
| C.Shares held by Custodian for GDRs&ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total(A+B+C) | 655350 | 2475250 | 3130600 | 100.00 | 1592470 | 1538130 | 3130600 | 100.00 | - |

ii. Shareholding of Promoters

| Sr. No | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|--------|-----------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1. | Shrichand Jain | 544870 | 17.41 | NIL | 544870 | 17.41 | NIL | NIL |
| 2. | Prakash Chand Jain | 304200 | 9.72 | NIL | 304200 | 9.72 | NIL | NIL |
| 3. | Suresh Chand Jain | 221170 | 7.07 | NIL | 221170 | 7.07 | NIL | NIL |
| 4. | Kanwari Devi | 219400 | 7.01 | NIL | 219400 | 7.01 | NIL | NIL |
| 5. | Seema Jain | 48000 | 1.53 | NIL | 48000 | 1.53 | NIL | NIL |
| 6. | Nagraj Bhutoria | 24500 | 0.78 | NIL | 24500 | 0.78 | NIL | NIL |
| 7. | Kailsh Chand Jain | 14900 | 0.48 | NIL | 14900 | 0.48 | NIL | NIL |
| 8. | Sandeep Jain | 8250 | 0.26 | NIL | 8250 | 0.26 | NIL | NIL |
| 9. | Sanjay Jain | 107350 | 3.43 | NIL | 107350 | 3.43 | NIL | NIL |
| 10. | Sidharth Jain | 30080 | 0.96 | NIL | 30080 | 0.96 | NIL | NIL |
| 11. | Ghisi Devi Jain | 400 | 0.01 | NIL | 400 | 0.01 | NIL | NIL |
| 12. | Raju Devi Dugger | 30 | 0.001 | NIL | 30 | 0.001 | NIL | NIL |
| 13. | LCJ Finance Pvt. Ltd. | 140000 | 4.47 | NIL | 140000 | 4.47 | NIL | NIL |
| | Total | 1663150 | 53.13 | NIL | 1663150 | 53.13 | NIL | NIL |

iii. Change in Promoters' Shareholding (please specify, if there is no change)

| Sr. No | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | NO CHANGE DURING THE YEAR | | | |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NO CHANGE DURING THE YEAR | | | |
| | At the End of the year | NO CHANGE DURING THE YEAR | | | |



iv) Shareholding Pattern of top ten shareholders (other than Director, Promoters and holders of GDRs and ADRs)

| S.No. | Name | No. of Shares at the beginning/End of the year | Date | Increase/Decrease in share-holding | Reason | Number of Shares | Percentage of total shares of the company |
|-------|------------------------------------|--|-----------|------------------------------------|----------|------------------|---|
| 1 | G.P.L.F. PVT. LTD. | 195,000 | 31-Mar-15 | 0 | Transfer | 195,000 | 6.23 |
| | | 195,000 | 31-Mar-16 | 0 | Transfer | 195,000 | 6.23 |
| 2 | CRB TRUSTEE LTD. A/C CRB MUTUAL | 150,000 | 31-Mar-15 | 0 | Transfer | 150,000 | 4.79 |
| | | 150,000 | 31-Mar-16 | 0 | Transfer | 150,000 | 4.79 |
| 3 | SOHAN LAL SHARMA | 106,200 | 31-Mar-15 | 0 | Transfer | 106,200 | 3.39 |
| | | | 29-May-15 | -20 | Transfer | 106,180 | 3.39 |
| | | | 5-Jun-15 | -415 | Transfer | 105,765 | 3.38 |
| | | | 12-Jun-15 | -1066 | Transfer | 104,699 | 3.34 |
| | | | 19-Jun-15 | -226 | Transfer | 104,473 | 3.34 |
| | | 104,473 | 31-Mar-16 | 0 | Transfer | 104,473 | 3.34 |
| 4 | NARESH KUMAR JAIN | 85,000 | 31-Mar-15 | 0 | Transfer | 85,000 | 2.72 |
| | | 85,000 | 31-Mar-16 | 0 | Transfer | 85,000 | 2.72 |
| 5 | HUKMA RAM MALI | 74,200 | 31-Mar-15 | 0 | Transfer | 74,200 | 2.37 |
| | | 74,200 | 31-Mar-16 | 0 | Transfer | 74,200 | 2.37 |
| 6 | VANDANA DEVI | 72,700 | 31-Mar-15 | 0 | Transfer | 72,700 | 2.32 |
| | | 72,700 | 31-Mar-16 | 0 | Transfer | 72,700 | 2.32 |
| 7 | BINEET KUMAR BHUTORIA | 58,800 | 31-Mar-15 | 0 | Transfer | 58,800 | 1.88 |
| | | 58,800 | 31-Mar-16 | 0 | Transfer | 58,800 | 1.88 |
| 8 | SUSHILA MALI | 56,700 | 31-Mar-15 | 0 | Transfer | 56,700 | 1.81 |
| | | 56,700 | 31-Mar-16 | 0 | Transfer | 56,700 | 1.81 |
| 9 | NAVRATAN DADHICH | 40,200 | 31-Mar-15 | 0 | Transfer | 40,200 | 1.28 |
| | | 40,200 | 31-Mar-16 | 0 | Transfer | 40,200 | 1.28 |
| 10 | JAI BHIKSHU INVESTMENT P. LTD. | 37,500 | 31-Mar-15 | 0 | Transfer | 37,500 | 1.20 |
| | | 37,500 | 31-Mar-16 | 0 | Transfer | 37,500 | 1.20 |



v) Shareholding of Directors and Key Managerial Personnel

| Sr. No | For each of the Directors and KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | SANJAY JAIN | | | | |
| | At the beginning of the year | 107350 | 3.43 | 107350 | 3.43 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | - | - | - | - |
| | At the End of the year | 107350 | 3.43 | 107350 | 3.43 |
| 2 | SIDHARTH JAIN | | | | |
| | At the beginning of the year | 30080 | 0.96 | 30080 | 0.96 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | - | - | - | - |
| | At the End of the year | 30080 | 0.96 | 30080 | 0.96 |
| 3 | MANOJ KUMAR BHUTORIA | | | | |
| | At the beginning of the year | 200 | 0.006 | 200 | 0.006 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | - | - | - | - |
| | At the End of the year | 200 | 0.006 | 200 | 0.006 |
| 4 | RAMSWAROOP NANDWANA | | | | |
| | At the beginning of the year | 200 | 0.006 | 200 | 0.006 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | - | - | - | - |
| | At the End of the year | 200 | 0.006 | 200 | 0.006 |
| 5 | SANDEEP PORWAL | | | | |
| | At the beginning of the year | 19500 | 0.62 | 19500 | 0.62 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | - | - | - | - |
| | At the End of the year | 19500 | 0.62 | 19500 | 0.62 |



V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Rs. In Lacs

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 203.58 | 3.22 | - | 206.80 |
| ii) Interest due but not paid | - | 0.25 | - | - |
| iii) Interest accrued but not due | 0.35 | - | - | 0.35 |
| Total(i+ii+iii) | 203.93 | 3.47 | - | 207.40 |
| Change in Indebtedness during the financial year | | | | |
| - Addition | 24.06 | - | - | 24.06 |
| - Reduction | 45.33 | 0.26 | - | 45.59 |
| Net Change | 21.25 | 0.26 | - | 69.65 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 180.62 | 3.21 | - | 183.83 |
| ii) Interest due but not paid | 1.69 | - | - | 1.69 |
| iii) Interest accrued but not due | 0.08 | - | - | 0.08 |
| Total (i+ii+iii) | 182.39 | 3.21 | - | 185.60 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | Total Amount |
|---------|--|-------------------------|----------------------|------------------|
| 1. | NAME | SANJAY JAIN | SIDHARTH JAIN | |
| | Gross salary | | | |
| | (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 9,00,000 | 3,60,000 | 12,60,000 |
| | (b)Value of perquisites u/s 17(2)Income-tax Act, 1961 | - | - | - |
| | (c)Profits in lieu of salary under section 17(3)Income-tax Act, 1961 | - | - | - |
| 1. | Stock Option | - | - | - |
| 2. | Sweat Equity | - | - | - |
| 3. | Commission - as % of profit - others, specify... | - | - | - |
| 4. | Others, please specify | - | - | - |
| 5. | Total(A) | 9,00,000 | 3,60,000 | 12,60,000 |



B. Remuneration to other directors:

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount |
|---------|---|-------------------------|--------------|
| | <u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify | - | - |
| | Total(1) | - | - |
| | <u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others ,please specify | - | - |
| | Total(2) | - | - |
| | Total(B)=(1+2) | - | - |

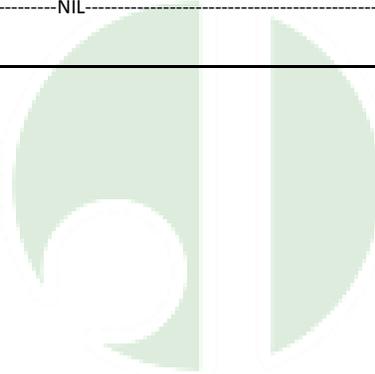
C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

| Sl. no. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|---|-------------------------------------|-------------------------------------|--|-------------------|
| | | CEO | Company Secretary | CFO | Total |
| 1. | NAME Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites u/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3)Income-tax Act,1961 | SANJAY JAIN 900000.00 | SACHIN SHAH 129419.00 | SANDEEP PORWAL 228000.00 | 1257419.00 |
| 2. | Stock Option | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - |
| 4. | Commission - as% of profit -others ,specify... | - | - | - | - |
| 5. | Others, please specify | - | - | - | - |
| 6. | Total | 900000.00 | 129419.00 | 228000.00 | 1257419.00 |



VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

| Type | Section of the companies Act | Brief description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD /NCLT/Court] | Appeal made. If any (give details) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|------------------------------------|
| a. Company | | | | | |
| Penalty | | | -----NIL----- | | |
| Punishment | | | | | |
| Compounding | | | | | |
| D. Directors | | | | | |
| Penalty | | | -----NIL----- | | |
| Punishment | | | | | |
| Compounding | | | | | |
| E. Other Officers in Default | | | | | |
| Penalty | | | -----NIL----- | | |
| Punishment | | | | | |
| Compounding | | | | | |



Jain Marmo
Industries Ltd.



Management Discussion and Analysis Report

1. Industry Structure and Development Outlook

The industry is expected to achieve average annual growth and many new players are expected to be stepping into the industry.

2. Opportunities and Threats, Risks and Concerns

The growth of the industry provides the necessary opportunities for the company to grow. However the industry is under constant pressure due to changing mining policies on part of the government & increased competition from new units.

3. Segment Wise Performance

Segment wise performance of the company is given in notes on accounts to the balance sheet.

4. Internal Control & their adequacy

The company has adequate control systems. These systems and procedures are reviewed at regular intervals through internal audits, statutory audits and audit committee.

5. Operations

The performance of the Company during the year under review has remained quite satisfactory. The Company has achieved turnover and other income of Rs. 809.92 lacs during the year from 1.4.2015 to 31.3.2016 as compared to Rs. 541.17 lacs during previous Year and earned Net Profit after tax of Rs. 15.71 lacs during the year under review as compared to Rs. 10.86 lacs during Previous Year.

6. Human Resources and Industrial Relations

Your company's industrial relations continued to be harmonious during the year under review. Your company continues to focus on maintaining employee motivation at a high level. The employee strength of your company as on 31.03.2016 was sixteen.

For and on behalf of Board of Directors

For Jain Marmo Industries Ltd.

Place: Udaipur
Date: 06.09.2016

(Sanjay Jain)
(DIN: 01636670)
Whole Time Director

(Sidharth Jain)
(DIN: 01275806)
Managing Director

Jain Marmo
Industries Ltd.



Corporate Governance Report

The detailed report on Corporate Governance for the Financial Year ended 31st March, 2016 as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out below:

1. Company's philosophy on code of Governance

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. It is imperative that the Company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of all the stakeholders.

The Company is committed to Sound Corporate Practices based on Conscience, Openness, Fairness, Professionalism, Accountability, Transparency, Integrity and Compliance with Laws which are indispensable for Corporate Governance of your Company.

These main driving forces together with the Company's ongoing contributions to the local communities, initiatives will play a significant role in fulfilling our renewed vision to be the most sustainable and competitive Company in our industry and our mission to create value for all our stakeholders.

2. Governance Structure

Jain Marmo's governance structure comprises of the Board of Directors and the Committee of Board of Directors which functions on the principles of Prompt Decision Making, Statutory Compliance, Accurate and Timely Disclosures, Transparency and Monitoring in order to create a value addition to the Company for its stakeholders. In line with these principles, the Company has formed two tiers of Corporate Governance Structure, viz.

i) The Board of Directors - The Board of Directors act as an important connecting link between the Management and the Shareholders. They perform their role in order to protect the interest and enhance value for all the stakeholders. It conducts overall strategic supervision and control by setting the goals & targets, policies, reporting mechanism & accountability and thereby assures that decision making process is followed.

ii) Committees of Directors – The Company has formed various Committees with the intent to be compliant with not only the applicable provisions of various laws but also to be vigilant in all respects and thereby perform better in a long run. The various Committees of the Company are Audit Committee, Nomination & Remuneration Committee, and Stakeholders' Relationship Committee having their respective roles to be played for the betterment of the Company as well as its stakeholders.

3. Board of Directors

The Board of Directors of the Company comprises of a fair combination of Executive, Non-Executive and Independent Directors complying with the provisions of the Companies Act, 2013 and the Listing Agreement. The Chairman of the Company is an Executive Director and also the Managing Director. The Executive Directors make every effort to strengthen the Company's profitability, best compliance and also strives to contribute towards the society where the Company operates its business.

The Non-executive Directors including Independent Directors on the Board are experienced, competent and highly renowned persons from the fields of finance & taxation, economics, law, legal governance etc. They take active part at the Board and Committee Meetings by providing valuable guidance and expertise to the Management on various aspects of business, policy direction, governance, compliance etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors which ultimately leads to the success of the Company.

COMPOSITION OF BOARD OF DIRECTORS

| Name of Director | Position | Age |
|--------------------------------------|---|-----|
| Sanjay Jain (DIN: 01636670) | Whole Time Director & Chief Executive Officer | 45 |
| Sidharth Jain (DIN: 01275806) | Managing Director | 41 |
| Ram Swaroop Nandwana (DIN: 02213463) | Non Executive - Independent Director | 73 |
| Manoj Kumar Bhutoria (DIN: 01740878) | Non Executive - Independent Director | 50 |
| Madhuri Ankit Jain (DIN: 06898901) | Non Executive - Independent Director | 30 |

No Director is, inter se related to any other Director on the Board, except Shri Sidharth Jain (DIN: 01275806) and Shri Sanjay Jain, (DIN: 01636670) who are related to each other as brothers.

Code of Business Conduct and Ethics for Directors/Management Personnel

The code of Business Conduct and Ethics for Directors/Management Personnel ('the Code'), as adopted by the Board, is a comprehensive Code applicable to Directors and Management Personnel. The Code, while laying down in detail, the standards of business conduct, ethics and governance centers around the following theme:

'The Company's Board and Management Personnel are responsible for, and are committed to, setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and other stakeholders as also to reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and spirit.'



A copy of the Code has been put on the Company's website (www.jainmarmo.com) . The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

No. of Board Meetings held with dates

During the financial year (01.04.2015 to 31.03.2016) 07 (Seven) Board meetings were held. The details of Board Meetings are given below:

| Date | Board Strengths | No. of Directors Present |
|--------------------|-----------------|--------------------------|
| April 24, 2015 | 5 | 5 |
| May 30, 2015 | 5 | 5 |
| July 24, 2015 | 5 | 5 |
| August 13, 2015 | 5 | 5 |
| September 04, 2015 | 5 | 5 |
| November 07, 2015 | 5 | 5 |
| February 13, 2016 | 5 | 5 |

Attendance at the Board meetings during the financial year, and the last Annual General meeting, number of Directorship/Chairmanship in other Companies (including the company) are given below:

| Name of the Director's | Category | FY 2015-16 Attendance at | | FY 2015-16 | | |
|---|---|--------------------------|------------------------|-------------------------------|---|----------|
| | | Board Meetings | Last AGM at 30.09.2015 | No. of other Directorship(s)* | No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies # | |
| | | | | | Member | Chairman |
| Mr. Sanjay Jain (DIN: 01636670) | Executive Director- Whole Time Director | 7 | No | 3 | -- | -- |
| Mr. Sidharth Jain (DIN:01275806) | Executive Director- Managing Director | 7 | Yes | 4 | -- | -- |
| Mr. Ram Swaroop Nandwana (DIN: 02213463) | Independent Director | 7 | Yes | -- | -- | -- |
| Mrs. Manoj Kumar Bhutoria (DIN: 01740878) | Independent Director | 7 | Yes | 5 | -- | -- |
| Mrs. Madhri Ankit Jain (DIN: 06898901) | Independent Director | 7 | Yes | -- | -- | -- |

*Excludes Directorships in Private Limited Companies, Foreign Companies and Government Bodies. Only Audit Committee and Stakeholders' Relationship Committee have been considered for the Committee

Number of shares held by Non- Executive Director as on March 31, 2016 are given below:

| Name of Directors | Category | Number of Equity Shares |
|--------------------------|---------------------------------------|-------------------------|
| Mrs. Madhri Ankit Jain | Non – Executive, Independent Director | NIL |
| Mr. Ram Swaroop Nandwana | Non – Executive, Independent Director | 200 |
| Mr. Manoj Kumar Bhutoria | Non – Executive, Independent Director | 200 |



Information provided to the Board:

The Board of the Company is presented with all information under the following heads, whenever applicable and materially significant. These are surmised either as part of the agenda well in advance of the Board Meetings or are tabled in the course of the Board Meetings. This, inter-alia, include:

1. Annual operating plans of businesses, capital budgets, updates.
2. Quarterly results of the Company and its operating divisions or business segments.
3. Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary
4. Materially important litigations, show cause, demand, prosecution and penalty notices.
5. Fatal or serious accidents.
6. Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
7. Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services delays in share transfer.
8. Sale of material, nature of investments, subsidiaries, assets which is not in the normal course of business.

Brief resume of Director who will be retiring by rotation at this Annual General Meeting of the Company

| | |
|-----------------------------|---|
| Name of Director | Mr. Sanjay Jain (DIN: 01636670) |
| Fathers Name | Mr. Shri Chand Jain |
| Date of Birth/ Age | 04/06/1971 |
| Qualification | BCOM. , MBA |
| Designation | Whole Time Director |
| Other Directorships | Bhikshu Minerals Pvt. Ltd. Perfect Marbles Pvt. Ltd. Shrish Estates & Resorts Pvt. Ltd. |
| Experience | He has experience of 23 years in the field of Marble Mining, Trade and Industry. |
| Shareholding in the Company | 1,07,350 Equity Shares |

4. Committees of the Board

During the F.Y. 2015-16 the Board had three Committees – Audit Committee, Nomination and Remuneration Committee and Stake holders Relationship committee pursuant to the requirement of Companies Act, 2013.

A] Audit Committee

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

Brief description of terms of reference

- a) To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statements are correct, sufficient and credible;
- b) To recommend the appointment / removal of external auditors, fixing auditors fees and to approve payments for any other services;
- c) To review with management the annual financial statements before submission to the Board, focusing primarily on:
 - Any change in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management Qualifications in the draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with the accounting standards.
 - Compliance with Stock Exchange and legal requirements concerning financial statements.
 - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relative etc. that may have potential conflict with the interests of the Company at large.
- d) To review with Management; external and internal auditors, and review the efficacy of internal control systems;
- e) To review the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- f) To review the Company's financial and risk management policies;
- g) To review with Management; external and internal auditors, review the efficacy of internal control system.



Composition, Name of Members and Chairman

The Audit Committee of the Company comprises of 3 Independent Directors as under:

| Name of The Member | Designation |
|--------------------------|---|
| Mrs. Madhri Ankit Jain | Chairman - Non Executive Independent Director |
| Mr. Ram Swaroop Nandwana | Member- Non Executive Independent Director |
| Mr. Manoj Kumar Bhutoria | Member- Non Executive Independent Director |

Meeting of Audit committee during financial year 2015-16

| Date | Committee Strengths | No. of Directors Present |
|---------------|---------------------|--------------------------|
| May 30, 2015 | 3 | 3 |
| Aug. 13, 2015 | 3 | 3 |
| Nov. 07, 2015 | 3 | 3 |
| Feb. 13, 2016 | 3 | 3 |

Attendance details of Audit Committee for FY 2015-16

| Name of The Member | Position | Status | No. of Meetings held | No. of Meetings Attended |
|---|-----------------------|----------------------|----------------------|--------------------------|
| Mrs. Madhri Ankit Jain (DIN: 06898901) | Chairman of Committee | Independent Director | 4 | 4 |
| Mr. Ram Swaroop Nandwana (DIN: 02213463) | Member | Independent Director | 4 | 4 |
| Mr. Manoj Kumar Bhutoria (DIN: 01740878) | Member | Independent Director | 4 | 4 |

Powers of Audit Committee

The audit committee shall have the following powers, which includes the following:

1. To investigate any activity within its terms of reference.
 2. To seek information from any employee.
 3. To obtain outside legal or other professional advice.
 4. To secure attendance of outsiders with relevant with relevant expertise, if it considers necessary.
- iv. Review of Information by Audit committee

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and analysis of financial condition and results of operations;
2. Statement of related party transactions (As defined by Audit Committee), submitted by Management;
3. Management letters / letters of internal control weakness issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

B Nomination and Remuneration Committee:

The Company considers human resources as its invaluable assets. The policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013

Brief description of terms of reference/Main Objective of the policy is as follows:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and



- Remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- To evaluate the performance of the Independent Directors as per the evaluation criteria defined in the policy.

Remuneration policy

Remuneration to Managing Director / Whole-time Directors

The Remuneration to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

Remuneration to Key Managerial Personnel and Senior Management:

The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy. The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate

During the F.Y. 2015-16, One Nomination and Remuneration Committee meetings were held. The Details of Nomination and Remuneration Committee meetings as given below:

| Date | Committee Strengths | No. of Directors Present |
|---------------|---------------------|--------------------------|
| Feb. 13, 2016 | 3 | 3 |

The present composition and attendance of the Remuneration committee for F.Y. 2015-16 is as under:

| Name of The Member | Position | Status | No. of Meetings held | No. of Meetings Attended |
|---|-----------------------|----------------------|----------------------|--------------------------|
| Mrs. Madhri Ankit Jain (DIN: 06898901) | Chairman of Committee | Independent Director | 1 | 1 |
| Mr. Ram Swaroop Nandwana (DIN: 02213463) | Member | Independent Director | 1 | 1 |
| Mr. Manoj Kumar Bhutoria (DIN: 01740878) | Member | Independent Director | 1 | 1 |

Details of Remuneration of all the Directors

| Name | Designation | Remuneration |
|--|--|--------------|
| Mr. Sanjay Jain (DIN: 01636670) | Executive Director | 9,00,000 |
| Mr. Sidharth Jain (DIN:01275806) | Executive Director | 3,60,000 |
| Mr. Ram Swaroop Nandwana (DIN: 02213463) | Independent and Non-Executive Director | ---- |
| Mr. Manoj Kumar Bhutoria (DIN: 01740878) | Independent and Non-Executive Director | ---- |
| Mr. Madhri Ankit Jain (DIN:06898901) | Independent and Non-Executive Director | ---- |

C. Stakeholder's Relationship committee

Scope of the Committee

The scope of the Stakeholders' Relationship Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters



Composition, Name of Members and Chairman

The Stakeholder's Relationship committee of the Company comprises of 3 Independent Directors as under:

| Name of The Member | Designation |
|--------------------------|---|
| Mrs. Madhri Ankit Jain | Chairman - Non Executive Independent Director |
| Mr. Ram Swaroop Nandwana | Member- Non Executive Independent Director |
| Mr. Manoj Kumar Bhutoria | Member- Non Executive Independent Director |

During the financial year 2015-16, one Stakeholder's Relationship committee Meeting were held on 13th February, 2016, where in All the Member of the Committee were present. During the year, this Committee looks into the transfer of shares and the redressal of Shareholders' and investors' complaints with respect to transfer/transmission of shares, non-receipt of annual report, etc..

| Name of The Member | Position | Status | No. of Meetings held | No. of Meetings Attended |
|---|-----------------------|----------------------|----------------------|--------------------------|
| Mrs. Madhri Ankit Jain (DIN: 06898901) | Chairman of Committee | Independent Director | 1 | 1 |
| Ram Swaroop Nandwana (DIN: 02213463) | Member | Independent Director | 1 | 1 |
| Manoj Kumar Bhutoria (DIN: 01740878) | Member | Independent Director | 1 | 1 |

Compliance Officer

| | |
|---------------------------------------|--|
| NAME OF THE COMPLIANCE OFFICER | SACHIN SHAH |
| CONTACT DETAILS | Jain Marmo Industries Limited, N.H. 8, sukher, Udaipur (Raj.) 313001 |
| E- MAIL ID | Jainmarmo_uds@yahoo.com |

The Company has not received any complaints from the shareholders so far. Hence, there is no question of pending complaints and number of complaints not solved to the satisfaction of shareholders.

5. Meeting of Independent Directors

The Company's Independent Directors met on 13th February, 2016 without the presence of the Managing Director, Non Executive, Non Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

6. Familiarisation Program for Independent Directors

The Company has conducted the familiarization program for Independent Directors. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatize them with the processes, businesses and functionaries of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarization Program has been disclosed on the website of the Company at www.jainmarmo.com

General Body Meetings

i). Location and time for the last three Annual General Meetings.

| Year | Date | Venue | Time |
|--------------------------|------------|--|------------|
| 01.04.2014 to 31.03.2015 | 30.09.2015 | Hotel Nirwana Hometel, 4-D Villa, Khasa Kothi Circle, Station Road, JAIPUR (Raj.) - 302001 | 01.30 P.M. |
| 01.04.2013 to 31.03.2014 | 30.09.2014 | 47/10, Kiran Path, Mansarovar, Jaipur | 01.30 P.M. |
| 01.04.2012 to 31.03.2013 | 30.09.2013 | 47/10, Kiran Path, Mansarovar, Jaipur. | 11.30 A.M. |

No Special Resolution was passed through postal ballot.



7. Management

i. Management discussion and analysis

This is given as a separate chapter in this annual report.

ii. Disclosure of material transactions

Pursuant to the Regulations of SEBI (LODR), 2015, senior management have given disclosures to the Board that there are no material, financial and commercial transactions where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company.

8. Shareholders

Appointment/Reappointment

Appointment and/or re-appointment of Directors according to the Companies Act, 2013, at least two-third of the Board should consist of retiring Directors. of these, one-third is required to retire every year and, if eligible, may seek re-appointment by the shareholders.

Accordingly Mr. Sanjay Jain retires from Board by rotation this year and, being eligible, has offered her candidature for re-appointment. His candidature has been recommended by the Board, which in turn has recommended the same for approval of the shareholders.

Brief profile of the Director proposed to be re-appointed is given in the notice convening the ensuing Annual General Meeting of the Company.

9. Disclosures

i. Disclosures regarding materially significant related party transactions

No transaction of material nature has been entered into by the Company with its Promoters or Directors or management or relatives etc. that may have potential conflict with the interest of the Company.

ii. Disclosures regarding related party transactions

All transactions entered with the Related Parties and not materially significant were in the ordinary course of business and at arm's length. The policy on related party transactions is disclosed on the company's website www.Jainmarmo.com

iii. Disclosure of non-compliance by the Company

There was no non-compliance during the year and no penalties were imposed on the Company by the Stock Exchange, SEBI or any other statutory Authority. The Company obtained a certificate from the statutory auditor of the Company with respect to compliance with the conditions of corporate governance and annexed the certificate with the Directors' Report and sent the same to all the shareholders of the Company and to all the concerned Stock Exchanges along with the annual reports filed by the Company.

iv. Prevention of Insider Trading

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended till date on prevention of Insider Trading, the Company has a comprehensive code of conduct and the same is being strictly adhered by its management staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof.

The Company follows quiet periods (closure of trading window) prior to its publication of unpublished price sensitive information. During the quiet period, the Company has set up a mechanism where the management and relevant staff and business associates of the Company are informed not to trade in Company's securities.

The Company also affirms that no personnel have been denied access to the audit committee.

v. Code of conduct

In terms of SEBI (LODR) Regulations, 2015, the Company has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. The same has been posted on the Company's website. The Declaration by the Chairman and Managing Director of the Company forms part of this Report.

vi. Details of Compliance SEBI (LODR) Regulations, 2015

The Company has complied with the provisions of SEBI (LODR) Regulations, 2015.



vii. Vigil Mechanism and Whistle-Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy.

The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company.

viii. SCORES

SEBI Complaints Redress System (SCORES) Securities and Exchange Board of India (SEBI) administers a centralised web based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website www.scores.gov.in. It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal.

All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES or otherwise within 15 days of the receipt of the complaint.

10. Means of communication

The Quarterly and Half – yearly /Annual financial results are forthwith communicated to the BSE Limited (BSE) and The Calcutta Stock Exchange Association Ltd. (CSE). The Financial results and public Notices are also put up on Company's web site www.jainmarmo.com and for investors, the company has created a separate email id jainmarmo@gmail.com

- a) Management Discussion & Analysis is given as a part of Annual Report.
- b) Shareholders Information Section published as part of Annual Report under Corporate Governance Report.
- c) Information to Stock Exchange: all the required information's /developments are sent to Stock Exchanges where the shares of the Company are listed.

Publication of Financial results during FY 2015-16

| Quarter/Annual | Date of Board Meeting to approve the result | Date of Publication | English News Paper | Hindi News Paper |
|--------------------------|---|---------------------|--------------------|---------------------|
| Q1 | 13th August 2015 | 18.08.2015 | Financial Express | Dainik Young Leader |
| Q2 | 07th November 2015 | 10.11.2015 | Financial Express | Dainik Young Leader |
| Q3 | 13th February 2016 | 16.02.2016 | Financial Express | Dainik Young Leader |
| Q4 & Annual F.Y. 2014-15 | 21st May 2016 | 25.05.2016 | Financial Express | Dainik Young Leader |

No penalty / stricture were imposed on the Company during the last three years by the regulatory Authorities on capital markets.

11. SHAREHOLDER INFORMATION

i. Forth Coming Annual General Meeting

The forthcoming Annual General Meeting of the Members of Jain Marmo Industries Limited will be held at Country Inn & Suites by Carlson Khasa Kothi Cricle, M.I. Road Jaipur 302001 Rajasthan on Friday the 30th September 2016 at. 01.30 P.M.

ii. Financial Year of the Company

Financial year of the Company is 1st April 2015 to 31st March 2016.

iii. Date of Book Closure

Share Transfer Books of the Company will be closed from 27th September, 2016 to 30th September, 2016 (both days inclusive).

iv. Listing on Stock Exchange

- 1. The Bombay Stock Exchange Limited, 25th floor, P.J. Towers, Dalal street, Mumbai-400001.
- 2. The Calcutta stock Exchange Association Ltd.



ISIN of the Company

JAIN MARMO INDUSTRIES LIMITED- INE780Q01015

12. Market Price Data

| Month | High | Low |
|----------------|-------|-------|
| April 2015 | NA | NA |
| May 2015 | 13.23 | 12.00 |
| June 2015 | 22.56 | 13.89 |
| July 2015 | 15.90 | 12.50 |
| August 2015 | 13.82 | 12.51 |
| September 2015 | NA | NA |
| October 2015 | 14.46 | 13.74 |
| November 2015 | 13.75 | 13.75 |
| December 2015 | NA | NA |
| January 2016 | NA | NA |
| February 2016 | NA | NA |
| March 2016 | 14.00 | 13.75 |

Performance of share price of the company in comparison to the BSE SENSEX



13. Share transfer system

Shares lodged for transfer in the physical form at the Registered office mentioned above are normally processed at the earliest, but within the statutory time frame from the date of lodgment provided the documents are complete in all respects.

There are not any outstanding GDR/ADR/Warrants or any other convertible instrument.

Shareholding pattern by size as on March 31, 2016:

| Nominal value of equity shares held | No. of shareholders | % of shareholders | No. of Shares | % of capital |
|-------------------------------------|---------------------|-------------------|----------------|---------------|
| 1 to 5000 | 681 | 92.0270 | 132918 | 4.2458 |
| 5001 to 10000 | 13 | 1.7568 | 9500 | 0.3035 |
| 10001 to 20000 | 5 | 0.6757 | 7559 | 0.2415 |
| 50001 to 100000 | 3 | 0.4054 | 19850 | 0.6341 |
| Greater than 100000 | 38 | 5.1351 | 2960773 | 94.5753 |
| Total | 740 | 100.00 | 3130600 | 100.00 |

Share Holding pattern by ownership as on March 31, 2016:

| Name of the share Holders | No. of Shareholders | No. of Shares | % of Capital |
|-------------------------------|---------------------|----------------|---------------|
| Clearing Members | 1 | 255 | 0.0081 |
| Corporate Bodies | 5 | 246548 | 7.8754 |
| Body corporate (Promoter Co.) | 1 | 140000 | 4.4720 |
| Directors | 4 | 137830 | 4.4027 |
| Mutual Funds | 1 | 150000 | 4.7914 |
| Promoters | 10 | 1385720 | 44.2637 |
| Public | 718 | 1070247 | 34.1866 |
| Total | 740 | 3130600 | 100.00 |



14. Registrar and share Transfer Agent

The Company has appointed Bigshare Services Private Limited as its registrar and share transfer agent, to whom all shareholders communications regarding change of address, transfer of shares, change of mandate etc. should be addressed. The address of the RTA is as under:

Bigshare Services Private Limited

E-2/3, Ansa Industrial Estate
Saki Vihar Road, Sakinaka
Andheri (East) Mumbai - 400 072
Tel: 040-4043 0200
Fax No: 040-2847 5207
sanjay@bigshareonline.com

15. Share transfer system

Shares lodged for transfer in the physical form at the Registered office mentioned above are normally processed at the earliest, but within the statutory time frame from the date of lodgment provided the documents are complete in all respects. There are not any outstanding GDR/ADR/Warrants or any other convertible instrument.

16. Dematerialisation of shares and liquidity

The company's share are compulsorily traded in dematerialised form on BSE and 50.86% of the Company's equity share are in dematerialised mode as on 31st March, 2016

- i) Plant location – N.H. 8, Sukher, Udaipur (Raj.)
- ii) Address for Investor's communication –

Registered Office:

JAIN MARMO INDUSTRIES LTD
47/10 KIRAN PATH, MANSAROWAR
JAIPUR- 302020

Works:

JAIN MARMO INDUSTRIES LTD
N.H. 8, SUKHER, UDAIPUR
RAJASTHAN-313001

Jain Marmo
Industries Ltd.

For and on behalf of Board of Directors

For Jain Marmo Industries Ltd.

Place: Udaipur
Date: 06.09.2016

(Sanjay Jain)
(DIN: 01636670)
Whole Time Director

(Sidharth Jain)
(DIN: 01275806)
Managing Director



DECLARATION TO COMPLIANCE OF CODE OF CONDUCT

As required under the SEBI (LODR) Regulations, 2015, it is hereby declared that all the Board Members and senior management personnel have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2016.

For and on behalf of Board of Directors

For Jain Marmo Industries Ltd.

Place: Udaipur
Date: 06.09.2016

(Sanjay Jain)
(DIN: 01636670)
Whole Time Director

(Sidharth Jain)
(DIN: 01275806)
Managing Director



Jain Marmo
Industries Ltd.



Certification by Chief Executive Officer [CEO] and Chief Financial Officer [CFO] of the Company

To,
The Board of Directors,
JAIN MARMO INDUSTRIES LIMITED

We, the undersigned, in our respective capacities as Whole Time Director and Chief Financial Officer **JAIN MARMO INDUSTRIES LIMITED** hereby certify that:

A. We have reviewed Financial Statements and the Cash Flow Statement for the financial year 2015-2016 and that to the best of our knowledge and belief :

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, 2015-2016 which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept the responsibility for establishing and maintaining the internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee:

1. that there are no significant changes in internal control over financial reporting during the year;
2. that there are no significant changes in the accounting policies during the year; and
3. that there are no instances of significant fraud of which we have become aware.

Sanjay Jain

(DIN: 01636670)

CEO, Jain Marmo Industries Limited

Sandeep Porwal

(PAN NO. CKDPP7911G)

CFO, Jain Marmo Industries Limited

Place : Udaipur

Date : 06.09.2016

Jain Marmo
Industries Ltd.



Auditor Certificate on corporate Governance

A.BAFNA & CO.

Chartered Accountants

To,
The Members of
Jain Marmo Industries Limited

1. We have examined the compliance of conditions of Corporate Governance by Jain Marmo Industries Limited for the year ended on 31st March, 2016 as stipulated in Clause 49 of the Listing Agreement applicable for the period 1st April, 2015 to 30th November, 2015 and Regulation 17 to 27 whichever applicable, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 applicable for the period 1st December, 2015 to 31st March, 2016 of the said Company.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause and regulation as stated above. It is neither an audit nor an expression of opinion on the financial statement of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and Regulation 17 to 27 whichever applicable, clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the respective periods of applicability as specified in para 1 above during the year ended 31st March, 2016.
4. We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A. Bafna & Co.

Chartered Accountants

Jain Marmo
Industries Ltd.

(Vivek Gupta)
M. No. 400543
Partner

Place : Udaipur
Date : 21.05.2016

K-2 Keshav Path, C-Scheme, Jaipur – 302001

Tel. (0141) – 2372572, 2373873, 2375212, Fax (01410) –2363426



Independent Auditor's Report

To

The Members of

JAIN MARMO INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **JAIN MARMO INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.



Report on Other Legal & Regulatory Requirement

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. As required under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013, on the Internal Financial Control over Financial Reporting to the extent applicable, refer our separate report in Annexure II and
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The effect of pending litigations (if any) are disclosed by way of Note in the financial statements– Refer Note 37 to the financial statements;
 - ii. The Company did not have any long term contract including derivatives contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For A.Bafna & Company

Chartered Accountants

FRN: 003660C

(CA Vivek Gupta)

Partner

M.No. 400543

Date: 21th May 2016

Place: Udaipur

Jain Marmo
Industries Ltd.



Annexure I to the Independent Auditors' Report of Jain Marmo Industries Limited

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets, No material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the company.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of accounts.
- (iii) The Company has not granted loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'), hence clause (iii) (a), (b) & (c) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the Public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable
- (vi) According to the information & explanation given to us the company is not required to maintain cost accounts & records as per section 148(1) of companies Act, 2013.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues to the extent applicable have been regularly deposited during the year by the Company with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no pending dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, and duty of Custom, duty of Excise, Value Added Tax or Cess which are not deposited on account of dispute.



- (viii) The Company have not defaulted in repayment of dues to a financial institutions, banks or debenture holders during the year.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management during the year under review, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. To the best of our knowledge and belief and according to the Information and Explanation given to us, term loans availed by the company were prima facie applied by the company during the year for the purpose for which the loan were Obtained.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon

For A.Bafna & Company
Chartered Accountants
FRN: 003660C

(CA Vivek Gupta)
Partner
M.No. 400543
Date: 21th May 2016
Place: Udaipur



Annexure II to the Independent Auditors' Report of Jain Marmo Industries Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Standalone financial statements of the Company as of and for the year ended March 31, 2016, We have audited the internal financial controls over financial reporting of Jain Marmo Industries Limited (hereinafter referred to as "the Company"), which is a company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the company are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A.Bafna & Company

Chartered Accountants

FRN: 003660C

(CA Vivek Gupta)

Partner

M.No.: 400543

Date: 21th May 2016

Place: Udaipur



Jain Marmo
Industries Ltd.



JAIN MARMO INDUSTRIES LIMITED
BALANCE SHEET AS ON 31st MARCH 2016

| PARTICULARS | NOTES | <u>31.03.2016</u> | <u>31.03.2015</u> |
|---|-------|-------------------|-------------------|
| <u>EQUITY AND LIABILITIES</u> | | | |
| SHAREHOLDERS' FUNDS | | | |
| Share Capital | [3] | 31,306,000 | 31,306,000 |
| Reserves & Surplus | [4] | 7,159,323 | 5,588,383 |
| Total Shareholder's Fund | | 38,465,323 | 36,894,383 |
| <u>NON CURRENT LIABILITIES</u> | | | |
| Long-Term Borrowings | [5] | 1,091,588 | 2,235,968 |
| Deferred Tax Liabilities (Net) | [6] | 3,248,228 | 3,171,836 |
| Long Term Provision | [7] | 332,525 | 550,932 |
| Total Non Current Liabilities | | 4,672,341 | 5,958,736 |
| <u>CURRENT LIABILITIES</u> | | | |
| Short Term Borrowings | [8] | 16,168,595 | 13,763,396 |
| Trade Payable | [9] | 14,753,784 | 11,040,984 |
| Other Current Liabilities | [10] | 5,189,228 | 8,524,067 |
| Short Term Provision | [11] | 933,117 | 755,074 |
| Total Current Liabilities | | 37,044,724 | 34,083,521 |
| TOTAL | | 80,182,388 | 76,936,641 |
| <u>ASSETS</u> | | | |
| <u>NON CURRENT ASSETS</u> | | | |
| Fixed Assets | | | |
| Tangible Assets | [12] | 25,606,696 | 27,570,442 |
| Intangible Assets | | - | - |
| Capital Work in Progress | | 365,615 | 365,615 |
| Intangible Assets under development | | - | - |
| Non-Current Investments | [13] | 100,000 | 100,000 |
| Long-Term loans and advances | [14] | 1,164,400 | 1,133,756 |
| Total Non Current Assets | | 27,236,711 | 29,169,813 |
| <u>CURRENT ASSETS</u> | | | |
| Current Investments | | - | - |
| Inventories | [15] | 32,519,226 | 32,147,651 |
| Trade Recievable | [16] | 18,584,197 | 9,718,412 |
| Cash and Bank Balances | [17] | 296,380 | 5,014,182 |
| Short-term loans & advances | [18] | 1,445,546 | 664,316 |
| Other current assets | [19] | 100,328 | 222,267 |
| Total Current Assets | | 52,945,677 | 47,766,828 |
| TOTAL | | 80,182,388 | 76,936,641 |
| Contingent Liabilities & Commitments | [37] | | |
| Significant Accounting Policies | | | |
| & Notes to Financial Statements [1-40] | | | |

The accompanying notes are an integral part of the financial statements

AS PER AUDIT REPORT OF OUR EVEN DATE

For A. Bafna & Co.

Chartered Accountants

Firm Reg. No. 003660C

For and on behalf of the Board

For Jain Marmo Industries Limited

(Vivek Gupta)
Partner

M.No. 400543

Place: Udaipur

Date : 21.05.2016

Sanjay Jain
whole time Director

DIN:01636670

Sidharth Jain
Managing Director

DIN: 01275806

Sandeep Porwal
Chief Financial Officer

PAN . CKDPP7911G

Sachin Shah
Company Secretary

PAN .CFLPS2451B



JAIN MARMO INDUSTRIES LIMITED
STATEMENT OF PROFIT & LOSS A/C FOR THE PERIOD ENDED ON 31.03.2016

| PARTICULARS | NOTES | <u>31.03.2016</u> | <u>31.03.2015</u> |
|---|--------|-------------------|-------------------|
| Income | | | |
| Revenue from operations (gross) | [20] | 81,434,708 | 53,815,017 |
| LESS: Excise Duty | | 1,534,190 | 850,850 |
| Revenue from operations (Net) | | 79,900,518 | 52,964,167 |
| Other Income | [21] | 1,091,199 | 1,152,508 |
| TOTAL REVENUE (i) | | 80,991,717 | 54,116,675 |
| Expenses | | | |
| Cost of materials consumed | [22] | 54,838,336 | 30,454,710 |
| Purchase of Stock in trade | [23] | 4,340,803 | 3,197,054 |
| (Increase)/Decrease in inventories | [24] | (2,868,890) | (1,801,269) |
| Manufacturing expenses | [25] | 9,000,193 | 7,828,127 |
| Employee Benefit expenses | [26] | 4,098,350 | 3,964,925 |
| Finance Cost | [27] | 2,368,832 | 2,782,324 |
| Depreciation/Amortisation expenses | [12] | 1,982,244 | 1,859,348 |
| Other expenses | [28] | 4,917,321 | 4,251,753 |
| TOTAL EXPENSES (ii) | | 78,677,189 | 52,536,972 |
| Earnings before extraordinary items | | 2,314,528 | 1,579,703 |
| Prior Period Expenses | | 14,832 | - |
| Profit before Tax (PBT) | | 2,299,696 | 1,579,703 |
| Tax expenses of continuing operations | | | |
| Current Tax | | 652,365 | 505,587 |
| Deffered Tax Liabilities | | 76,392 | (11,885) |
| MAT Credit Recognised | | - | - |
| Profit / (loss) for the period from continuing operations | | 1,570,940 | 1,086,001 |
| Profit / (loss) for the period from discontinuing operations. | | - | - |
| Profit / (loss) for the period (Profit After Tax) | | 1,570,940 | 1,086,001 |
| Basic & Diluted Earning Per Share | [33] | 0.50 | 0.35 |
| Significant Accounting Policies | | | |
| & Notes to Financial Statements | [1-40] | | |

The accompanying notes are an integral part of the financial statements

AS PER OUR AUDIT REPORT OF EVEN DATE

For A. Bafna & Co.

Chartered Accountants

Firm Reg. No. 003660C

For and on behalf of the Board

For Jain Marmo Industries Limited

(Vivek Gupta)
Partner

M.No400543

Place: Udaipur
Date: 21.05.2016

Sanjay Jain
whole time Director
DIN:01636670

Sidharth Jain
Managing Director
DIN: 01275806

Sandeep Porwal
Chief Financial Officer
PAN . CKDPP7911G

Sachin Shah
Company Secretary
PAN .CFLPS2451B



JAIN MARMO INDUSTRIES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2015

| PARTICULARS | 31.03.2016 | 31.03.2015 |
|---|--------------------|--------------------|
| A: CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Profit before extraordinary items & tax as per Profit and Loss Account | 2,314,528 | 1,579,703 |
| Adjusted for: | | |
| Profit on Sale / Discard of Assets (net) | - | - |
| Depreciation and Amortisation Expense | 1,982,244 | 1,859,348 |
| Interest Income | (62,404) | (90,623) |
| Interest Paid | 2,166,999 | 2,282,067 |
| Prior Period Expenses | (14,830) | - |
| Operating Profit before Working Capital Changes | 6,386,538 | 5,630,495 |
| Adjusted for: | | |
| Trade and Other Receivables | (8,865,785) | (262,856) |
| Increase in working Capital | 2405199 | 1646823 |
| Inventories | (371,575) | (4,510,709) |
| Short Term Loans & Advances | (781,230) | 695,905 |
| Other current assets | 121,939 | (15,302) |
| Trade Payables Other Payables | 3,712,800 | 7,349,931 |
| Other Current Liabilities | (3,334,839) | 284,733 |
| Provisions (Short Term & Long Term) | (40,364) | 473,032 |
| Cash Generated from Operations | (7,67,317) | 11,292,054 |
| Taxes Paid | (652,365) | (505,587) |
| MAT Credit Recognized | - | - |
| Net Cash from Operating Activities | (1,419,682) | 10,786,467 |
| B: CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Purchase of Fixed Assets | (18,500) | (4,064,539) |
| Sale of Fixed Assets | - | - |
| Increase in Long term Loans and Advances | (30,644) | 806,333 |
| Increase/realization of FDR's (More Than 3 Months) | 3,621,398 | (2,121,398) |
| Interest Income | 62,404 | 90,623 |
| Net Cash (used in) Investing Activities | 36,34,658 | (52,88,981) |



C: CASH FLOW FROM FINANCING ACTIVITIES:

| | | |
|--|--------------------|--------------------|
| Receipt/(Repayment) of Borrowings | (1,144,380) | (2,753,456) |
| Dividends Paid (including dividend distribution tax) | | |
| Interest Paid | (2,166,999) | (2,282,067) |
| Net Cash (used in) / from Financing Activities | (3,311,379) | (5,035,523) |
| | | |
| Net Increase in Cash and Cash Equivalents | (1,096,403) | 461,963 |
| Opening Balance of Cash and Cash Equivalents | 1,392,784 | 930,821 |
| Closing Balance of Cash and Cash Equivalents | 2,96,380 | 1,392,784 |

AS PER OUR AUDIT REPORT OF EVEN DATE
For A. Bafna & Co.

Chartered Accountants
Firm Reg. No. 003660C

(Vivek Gupta)
Partner
M.No. 400543
Place: Udaipur
Date: 21st May, 2016



For and on behalf of the Board
Jain Marmo Industries Limited

| | | | |
|---|--|--|--|
| (Sidharth Jain) Managing Director DIN: 01275806 | (Sanjay Jain) Whole Time Director DIN:01636670 | (Sandeep Porwal) Chief Financial Officer PAN .CKDPP7911G | (Sachin Shah) Company Secretary PAN . CFLPS2451B |
|---|--|--|--|

Jain Marmo
Industries Ltd.



JAIN MARMO INDUSTRIES LIMITED

NOTES FORMING PART OF BALANCE SHEET FOR THE YEAR ENDED ON 31.03.2016

NOTE 1

Corporate Information

Jain Marmo Industries Limited is a limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in Mining, Manufacturing and Trading of Marble Blocks, Slabs & tiles.

NOTE 2

Basis of Preparation

The financial statements of the company have been prepared in accordance with Generally Accepted Accounting Policies in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous years.

Significant Accounting Policies

1. General

Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

2. Revenue Recognition

The company follow accrual system of accounting.

3. Fixed Assets

Fixed assets are stated at their original cost & inclusive of incidental and /or installation expense related to acquisition & installation of the concerned assets.

4. Depreciation

Depreciation on all Fixed Assets is provided on straight line method at per useful life of assets prescribed under Schedule II to the Companies Act, 2013.

5. Investments

All investment other than those specifically classified as current are considered as long-term investments. Long-term investments are carried at cost and current investments are carried at lower of cost or market price. Temporary diminution in the value of investments meant to be held for a long term is not recognized.

6. Valuation of Inventories

Raw Material : At Weighted average cost

Consumable & Fuel : At cost (FIFO)

Finished Goods : At lower of cost or net realizable value

Cost for the purpose of valuation of finished goods includes direct cost of material, Manufacturing expenses, Depreciation on Plant & Machinery, Factory Building and Cost of Sawing, Dressing etc.

7. Turnover

Sales include excise duty but does not include sales tax, freight & handling charges if any realized from customers.

8. Consumption

Consumption of consumable and fuels has been arrived at by adding purchases to opening stock and deducting closing stock there from.



9. Employee Benefits

(I) Short term employee benefits are recognized as expenses at the undiscounted amount in the Profit & Loss Account of the year in which the related service is rendered.

(II) Post employment and other long term employee benefits are recognized as an expenses in the profit & loss account for the year in which the employee has rendered service expect for leave encashment which is accounted for at the time of payment. The expense is recognize at the present value of the amount payable determined using actuarial valuation technique. Actuarial gains and loss in the respect of post employment and other long term benefits are charges to the profit & loss Account.

10. Royalty

Royalty is provided on the basis of dispatch.

11. Taxation

- a) Current tax is the provision made for income tax liability, if any on the profits in accordance with the provisions of the Income Tax Act, 1961
- b) Deferred tax is recognized, on timing differences, being the difference resulting from the recognition of items in the financial statement and in estimating current Income Tax Provision.
- c) Deferred Tax Assets are recognized on unabsorbed depreciation and on expenses not to be allowed on payment basis as per the Income Tax Act 1961.
- d) Deferred Tax Assets and Liabilities are measured using the tax rate and the tax law that have been enacted on the balance sheet date.

12. Foreign Currency Transaction

Transactions denominated in foreign currencies are normally recorded at exchange rate prevailing at the time of transaction. Foreign currency monetary items at the year end are reported using the closing rate. Exchange differences arising on the settlement of monetary items or on reporting the same at the closing rate as at the balance sheet date are recognized as income or expenses in the period in which they arise except in the case of liabilities incurred for the purpose of acquiring the fixed assets from out side India in which case such exchange differences are adjusted in the carrying amount of fixed assets.

13. Borrowing Costs

Borrowing cost attributable to the Fixed Assets during their construction/renovation and modernization are capitalized. such borrowing costs are apportioned on the average basic of capital work in progress for the year. other borrowing costs are recognized as an expenses in the which they are incurred.

14. Impairment of Assets

Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from continuing use of the assets and it eventual disposal. The impairment loss to be expensed is determined as the excess of the Carrying amount over the higher of the assets net sale price or present value. Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired.

15. Provisions, Contingent Liabilities and contingent Assets

Provision are recognized for liabilities that can be measured only be using a substantial degree of estimation, if

- a) the company has a present obligation as a result of a past event.
 - b) a probable outflow of resources is expected to settle the obligation and
 - c) the amount of the obligation can be reliably estimated.
- Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

Contingent Liability is disclosed in the case of

- a) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation.

- b) a possible obligation, unless the probability of outflow of resources is remote.

Contingent Assets are neither recognized nor disclosed.

16. Segment wise or product wise Performance

The Company manufactures and deals only in Marble, Stone and allied products and there are no reportable segment as per AS-17



JAIN MARMO INDUSTRIES LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2016

| | <u>31.03.2016</u> | <u>31.03.2015</u> | |
|---|-------------------------|----------------------|--------------------------|
| <u>NOTE 3 - SHARE CAPITAL</u> | | | |
| <u>AUTHORISED SHARE CAPITAL</u> | | | |
| 36,40,000 Equity Shares @ Rs. 10 each | 36,40,000 | 36,40,000 | |
| <u>ISSUED ,SUBSCRIBED & PAID UP CAPITAL</u> | | | |
| 31,30,600 Equity Shares @ Rs. 10 each | 31,30,600 | 31,30,600 | |
| | 31,30,600 | | |
| | 31,30,600 | 31,30,600 | |
| A. Reconciliation of the Shares Outstanding at the Beginning and at the end of the reporting period. | | | |
| At the beginning of the Period | 3,130,600 | 3,130,600 | |
| Add:- Issued during the Period | - | - | |
| Outstanding at the end of the period | 3,130,600 | 3,130,600 | |
| B. The Company has only one Class of Equity Shares having a par value of Rs. 10/- per shares. Each holder of equity shares is entitled to one vote per share. | | | |
| C. Shares Held By Each Shareholders Holding More Than 5% Shares As On 31.03.2016 | | | |
| S.No. | Name of the shareholder | <u>31.03.2016</u> | <u>31.03.2015</u> |
| | | <u>No. of Shares</u> | <u>% of Shareholding</u> |
| | | <u>No. of Shares</u> | <u>% of Shareholding</u> |
| 1 | Sh. Shrichand Jain | 544,870 | 17.40 |
| 2 | Sh. Prakash Chand Jain | 304,200 | 9.72 |
| 3 | Smt. Kanwari Devi Jain | 219,400 | 7.01 |
| 4 | Sh. Suresh Chand Jain | 221,170 | 7.06 |
| 5 | G.P.L.F. Pvt. Ltd. | 195,000 | 6.23 |
| | | 31,30,600 | 31,30,600 |
| <u>NOTE 4 - RESERVE AND SURPLUS</u> | | | |
| General Reserve | | - | - |
| SURPLUS/PROFIT & LOSS ACCOUNT | | | |
| Balance as per last financial statements | | 5,588,383 | 5,131,181 |
| Profit for the year | | 1,570,940 | 1,086,001 |
| Net Surplus in the statement of Profit & Loss | | 7,159,323 | 6,217,182 |
| Adjustment for Depreciation | | | (628,799) |
| Transfer to General reserve | | - | - |
| Total Reserve and Surplus | | 7,159,323 | 5,588,383 |



| | <u>31.03.2016</u> | <u>31.03.2015</u> |
|--|--------------------------|--------------------------|
| NOTE 5 - LONG TERM BORROWINGS | | |
| A) TERM LOANS | | |
| Secured Loan from Canara Bank | 7,70,979 | 1,889,884 |
| | 770,979 | 1,889,884 |
| B) LOAN AND ADVANCES FROM SHARE HOLDERS, DIRECTORS & ASSOCIATES. | | |
| LOANS-UNSECURED | | |
| From Related Parties | - | - |
| From Companies | 320,609 | 346,084 |
| From Others | - | - |
| | 320,609 | 346,084 |
| TOTAL LONG TERM BORROWINGS | | |
| | 1,091,588 | 2,235,968 |
| Amount Disclosed under the head Current maturities of long term borrowings & Hire Purchase Loans. | 1,293,008 | 4,704,515 |
| Note 5.1- Loan from Canara Bank for Plant and Machinery and Stock yard (Shed) carries interest @12.25% .The Loans are repayable in 60 monthly installments. | | |
| NOTE 6- Deferred Tax Liabilities (Net) | | |
| | 3,248,228 | 3,171,836 |
| | 3,248,228 | 3,171,836 |
| Note 6.1 | | |
| Particulars | <u>31.03.2016</u> | <u>31.03.2015</u> |
| Deferred Tax Liabilities | | |
| Difference in Books & IT Depreciation | 3,350,978 | 3,342,074 |
| Deferred Tax Assets | | |
| Difference in Books & IT Depreciation | | - |
| Expenses debited in P & L but to be allowed in Subsequent years in Income Tax. | 102,750 | 170,238 |
| Unabsorbed Depreciation / Loss | | |
| Net Deferred Tax Liabilities | 3,248,228 | 3,171,836 |
| NOTE 7 - Long Term Provisions | | |
| Provision for Gratuity | 332,525 | 550,932 |
| | 332,525 | 550,932 |
| NOTE 8 - SHORT TERM BORROWINGS | | |
| SECURED | | |
| FROM BANKS | | |
| Working Capital Loan | 16,168,595 | 13,763,396 |
| | 16,168,595 | 13,763,396 |



Note 8.1 Working Capital Borrowing from canara bank is secured by hypothecation of inventory i.e. Raw Materials, Stock in Process, Finished Goods, Stores & Spares and Book Debts (both present and future) and second charge on title documents of the land and building & hypothecation of plant & machinery situated at factory (udaipur) including uncalled capital etc. both present and future personally guaranteed by the Directors of the company. The same is repayable on demand and carries interest @ 11.45%.

NOTE 9 - TRADE PAYABLES

Sundry Creditors

| | | |
|-----------------------------|-------------------|-------------------|
| For Material | 11,873,034 | 9,371,379 |
| For Expenses | 2,880,750 | 1,669,605 |
| For Capital Goods | - | - |
| TOTAL TRADE PAYABLES | 14,753,784 | 11,040,984 |

Note :9.1 The Above Sundry Creditor for Expenses includes amount of Rs. 2862422/- and for Material includes Rs. 10535366/- from Related Parties.

NOTE 10- OTHER CURRENT LIABILITIES

| | | |
|--|------------------|------------------|
| Current maturities of long term borrowings & Hire Purchase Loans | 1,293,008 | 4,704,515 |
| Interest accrued but not due on borrowings | 7,894 | 34,943 |
| Other liabilities | 965,081 | 914,297 |
| Statutory Dues | 96,612 | 81,409 |
| Advances from Customers | 2,826,633 | 2,788,903 |
| | 5,189,228 | 8,524,067 |

NOTE 11 - SHORT TERM PROVISIONS

| | | |
|---------------------------------|----------------|----------------|
| Provision for Bonus & Ex-gratia | 280,752 | 249,487 |
| Provision for Income Tax | 652,365 | 505,587 |
| | 933,117 | 755,074 |

Jain Marmo
Industries Ltd.



NOTE 13- NON CURRENT INVESTMENTS

Non trade - Unquoted

Investment in Corporate Bodies. quoted, fully paid up

10000 equity shares of Siddhartha Poly Sacks (p) Ltd

of Rs 10/- each fully paid up

100,000 100,000

Total unquoted Cost

100,000 100,000

100,000 100,000

NOTE 14 - LONG TERM LOAN AND ADVANCES

Unsecured, considered Good

A) Capital Advances

175,000 196,000

B) Security Deposits - Unsecured considered good

989,400 937,756

1,164,400 1,133,756

NOTE 15 - INVENTORIES

(As taken ,valued & certified by the management)

A) Raw Material

13,756,412 15,445,197

B) Finished Goods

18,637,230 15,768,340

C) Stock-in-Trade

- -

D) Consumables, Stores & Spares

125,584 934,114

32,519,226 32,147,651

NOTE 15.1 - PARTICULARS OF INVENTORY

Finished Goods

Marble Blocks

182,658 182,658

Marble Slabs

18,454,572 15,585,682

Total

18,637,230 15,768,340

Trading Goods

Marble Slabs

- -

Total

- -

NOTE 16 - TRADE RECEIVABLES

Unsecured considered Good

A) Trade Receivables Outstanding for more than six months

2,238,144 3,323,403

B) Trade Receivables (Others)

16,346,053 6,395,009

18,584,197 9,718,412

Note 16.1 The above amount of Trade Receivables includes Rs. 3861829/- from related parties.



NOTE 17 - Cash & Bank Balances

A) Cash & Cash Equivalents

| | | |
|--|----------------|------------------|
| Cash in Hand | 238,157 | 1,144,353 |
| Balances with Banks | | |
| - Current Account | 58,223 | 248,431 |
| B) Other Bank Balances (More Than 3 Months) | | |
| FDRs with Bank | - | 3,621,398 |
| | 296,380 | 5,014,182 |

NOTE 18 - SHORT TERM LOAN AND ADVANCES

UNSECURED, CONSIDERED GOOD

| | | |
|---|------------------|----------------|
| Balance with Related Parties | - | 143,183 |
| Advances Recoverable in Cash or Kind | | |
| Cenvat , Input Tax Credit & Advance tax | 1,353,252 | 247,083 |
| Advances To Vendors | 19,235 | 99,570 |
| TCS & TDS Receivable | 73,059 | 79,078 |
| MAT Credit | - | 95,402 |
| | 1,445,546 | 664,316 |

NOTE 19- OTHER CURRENT ASSETS

| | | |
|------------------|----------------|----------------|
| Prepaid expenses | 100,328 | 222,267 |
| | 100,328 | 222,267 |

NOTE 20 - REVENUE FROM OPERATIONS

Sale of Products

| | | |
|---------------|------------|------------|
| Marble Blocks | 9,231,190 | 5,741,810 |
| Marble Slabs | 52,311,783 | 39,854,325 |

Sale of Products (Export)

| | | |
|---------------|------------|-----------|
| Marble Blocks | 1,064,000 | - |
| Marble Slabs | 18,295,986 | 7,227,991 |

Sale of Services

| | | |
|--|-------------------|-------------------|
| Other Operating Revenue | 531,749 | 990,891 |
| Revenue from operations (gross) | 81,434,708 | 53,815,017 |
| LESS: EXCISE DUTY | 1,534,190 | 850,850 |
| Revenue from operations (Net) | 79,900,518 | 52,964,167 |

NOTE 21 - OTHER INCOME

| | | |
|-------------------------------|------------------|------------------|
| Interest Income | 62,404 | 90,623 |
| Net Exchange Rate Fluctuation | 92,264 | 221,815 |
| Reversal of Gratuity | 218,407 | - |
| Discount Received | 470 | - |
| Misc. Balances Written-Off | 717,654 | 840,070 |
| | 1,091,199 | 1,152,508 |



NOTE 22 - COST OF RAW MATERIALS CONSUMED

| | | |
|-----------------------------|-------------------|-------------------|
| Opening Stock | 15,445,197 | 13,536,662 |
| Add: Purchases Less Returns | 53,149,551 | 32,363,245 |
| Less: Closing Stock | 13,756,412 | 15,445,197 |
| | 54,838,336 | 30,454,710 |

NOTE 22.1 - PARTICULARS OF RAW MATERIALS CONSUMED (Under Broad Heads)

| | | |
|---------------|-------------------|-------------------|
| Marble Blocks | 54,838,336 | 30,454,710 |
| | 54,838,336 | 30,454,710 |

NOTE 23 - PURCHASE OF STOCK IN TRADE

| | | |
|--------------------------------|------------------|------------------|
| Marble blocks, slabs and tiles | 4,340,803 | 3,197,054 |
| | 4,340,803 | 3,197,054 |

NOTE 24 - CHANGES IN INVENTORIES OF FINISHED GOODS , WIP

| | | |
|-----------------------------|--------------------|--------------------|
| Opening Stock | | |
| Finished Goods | 15,768,340 | 13,967,071 |
| | 15,768,340 | 13,967,071 |
| Less : Closing Stock | | |
| Finished Goods | 18,637,230 | 15,768,340 |
| | 18,637,230 | 15,768,340 |
| (Increase)/Decrease | (2,868,890) | (1,801,269) |

NOTE 25 - MANUFACTURING EXPENSES

| | | |
|---|------------------|------------------|
| Consumption of Stores, Spares & Consumables | 5,726,463 | 4,441,639 |
| Power & Fuel Expenses | 2,444,892 | 2,462,975 |
| Gas & Brazing Expenses | 68,755 | 30,104 |
| Tank Cleaning Charges | 229,616 | 189,300 |
| Royalty & Dead Rent Exp. | 96,040 | 96,040 |
| Repairs & Maintenance | | |
| - Plant & Machineries (Factory) | 428,727 | 571,010 |
| - Plant & Machineries (Mine) | 5,700 | - |
| Dumper running and Maintenance | - | 37,059 |
| | 9,000,193 | 7,828,127 |



NOTE 26 - EMPLOYEE BENEFIT EXPENSES

| | | |
|---|------------------|------------------|
| Wages & Allowances | 846,930 | 786,831 |
| Salary & Allowances | 1,581,197 | 1,467,888 |
| Director's Salary | 1,260,000 | 1,185,000 |
| Staff & Labour Welfare , Bonus Expenses | 280,752 | 249,487 |
| Gratuity | - | 167,541 |
| Contribution to PF, ESI etc. | 129,471 | 108,178 |
| | 4,098,350 | 3,964,925 |

26.1 Disclosure in term of AS-15 are as under:-

| | 2015-16 | 2014-15 |
|--|----------------|----------------|
| a) Defined contribution plan | | |
| Contribution to defined contribution plan recognised as expenses for the year 2015-16 are as under | | |
| Employer's contribution to Provident Fund | 91,397 | 69,375 |
| | 91,397 | 69,375 |

b) Defined benefit plan

The Employees Gratuity Scheme is a defined benefit Plan. The present value of obligation is determined based on actuarial valuation using the projected unit credit method is as under:-

Jain Marmo
Industries Ltd.



Defined benefit plans/compensated absences-As per actuarial valuation:

| | | Gratuity Liability | |
|-----|---|---------------------------|----------------|
| | | 2015-16 | 2014-15 |
| | Expenses recognised in the Statement of Profit & Loss for the year ended | | |
| I | | | |
| 1 | Current Service Cost | 95,113 | 71,202 |
| 2 | Interest on obligation | 42,339 | 34,175 |
| 3 | Expected return on plan assets | - | - |
| 4 | Past Service Cost | - | - |
| 5 | Net Actuarial(Gains)/Losses | (355,859) | 62,164 |
| | Total expenses | (218,407) | 167,541 |
| II | Net Asset/(Liability) recognised in the Balance Sheet as at 31.03.2016 | | |
| 1 | Present value of Defined Benefit Obligation | 332,525 | 550,932 |
| 2 | Fair value of plan assets | - | - |
| 3 | Funded status[Surplus/(Deficit)] | (332,525) | (550,932) |
| 4 | Net asset/(Liability) | (332,525) | (550,932) |
| III | Change in obligation during the year ended | | |
| 1 | Present value of Defined Benefit Obligation at beginning of the year | 550,932 | 383,391 |
| 2 | Current Service Cost | 95,113 | 71,202 |
| 3 | Interest Cost | 42,339 | 34,175 |
| 4 | Plan amendment cost | - | - |
| 5 | Actuarial(Gains)/Losses | (355,859) | 62,164 |
| 6 | Benefits Payments | - | - |
| 7 | Present value of Defined Benefit Obligation at the end of the year. | 332,525 | 550,932 |
| IV | Change in Assets during the year ended | | |
| 1 | Plan assets at the beginning of the year | - | - |
| 2 | Expected return on plan assets | - | - |
| 3 | Contributions by Employer | - | - |
| 4 | Actual benefits paid | - | - |
| 5 | Actuarial Gains/(Losses) | - | - |
| 6 | Plan assets at the end of the year | - | - |
| V | Actuarial Assumptions: | | |
| 1 | Discount Rate | 7.90% | 7.80% |
| 2 | Expected rate of return on plan assets | N.A. | N.A. |
| 3 | Mortality | - | - |
| 4 | Turnover rate : | | |
| | Staff | 5% of all ages | 5% of all ages |
| | Worker | 1% of all ages | 1% of all ages |
| 5 | salary escalator | 6.00% | 6.00% |
| 6 | Maximum limit | 10.00 lacs | 10.00 lacs |



NOTE 27 - FINANCE COSTS

| | | |
|----------------------------------|------------------|------------------|
| Interest On Car Loan | 12,469 | 48,442 |
| Interest On Term Loan | 355,191 | 566,350 |
| Interest On Unsecured Loan | 27,252 | 106,274 |
| Interest On Working Capital Loan | 1,772,087 | 1,561,001 |
| Interest on Income Tax | - | 17,657 |
| Interest Other | 912 | 268,397 |
| Finance Charges | 46,804 | 1,650 |
| Bank Charges & Commission | 154,117 | 212,553 |
| | 2,368,832 | 2,782,324 |

NOTE 28 - OTHER EXPENSES

A) ADMINISTRATIVE EXPENSES

| | | |
|---------------------------------|-----------|---------|
| Advertisement | 155,226 | 142,484 |
| AGM Expenses | 8,959 | - |
| Auditor's Remuneration | 143,750 | 75,000 |
| Audit Reimbursement Expenses | - | 6,021 |
| Business Promotion | - | 90,731 |
| Director's Travelling Expenses | 2,098,929 | 793,357 |
| EMF | - | 23,117 |
| Exchange Rate Diff. | 22,499 | - |
| Fees, Subscription & Membership | 47,150 | 42,262 |
| Freight charges | - | 80,000 |
| Internal Audit Fee | 10,000 | - |
| Import Licence Fee | 30,650 | 50,000 |
| Insurance Expenses | 197,329 | 192,098 |
| Interest on Excise Duty | 110 | - |
| Interest On Income Tax | 43,732 | - |
| Interest On TDS | 176 | - |
| Lease Rent | 834 | 834 |
| Legal & Professional Expenses | 683,486 | 237,148 |
| Listing Fees | 230,815 | 38,456 |
| Miscellaneous Expenses | 4,615 | 5,014 |
| Office Rent | 12,000 | 12,000 |
| Postage & Courier | 23,883 | 16,442 |
| Processing Fee (BSE Listing) | - | 500,000 |
| Printing & Stationery | 56,109 | 37,396 |
| Registration & Filling Fees | 23,844 | 19,400 |
| Rent, Rates & Taxes | 25,400 | 252,070 |
| Repair & Maintenance Others | 109,808 | 80,561 |
| Service Tax Expenses | 137,962 | 84,545 |
| Travelling Expenses | 168,809 | 16,816 |





| | | |
|--|------------------|------------------|
| Telephone Expenses | 240,412 | 167,841 |
| Vehicle Exp - Running, Repairs & Maintenance | 440,834 | 1,249,240 |
| | 4,917,321 | 4,212,833 |

B) SELLING & DISTRIBUTION EXPENSES

| | | |
|-------------------|---|---------------|
| Discount on Sales | - | 16,914 |
| Quality Claim | - | 22,006 |
| | - | 38,920 |

| | | |
|--------------|------------------|------------------|
| TOTAL | 4,917,321 | 4,251,753 |
|--------------|------------------|------------------|

NOTE 29 - Value of Imported & Indigenous Material Consumed

| | 31.03.2016 | | 31.03.2015 | |
|------------------------------|-------------------|------------------|-------------------|------------------|
| | Amount | % of Consumption | Amount | % of Consumption |
| Raw Materials | | | | |
| Imported | 45,743,320 | 83.41 | 26,437,919 | 86.81 |
| Indigenous | 9,095,017 | 16.59 | 4,016,791 | 13.19 |
| Total | 54,838,337 | 100.00 | 28,093,084 | 100.00 |
| Stores, Spares & Consumables | | | | |
| Imported | - | - | - | - |
| Indigenous | 5,726,463 | 100.00 | 4,441,639 | 100.00 |
| Total | 5,726,463 | 100.00 | 4,441,639 | 100.00 |
| Capital Goods | | | | |
| Imported | - | - | - | - |
| Indigenous | - | - | - | - |
| Total | - | - | - | - |



NOTE 30 - Value of Imports on CIF Basis in Respect of :

| | | |
|----------------------------------|-------------------|-------------------|
| (A) Raw Materials | 36,411,275 | 22,241,766 |
| (B) Stores, Spares & Consumables | - | - |
| (C) Capital Goods | - | - |
| Total | 36,411,275 | 22,241,766 |

NOTE 31 - Particulars of Payment to Auditors

| | | |
|---|----------------|---------------|
| Audit Fee (Including Service Tax) | 132,250 | 67,416 |
| Tax Audit Fees (Including Service Tax) | 11,500 | 16,854 |
| | 143,750 | 84,270 |

NOTE 32 - Expenditure in Foreign Currency

| | | |
|------------------------|-------------------|-------------------|
| Foreign Travelling | 832,138 | 501,232 |
| Import of Raw Material | 34,893,061 | 20,912,969 |
| | 35,725,199 | 21,414,201 |

NOTE 33 - Earnings Per Share

| | | |
|---|-------------|-------------|
| No. of Equity Shares (Weighted Average) | 3,130,600 | 3,130,600 |
| Profit After Tax | 1,570,940 | 1,086,001 |
| Earning Per Share (Basic & Dilutive) | 0.50 | 0.35 |



Note 34 : Related party disclosure as per AS-18

| (I) Parties where the control/significant influence exist | 2015-2016 | 2014-2015 |
|--|------------------|------------------|
| | NIL | NIL |

(II) Other with whom transaction has taken place during the year

(A) Key Management Personals

| | |
|-----------------------|-------------------------|
| 1. Mr. Sanjay Jain | Whole Time Director |
| 2. Mr. Sidharth Jain | Managing Director |
| 3. Mr. Sandeep Porwal | Chief Financial officer |
| 4. Mr. Sachin Shah | Company Secretary |

(B) Relatives

| | |
|---------------------|-------------------------|
| 1. Mr. Sandeep Jain | Director's Brother |
| 2. Mrs. Neetu Jain | Director's Brother Wife |
| 3. Mrs. Pooja Jain | Director Wife |

(C) Enterprises which controlled by Key Management personals & their relatives

| | |
|---------------------------------|---|
| 1. Bhikshu Minerals pvt. Ltd. | Director is the director |
| 2. S.C. Jain & Brothers | Director's Father is Proprietor of the firm |
| 3. Jain Marbles | Director's Father is Partner |
| 4. Omega Stones | Brother of director is proprietor |
| 5. Omega Marmo stones pvt. Ltd. | Director is the director |
| 6. LCJ Finance Pvt. Ltd. | Director's Brother is Director |

(III) Following are the transaction with related parties

| | 2015-2016 | 2014-2015 |
|------------------------------------|------------------|------------------|
| Bhikshu Minerals Pvt. Ltd. | | |
| Purchase | 5,084,414 | 2,029,813 |
| Diesel Transfer | 376,859 | 104,107 |
| Sales | 1,944,056 | 1,743,135 |
| Omega Marmo Stones Private Limited | | |
| Purchase | 445,226 | 994,390 |
| Diesel Transfer | 544,111 | 104,107 |
| Sales | 21,374,839 | 12,849,392 |
| O/s Balance as on year end | 3,351,071 | 1,191,074 |
| S.C. Jain & Bros. | | |
| Purchase | 4,634,549 | 3,866,668 |
| Diesel Transfer | 1,923,590 | 437,401 |



| | | |
|--|-----------|-----------|
| Sales | 3,169,664 | 850,824 |
| Freight Income | - | 301,921 |
| LCJ Finance Private Limited | | |
| Interest on U/L | 27,252 | 24,528 |
| O/s Balance as on year end | 320,609 | 346,084 |
| Omega Stones | | |
| Sales | 1,424,073 | 794,435 |
| O/s Balance as on year end | 402,612 | - |
| Jain Marbles | | |
| Sales | 351,043 | 141,003 |
| O/s Balance as on year end | 108,146 | 1,480,082 |
| Jain Marble Export | | |
| O/s Balance as on year end | 1,065,050 | 1,065,050 |
| Sidhartha Marble & Granite Private Limited | | |
| Sales | - | 1,010,410 |
| O/s Balance as on year end | - | 1,010,410 |
| Key Management Personnel and their relatives | | |
| a) Mr. Sanjay Jain | | |
| Remunration | 900,000 | 900,000 |
| b) Mr. Sidharth Jain | | |
| Remunration | 360,000 | 285,000 |
| c) Mr. Sachin Shah | | |
| Salary | 129,419 | - |
| d) Mr. Sandeep Porwal | | |
| Salary | 228,000 | 175,500 |
| c) Mr. Sandeep Jain | | |
| Salary | 450,000 | 420,000 |
| d) Mrs. Neetu Jain | | |
| Salary | 240,000 | 240,000 |
| e) Mrs. Pooja Jain | | |
| Salary | 240,000 | 240,000 |





Note 35 In line with the notification dated 31st March, 2009 issued by The Ministry of Corporate Affairs, amending Accounting Standard AS11 –‘Effects of Changes in Foreign Exchange Rates’, the Company has chosen to exercise the option under paragraph 46 inserted in the standard by the notification. Accordingly, the company has adjusted the foreign currency exchange differences on amounts outstanding for acquisition of fixed assets, to the carrying cost of fixed assets.

Note 36 Debit & Credit Balances appearing under Sundry Debtors, Advance Receivables in Cash or in Kind , Unsecured Loans, Sundry Creditors are subject to confirmation & reconciliation. Adjustment, if any, in these accounts will be made as & when finally reconciled & confirmed. Trade Receivables & Trade Payables have been taken at their Book Value after making necessary adjustment on account of foreign exchange fluctuation except in cases of some old balances lying in account.

NOTE 37 - Contingent Liabilities & Commitments

NIL

NOTE 38 - The Government of India has promulgated “The Micro, Small & Medium Enterprises Development Act” 2006 which came into force w.e.f. October 2, 2006. The Company is required to identify the Micro & Small Enterprises & pay them interest on overdue beyond the specified period irrespective of the terms agreed with the enterprises. The Company has initiated the process of identification of such suppliers. In view of no. of suppliers & no. receipt of critical inputs & response from several such potential parties, the liability of interest can neither be reliably estimated nor any required disclosure can be made. Accounting in this regard will be carried out after process is complete and reliable estimate can be made in this regard. Since the Company is regular in making payments to all suppliers, the management does not anticipate any significant interest liability.

NOTE 39- Previous year figures have been rearranged / regrouped wherever considered necessary.

NOTE 40 - Figures are rounded off to the nearest rupee.

For A. Bafna & Co.

Chartered Accountants

Firm Reg. No. 003660C

For and on behalf of the Board

For Jain Marmo Industries Limited

(Vivek Gupta)

Partner

M.No. 400543

Place: Udaipur

Date: 21.05.2016

Sanjay Jain

whole time Director

DIN:01636670

Sidharth Jain

Managing Director

DIN:01275806

Sandeep Porwal

Chief Financial Officer

PAN. CKDPP7911G

Sachin Shah

Company Secretary

PAN: CFLPS2451B

Jain Marmo
Industries Ltd.



Jain Marmo Industries Limited
Regd. Office: 47/10, Kiran Path, Mansarovar, Jaipur – 302020
35TH ANNUAL GENERAL MEETING
 CIN: L14101RJ1981PLC002419

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Joint shareholders may obtain additional slip at the venue of the meeting

| | |
|--------------------------|--|
| Name of Member/ Proxy | |
| Registered Address | |
| DP ID No. | |
| Folio No. /Client ID No. | |
| No. of Share held | |

I certify that I am a registered Member/Proxy for the Registered Member of the Company. I hereby record my presence at the 35TH Annual General Meeting of the Company held on Friday, September 30, 2016 at 1.30 P.M. at **Country Inn & Suites by Carlson Khasa Kothi Cricle, M.I. Road Jaipur 302001**

Name of Shareholder/proxy

Signature of the Member/Proxy

Note:-

1. A member/proxy attending the meeting must complete this Attendance Slip and hand it over at the entrance duly signed.
2. Member intending to appoint a proxy should complete the Proxy Form as below and deposit it at the Company's registered Office not later than 48 hours before the commencement of the meeting.



Jain Marmo Industries Ltd.



JAIN MARMO INDUSTRIES LIMITED
Regd. Office: 47/10, Kiran Path, Mansarovar, Jaipur – 302020
35TH ANNUAL GENERAL MEETING
 CIN: L14101RJ1981PLC002419

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
 Companies (Management and Administration) Rule, 2014]

Name of the Member (s) :

Registered Address :

E-mail ID :

Folio No/Client ID No. :

DP ID :

I/We, being the members(s) of _____ shares of Jain Marmo Industries Limited, hereby appoint:

1) Name: _____ Address: _____

E-mail id: _____ Signature: _____ or failing him;

2) Name: _____ Address: _____

E-mail id: _____ Signature: _____ or failing him;

3) Name: _____ Address: _____

E-mail id: _____ Signature: _____ or failing him;

As my/our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 35th Annual General Meeting of the Company to be held on Friday, September 30, 2016 at 1.30 P.M. Country Inn & Suites by Carlson Khasa Kothi Circle, M.I. Road Jaipur 302001 and at any adjournment thereof in respect of such resolutions as are indicated below :

| Resolution No. | Resolutions | Optional* | |
|---------------------------|---|-----------|---------|
| | | For | Against |
| Ordinary Business: | | | |
| 1 | Receive, consider and adopt the Directors' Report and Audited Balance Sheet as at 31st March, 2016, statement of Profit & Loss Account and cash Flow statement for the year ended on that date together with the Auditors' Report thereon | | |
| 2 | Appoint a director in place of Mr. Sanjay Jain, who retires by rotation and being eligible, seeks re-appointment. | | |
| 3 | Ratify the appointment of M/s. A. Bafna & Co., Jaipur, and Chartered Accountants as the Statutory Auditors of the Company. | | |

Signed this _____ day of _____ 2016

AFFIX
Rs. 1/-
REVENUE
STAMP

Name of Shareholder

Signature of the Proxy

Signature

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Jain Marmo Industries Ltd.



Jain Marmo Industries Ltd.



Jain Marmo Industries Ltd.

Registered Office 47/10, Kiran Path, Mansarovar, Jaipur, Rajasthan-302020

Corporate Office N.H.8, Sukher, Udaipur, Rajasthan-313004

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