

ANIL SOMANI & ASSOCIATES
Company Secretaries

B-4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhuban
Email Id: corporatesolutions14@gmail.com, (M) 99166613876

Scrutinizer's Report

To,
The Chairman,
Inani Marbles & Industries Limited
F-17 & 58, RIICO Ind. Area, Chittorgarh (Raj)-312001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-Voting and poll for 22nd Annual General meeting of Equity Shareholders held on Friday, 30th September, 2016.

Pursuant to the resolution passed by the Board of Directors of Inani Marbles & Industries limited (hereinafter referred to as "company") on Saturday, 13th August, 2016, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 22nd Annual General meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the 22nd AGM of the members of the company.

To enable wider participation of equity shareholders, pursuant to the provisions of section 108 of the companies Act, 2013 and rules framed thereunder vide The companies (Management and administration) Rules, 2014 including The companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on Recognized stock exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meeting or through postal ballot. Since the company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The company accordingly made arrangements with the system provider Central Depository Services Limited (herein after referred as "CDSL"), depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, M/s Ankit Consultancy Pvt. Ltd. (herein after referred as "RTA") to set up the e-voting facility on the CDSL e-voting Website <https://www.evotingindia.com>.

The company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 13th August, 2016. The member of the company as on the cut-off date i.e. 23rd September, 2016 were entitled to vote on the resolutions contained in the notice to the 22nd AGM of the members of the company.

REFERENCE TO THE COMPANIES ACT, 2013	TYPE AND DESCRIPTION OF THE RESOLUTION
1) Ordinary Resolution: Adoption of Audited Financial Statement	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 st March, 2016 and Statement of Profit and Loss Account of the Company for the year ended on the same date together with the Report of Board of Directors and Auditors thereon.
2) Ordinary Resolution: Declaration of Dividend on Equity Shares for the year 2015-16	To declare dividend @ 5% for the year ended 31st March, 2016
3) Ordinary Resolution: Appointment of Director, liable to retire by rotation	To appoint a Director in place of Shri Harish Kumar Inani (DIN 00219679) who retires by rotation and being eligible, offers himself for reappointment.
4) Ordinary Resolution: Ratification of Appointment of Statutory Auditors	Ordinary Resolution under section 139, 142 and all other applicable provision, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 M/s Nyati Mundra & Co. Chartered Accountants vide ICAI Firm Reg. No. 008153C and M/s Mahesh C. Solanki & Co., Chartered Accountants vide ICAI Firm Reg. No. 06220C, the Retiring Auditors of the Company, be and are hereby reappointed as the Statutory Auditors of the Company for the Financial Year 2016-17 on such remuneration as may be fixed by the Board.
Special Business	
5) Ordinary resolution: Sub-division of Equity Shares of the company.	Pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactment thereof for the time being in force), and in accordance with Article 55 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of Rs. 10/- (Rupees Ten only) into 5(Five) Equity Shares of Face value of Rs. 2/- (Rupee Two only) each fully paid-up and consequently, the Authorized Share Capital of the Company of Rs. 10,00,00,000/- (Rupees Ten Crores only) would comprise of 5,00,00,000 (Five Crores) Equity Shares of Rs. 2/- (Rupee Two only) each with effect from the "Record Date" to be determined by the Board for this purpose.
6) Ordinary Resolution: Amendment of Clause V of Memorandum Of Association of the company.	Pursuant to the provisions contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or re-enactment thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V and by substitution thereof by the following clause: 'V. The Authorized Shares Capital of



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the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 5,00,00,000 (Five Crores only) Equity Shares of Rs. 2/- (Rupee Two) each, with the rights, privileges and conditions attached thereto as are provided by regulations of the Company for the time being in force, with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

Further to the above, I submit my report as under:-

- 1) As confirmed by management, the AGM notice dated 13th August, 2016 under section 101 of the companies act, 2013 was dispatched to 1175 (One Thousand One Hundred Seventy Five) shareholders by registered post, courier and electronic means via e-mail respectively on or before 01st September, 2016.
- 2) As stated in sub rules 4 of rule 20 of the companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of the (Management and Administration) Rules, 2014 an advertisement was published by the company on 03rd September, 2016 in "Times of India" English newspaper and on 03rd September, 2016 in "Jannayak", vernacular newspaper, informing about the completion of the dispatch of the AGM notices, by means of registered post, courier and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period remained open from Tuesday, 27th September, 2016 at 9.00 a.m. and ended on Thursday, 29th September, 2016, at 5.00 p.m.
- 4) The members of the company as on the cut-off date i.e. Friday, 23rd September, 2016 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and the votes cast through remote e-voting were unblocked next day in the presence of 2 witnesses who are not in the employment of the company.
- 6) The total number of fully paid up shares of the company outstanding as on 23rd September, 2016 were 3252500 As on cut-off date, out of 1175 shareholders, 10 shareholder has exercised their, votes through remote e- voting and 16 (Sixteen) shareholders has exercised their vote through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below.

Item no.1: Ordinary Resolution for adoption of Audited Balance Sheet of the Company as at 31st March, 2016 and Statement of Profit and Loss Account of the Company for the year ended on the same date together with the Report of Board of Directors and Auditors thereon.

Total No. of shareholders	1175		
Total No. of shares	3252500		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	1463882
Total votes cast through polling at AGM	B	16	167774
Grand Total of remote e-voting /polling at AGM (A+B)	C	26	1631656
Less: Invalid remote e-voting/polls at AGM* (on account of for /against option not indicated)	D	0	0
Net remote e-voting/polling at AGM(c-d)	E	26	1631656

NOTES:

1. Invalid voting was not taken into account for counting of votes.
2. Votes cast in favour or against have been considered on the basis of the number of shares held as on the date reckoned for the purpose of the polling or the number of shares mentioned in the polling whichever is less.

SUMMARY OF VOTING:



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Promoter/ public	No. of Share held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of votes in Favour (4)	No. of votes against (5)	% of votes in Favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	1948642	1474350	75.66%	1474350	0	100%	0
Public institutional holders	900	0	0	0	0	0	0
Public- others	1302958	157306	12.07%	175106	0	100%	0
Total	3252500	1631656	50.17%	1631656	0	100%	0

Percentage of votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 129 of the companies Act, 2013 as set out in the notice of AGM dated 13th August, 2016 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Item No.2: Ordinary resolution for declaration of Dividend on Equity shares for the year 2015-16.

Total No. of shareholders	1175		
Total No. of shares	3252500		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	1463892
Total votes cast through polling at AGM	B	16	167774
Grand Total of remote e-voting /polling at AGM (A+B)	C	26	1631656
Less: Invalid remote e-voting/polls at AGM* (on account of for /against option not indicated)	D	0	0
Net remote e-voting/polling at AGM(c-d)	E	26	1631656

NOTES:

1. Invalid voting was not taken into account for counting of votes.
2. Votes cast in favour or against have been considered on the basis of the number of shares held as on the date reckoned for the purpose of the polling or the number of shares mentioned in the polling whichever is less.

SUMMARY OF VOTING:

Promoter/ public	No. of Share held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in Favour (4)	No. of votes against (5)	% of votes in Favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	1948642	1474350	75.66%	1474350	0	100%	0
Public institutional holders	900	0	0	0	0	0	0
Public-others	1302958	157306	12.07%	175106	0	100%	0
Total	3252500	1631656	50.17%	1631656	0	100%	0



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Percentage of votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 123 of the companies Act, 2013 as set out in the notice of AGM dated 13th August, 2016 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Item no.3: Ordinary Resolution for Appointment of Director, liable to retire by rotation

Total No. of shareholders	1175		
Total No. of shares	3252500		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	1463882
Total votes cast through polling at AGM	B	16	167774
Grand Total of remote e-voting /polling at AGM (A+B)	C	26	1631656
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	0	0
Net remote e-voting/polling at AGM(C-D)	E	26	1631656

NOTES:

1. Invalid voting was not taken into account for counting of votes.
2. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the polling or the number of shares mentioned in the polling whichever is less.

SUMMARY OF VOTING:

Promoter/public	No. of Share held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of votes against (5)	% of votes in Favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	1948642	1474350	75.66%	1474350	0	100%	0
Public institutional holders	900	0	0	0	0	0	0
Public-others	1302958	157306	12.07%	175106	0	100%	0
Total	3252500	1631656	50.17%	1631656	0	100%	0

Percentage of votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 152 of the companies Act, 2013 as set out in the notice of AGM dated 13th August, 2016 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.



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Item No.4: Ordinary Resolution for Ratification of Appointment of statutory Auditors

Total No. of shareholders	1175		
Total No. of shares	3252500		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	1463882
Total votes cast through polling at AGM	B	16	167774
Grand Total of remote e-voting /polling at AGM (A+B)	C	26	1631656
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	0	0
Net remote e-voting/polling at AGM(c-d)	E	26	1631656

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the polling or the number of shares mentioned in the polling whichever is less.

SUMMARY OF VOTING:

Promoter/public	No. of Share held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of votes against (5)	% of votes in Favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)-[(5)/(2)]*100
Promoter and promoter group	1948642	1474350	75.66%	1474350	0	100%	0
Public institutional holders	900	0	0	0	0	0	0
Public-others	1302958	157306	12.07%	175106	0	100%	0
Total	3252500	1631656	50.17%	1631656	0	100%	0

Percentage of votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 139 of the companies Act, 2013 as set out in the notice of AGM dated 13th August, 2016 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Item No. 5: Ordinary resolution for Sub-division of Equity Shares of the company.

Total No. of shareholders	1175		
Total No. of shares	3252500		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	1463882
Total votes cast through polling at AGM	B	16	167774
Grand Total of remote e-voting /polling at AGM (A+B)	C	26	1631656
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	0	0
Net remote e-voting/polling at AGM(c-d)	E	26	1631656



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NOTES:

1. Invalid voting was not taken into account for counting of votes.
2. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the polling or the number of shares mentioned in the polling whichever is less.

SUMMARY OF VOTING :

Promoter/public	No. of Share held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $(3) = \frac{(2)}{(1)} * 100$	No. of votes in Favour (4)	No. of votes against (5)	% of votes in Favour on votes polled $(6) = \frac{(4)}{(2)} * 100$	% of against on votes polled $(7) = \frac{(5)}{(2)} * 100$
Promoter and promoter group	1948642	1474350	75.66%	1474350	0	100%	0
Public institutional holders	900	0	0	0	0	0	0
Public-others	1302958	157306	12.07%	175106	0	100%	0
Total	3252500	1631656	50.17%	1631656	0	100%	0

Percentage of votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 148 of the companies Act, 2013 as set out in the notice of AGM dated 13th August, 2016 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Item No.6: Ordinary Resolution for Amendment of Memorandum Of Association of the company.

Total No. of shareholders	1175		
Total No. of shares	3252500		
E-voting period	27 th September, 2016 to 29 th September, 2016		
Total votes cast through remote e-voting	A	10	1463882
Total votes cast through polling at AGM	B	16	167774
Grand Total of remote e-voting /polling at AGM (A+B)	C	26	1631656
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	0	0
Net remote e-voting/polling at AGM(c-d)	E	26	1631656

NOTES:

1. Invalid voting was not taken into account for counting of votes.
2. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the polling or the number of shares mentioned in the polling whichever is less.



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SUMMARY OF VOTING :

Promoter/public	No. of Share held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of votes against (5)	% of votes in Favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	1948642	1474350	75.66%	1474350	0	100%	0
Public institutional holders	900	0	0	0	0	0	0
Public-others	1302958	157306	12.07%	175106	0	100%	0
Total	3252500	1631656	50.17%	1631656	0	100%	0

Percentage of votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 196 of the companies Act, 2013 as set out in the notice of AGM dated 13th August, 2016 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

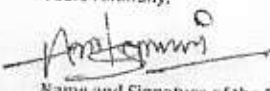
I further report that as per the notice dated 13th August, 2016 the chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the company's website www.ananiamarbles.com and on the website of CDSL and shall also be communicated to the stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through polling at AGM, which includes all the particulars of the shareholders such as the name, folio number /DPID/client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the chairman /company secretary of the company.

The report may be treated as a report under section 109 of the companies Act, 2013 and rule 21(2) of the companies (Management and Administration) Rules 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully,


Name and Signature of the Scrutinizer
Anil Somani & Associates
Anil Kumar Somani
Practicing Company Secretary
COP: 13379



Date : 01.10.2016
Place : Bhiwara