

**NOTICE CONVENING THE 26<sup>th</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF INANI MARBLES & INDUSTRIES LIMITED**

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of Inani Marbles & Industries Limited will be held on Wednesday, December 30, 2020 at 11.00 a.m. (IST) through video conferencing ("VC"), to transact the following business: -

**ORDINARY BUSINESS:**

**Item No. 1.** To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2020 and Statement of Profit & Loss Account of the Company for the year ended on the same date together with the Report of Board of Directors and Auditors thereon.

**Item No. 2.** To declare dividend @ 2% for the year ended 31<sup>st</sup> March, 2020.

**Item No. 3.** To appoint a Director in place of Shri Rajesh Kumar Inani (DIN 00410591) who retires by rotation and being eligible, offers himself for reappointment.

**SPECIAL BUSINESS**

**Item No. 4. To re-appoint Shri Suresh Kumar Inani (DIN No. 00219702) as Managing Director of the Company.**

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

**"RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the members be and is hereby accorded to re-appointment and terms of the remuneration of Shri Suresh Kumar Inani (**DIN No 00219702**) as Managing Director of the Company for a period of Five year with effect from 29<sup>th</sup> February, 2020 to 28<sup>th</sup> February 2025 upon the terms, condition and stipulation set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri Suresh Kumar Inani."

**"RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect this resolution."

**Item No. 5. Appointment of Shri. Anuj Inani (DIN 08034302) as Director of the Company.**

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

**RESOLVED THAT** pursuant to Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder, Shri Anuj Inani (DIN 08034302), who was appointed as an Additional Director (Executive) of the Company by the Board of Directors with effect from June 30, 2020 and who holds office upto the date of this Annual General Meeting in terms of Section 161 (1) of the Act, be and is hereby appointed as a Director of the Company liable to retire by rotation."

**Item No. 6. Appointment of Shri Anuj Inani (DIN 08034302) as Whole Time Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**

**RESOLVED THAT** pursuant to Section 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) approval of the members be and is hereby accorded to appointment of Shri Anuj Inani (DIN 08034302) as a Whole-time Director (Designated as “Executive Director”) of the Company liable to retire by rotation, for a period of Five years from the conclusion of this Annual General Meeting till the conclusion of the Thirty First Annual General Meeting of the Company to be held in the calendar year 2025, upon the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment ) with authority to the Board of Directors to alter and vary the term and conditions of the said appointment in such manner as may be agreed to between the board of directors and Shri Anuj Inani.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration of Shri Anuj Inani based on the recommendation of the Nomination and Remuneration Committee subject to the condition that the remuneration shall not exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013.”

**Item No.7 – To approve the issue of equity shares on preferential basis:**

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

“**RESOLVED THAT** pursuant to and in accordance with the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (the “Rules”) and other applicable rules made under the Act, provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and all other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, permissions and consents of any other regulatory authority including but not limited to the Securities and Exchange Board of India, Stock Exchanges, Ministry of Corporate Affairs, Depositories and other relevant regulatory and statutory authorities (including any notifications, circulars, guidelines, orders issued or any directions or clarifications given), wherever necessary and subject to further such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions and consents which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any empowered or authorised committees thereof), and subject to such conditions and modifications as may be considered appropriate by the Board of of the Company, the consent of the members of the company be and is hereby accorded to the Board to create, offer, issue, and allot in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, upto 23,37,500 (Twenty Three Lakh Thirty Seven Thousand Five Hundred) Equity shares of face value of Rs. 2 each to be issued at a price of Rs 15/- each (including a premium of Rs.13/- each), not being less than the price determined in accordance with the provisions of Chapter V of the ICDR Regulations, aggregating to Rs. 3,50,62,500 (Three Crores Fifty Lakh Sixty Two Thousand Five Hundred only), by way of preferential allotment to the following subscribers;

Sr. No.	Name of Subscriber(s)	Category	Number of Equity Shares	Consideration
1.	Mahesh Kumar Inani	Promoter Group	4,00,000	Cash
2.	Rishi Raj Inani	Promoter Group	5,84,375	Cash
3.	Varsha Inani	Promoter Group	5,84,375	Cash
4.	Vishakha Kothari	Promoter Group	3,84,375	Cash
5.	Anuj Inani	Promoter Group	3,84,375	Cash
		<b>TOTAL</b>	<b>23,37,500</b>	

(hereinafter referred to as the “**Subscribers**”)

**RESOLVED FURTHER THAT** the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the 'Relevant Date.' The “relevant date” for the purpose of pricing of equity shares is November 27, 2020 i.e., thirty days prior to the date on which this General meeting is held in to approve the preferential issuance and allotment of Equity Shares. (The Relevant date falls on November 30, 2020, Monday i.e. holiday, hence the Company has taken November 27, 2020 as Relevant Date, preceding the date of holiday and weekend).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Subscribers under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:-

- (a) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permissions(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (fifteen) days from the date of receipt of such approval(s) or permission(s).
- (b) The Equity Shares allotted to the Subscribers shall be in dematerialized form.
- (c) The Equity Shares allotted to the Subscribers shall, subject to receipt of necessary approvals for listing and trading, be listed and traded on the BSE limited.
- (d) The Equity Shares being allotted to the Subscribers shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing fully paid up equity shares of the Company of the face value of Rs. 2 (Rupees Two only) in all respects, including dividend and voting rights.
- (e) The Equity Shares allotted to the Subscribers shall remain locked-in from the date of trading approval granted for the Equity Shares for such periods as specified under the provisions of Chapter V of the ICDR Regulations.
- (f) The Equity Shares shall be allotted to the Subscribers for consideration to be received in cash.
- (g) The number of equity shares so offered, issued and allotted to the Subscribers shall not exceed the number of equity shares as approved hereinabove."

**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to issue to the Subscribers, a private placement offer letter in Form PAS - 4 (pursuant to Section 42 of the Act and Rule 14 (1) of the Companies (Prospectus and Allotment of Securities Rules, 2014) along with application form, to subscribe to the aforesaid equity shares by way of preferential allotment on a private placement basis and the names of the subscribers be recorded in Form PAS-5 for issue of invitation to subscribe to the aforesaid equity shares.

**RESOLVED FURTHER THAT** the monies received by the Company from the Subscribers for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.”

**By the Order of Board of Directors**

For Inani Marbles & Industries Limited

**Madhu Bala Sharma**

**Company Secretary**

Place: Chittorgarh

Date: November 30, 2020

**Registered Office:**

Araji No. 1312, Udaipur- Bhilwara Highway, Near Mataji Ki Pandoli, Chittorgarh, Rajasthan-312001

**CIN:**L14101RJ1994PLC008930

**Website:** www.inanimarbles.com

**E-mail:** inanimarble@gmail.com

**Tel. No.** 01472-240111

**Notes:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19” and General Circular No. 20/ 2020 dated 5<sup>th</sup> May 2020, in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020, in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic” (“SEBI Circular”) have permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the MCA Circulars, SEBI Circular and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Annual General Meeting (“AGM”) of the Company is scheduled to be held on Wednesday, December 30, 2020, at 11.00 a.m. (IST) through VC and the voting for items to be transacted in the Notice to this AGM only through remote electronic voting process (“e-Voting”).
3. As per the provisions of Clause 3(A)(II) of the General Circular No. 20/ 2020 dated 5th May 2020, the matters of Special Business as appearing at Item Nos. 4 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC and to vote there at through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at cs.vmanda@gmail.com with a copy marked to inanimarble@gmail.com.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on Central Depository Services (India) Limited (“CDSL”) e-Voting website at



www.evotingindia.com. The facility of participation at the AGM through VC will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.

9. The Board of the Directors of the Company, at its Meeting held on November 30, 2020, appointed Mr. Manoj Maheshwari, Partner of M/s. VM & Associates, Company Secretaries (Membership No: 3355), as the scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
10. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of this AGM along with the Annual Report for FY2020 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY2020 will also be available on the Company's website at [www.inanimarbles.com](http://www.inanimarbles.com) and website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).
11. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on December 23, 2020 being the cut-off date, to exercise their right to vote electronically on the above resolution.
12. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., December 23, 2020, such person may obtain the user id and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) by mentioning his / her DP ID and Client ID.
13. Members who have not registered their email address may get their email address registered by sending an email to the Company's Share Transfer Agent at [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com). Member(s) may also intimate the same to the Company by writing an email at [inanimarble@gmail.com](mailto:inanimarble@gmail.com). The members shall provide the following information in the email–

Full Name

No of shares held:

Folio Number (if shares held in physical) and PAN

Share certificate number (if shares held in physical) and PAN

DP ID & Client ID (if shares are held in demat)

Email id to be registered and Mobile No.

14. Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this AGM Notice. In case of any queries, member may write to [inanimarble@gmail.com](mailto:inanimarble@gmail.com).
15. It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. Ankit Consultancy Private Limited.
16. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.

17. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialize their physical holdings.
18. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this AGM Notice will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Chittorgarh.
19. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date December 23, 2020 only shall be entitled to avail the facility of e-voting.
20. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are given in this Notice. **E-Voting will commence on December 27, 2020 at 9:00 a.m. and will end on December 29, 2020 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.
21. The results of the AGM Notice will be placed on the Company's website at [www.inanimarbles.com](http://www.inanimarbles.com) and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited in accordance with the provisions of SEBI Listing Regulations.
22. Subject to the provision of the Companies Act, 2013, dividend as recommended by the Board of Director, if declared at the meeting, will be paid within 30 days of the date of declaration of dividend to those members whose names appear on the Register of Members as on December 23, 2020
23. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mrs. Madhu Bala Sharma, Company Secretary & Compliance officer at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
24. The Register of Members and share transfer book of the Company will remain closed during the period from Thursday 24<sup>th</sup> Day of December, 2020 to Wednesday 30<sup>th</sup> Day of December, 2020 (both days inclusive) for the purpose of payment of dividend to those members whose name stand on the Register of Members as on December 23, 2020 The Dividend in respect of equity shares held in electronic form will be payable to the beneficial owner of the equity shares as at the end of business hours on December 23, 2020, as per the details furnished by the depositories for this purpose.
25. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2020-21 does not exceed Rs. 5000/-. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
26. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders.

Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Registrar and Share Transfer Agents/Company by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the member. In the alternative Members are requested to submit a copy of bank passbook/ statement attested by the bank.

27. The Company has designated an exclusive email ID [inanimarble@gmail.com](mailto:inanimarble@gmail.com) which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressal.
28. Additional information pursuant to Regulation 36(3) the Listing Regulation with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Annual Report. The Directors have furnished the requisite consents / declarations for their appointment /re-appointment
29. The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its Members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to the depositories who are holding their shares in demat form and the members who are holding their shares in physical form may send the duly filed form to our Registrar Ankit Consultancy Private Limited, 60, Electronics Complex, Pardeshipura Indore-452010 M.P. for sending the document in electronic form.

#### **VOTING THROUGH ELECTRONIC MEANS**

The instructions for members for voting electronically are as under:

- a) The remote e-voting period commences on Sunday, December 27, 2020 (9:00 A.M.) and ends on Tuesday, December 29, 2020 (5:00 P.M). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on December 23, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- b) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- c) Click on "Members" tab.
- d) Now Enter your User ID
  - 1) For CDSL: 16 digits beneficiary ID,
  - 2) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 3) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



g) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (v)</li> </ul>

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

- v Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- v A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- v After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- v The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). and on approval of the accounts they would be able to cast their vote.
- v A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s) The Scrutinizer shall after the conclusion of AGM, unlock the votes cast through e-voting (including remote e-voting) and shall submit his consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith within 48 hours of conclusion of AGM.
- t) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.inanimarbles.com](http://www.inanimarbles.com) and shall be intimated to the BSE.

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**The Instructions for Members for e-Voting on the Day of the AGM are as under:**

1. The procedure for e-Voting on the day of the AGM is same as the instruction mentioned above for remote e-voting
2. Only those members/ Shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievance connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

**Instruction for members for Attending the AGM through VC/OAVM are as under:**

1. Members will be provided with a facility to attend the AGM through VC through the CDSL e-voting System. Members may access the same at <https://www.evoting.cdsl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholders/ members login where the EVSN of the Company will be displayed.

Please note that the members who do not have the user id and password for e-voting or have forgotten the user id and password may retrieve the same by following the remote e-voting 12 instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of CDSL.

2. Members are encouraged to join the meeting through laptops for better experience.
3. Further, Members will be required to enable camera settings and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/ Videos loss due to Fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id and mobile number to [inanimarble@gmail.com](mailto:inanimarble@gmail.com) on or before December 27, 2020 (5:00 pm).
6. Shareholders who would like to ask questions may send their questions in advance mentioning their Name, Demat Account Number / Folio Number, E-mail Id and Mobile Number to [inanimarble@gmail.com](mailto:inanimarble@gmail.com) on or before December 27, 2020 (5:00 pm). The same will be replied by the Company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

##### Item No. 4

The present term of appointment of Shri Suresh Kumar Inani as Managing Director has expired on 28<sup>th</sup> February, 2020. The experience of Shri Suresh Kumar Inani in managing and running the business of our Company will be helpful in achieving the targets of the company in a better and harmonious way and the Board of Directors feels that the services of Shri Suresh Kumar Inani should be made available to the Company for a further period of five years with effect from 29<sup>th</sup> February, 2020 to 28<sup>th</sup> February 2025. In terms of the provisions of the Companies Act, 2013, the resolution for his re-appointment as Managing Director of the company, is put for the approval of the Members of the Company. The main terms and conditions of re-appointment are as under:

- (a). **Salary** :- Rs. 175000-5000-195000 per month.
- (b). **Commission** :- commission on Net Profits of the Company restricted to an amount equal to the Annual Salary as mentioned in (a) above and in case the commission is paid, the total remuneration not to exceed to 5% of the net profit of the company. The net profit is to be calculated as per provisions of the Companies Act, 2013.
- (c). **Perquisites**:- Perquisites shall be allowed in addition to both salary and commission However, it shall be restricted to an amount equal to the annual salary as mentioned in (a) above.

##### Perquisites are presently classified as follows:

- (i). Housing/House rent allowance:  
The expenditure incurred by the Company will be subject to a ceiling of 60 % of the salary.
- ii) Gas, electricity, water and furnishing. :  
The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
- iii) Medical reimbursement:  
Expenses incurred for the appointee and his family.
- iv) Leave and Leave travel concession:  
Leave as per the rules of the Company including encashment of leave. Leave travel concession for self and family once in a year incurred in accordance with the rules of the company.
- v) Club fees:

Fees of Clubs subject to a maximum of two Clubs.

vi) Personal accident insurance:

Personal accident insurance of an amount the annual premium of which does not exceed Rs.4000/-.

(d). **Other payment and provisions which shall not be included in the computation of the ceiling on remuneration:**

i) Contribution towards Provident Fund and Superannuation Fund:

Contribution towards Provident Fund will be at the rate of 12.0% of the salary and further as per amended provisions of the relevant Acts and Rules. Contribution to Pension/ Superannuation/ Annuity Fund is to be at the rate of 15% of the salary.

ii) Gratuity:

Gratuity payable at the rate of one half month's salary for each completed year of service.

iii) Encashment of leave :

As per rules of the Company

iv) Telephone:

Provision of telephone at residence and/or mobile phone(s).

(e). **Reimbursement of Expenses:**

i) Entertainment Expenses: Reimbursement of entertainment expenses actually and properly incurred for the business of the Company subject to a reasonable ceiling as may be fixed from time to time by the Board.

ii) Traveling Expenses: Reimbursement of traveling expenses actually and properly incurred for the business of the Company subject to norms as may be fixed from time to time by the Board.

**MINIMUM REMUNERATION:**

In the event of loss, absence or inadequacy of profits, in any financial year during the currency of tenure of Shri Suresh Kumar Inani, the remuneration aforesaid excluding commission shall be the minimum remuneration payable to him. However, any excess over the limits on minimum remuneration prescribed under the Companies Act, 2013, read with Schedule V to the Companies Act., 2013 shall be payable to Shri Suresh Kumar Inani with the approval of the Central Government, if so, required.

Further in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013 or any provision of the Companies Act, Income-tax Act and to Income tax Rules or issuance of any notification under the aforesaid Acts/ Rules, the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration/ minimum remuneration including salary, commission perquisites and other allowances within such revised limit or ceiling without any further reference to the company in General Meeting or the Central Government.

None of the director except Shri Mahesh Kumar Inani and Shri Rishi Raj Inani (CFO) is interested in above resolution being relatives of Shri Suresh Kumar Inani.

**Statement containing the information as required in Part II of Schedule V of the Companies Act, 2013:**

**I. General Information**

**a). Nature of industry**

The company is inter-alia engaged in the business of manufacture of Marble Granite, sand stone and Quartz Slab. The Company's manufacturing unit located at Chittorgarh.

**b) Date or expected date of commencement of commercial production**

The Company is an existing Company and has already commenced its business. The Company has expanded its activity and commenced commercial production of Quartz Slabs from 01<sup>st</sup> February, 2020.

**c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**

Not applicable.

**d) Financial performance based on given indicators :**

Particulars	As per Audited Financial Results for the year (Rs. in Lacs)		
	31.03.2020	31.03.2019	31.03.2018
Revenue from Operations	3155.44	3656.58	4035.76
Operating Profits (Before Interest, Depreciation and Tax)	388.97	542.01	539.46
Profit before Tax	(46.89)	99.44	46.99
Profit after Tax	(31.30)	85.82	40.47

**e) Foreign investments or collaborations, if any**

No such investment or collaboration except minor shareholding of Non Resident Indians.

**II. Information about the Appointee**

**a) Background details**

Shri. Suresh Kumar Inani has been affiliated with the Company as a Member of the Board since 1994. He has depth knowledge on all aspects of business of the Company and is engaged in supervision & conduct of day to day business operations, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

**b) Past remuneration:**

Financial Year	Remuneration Paid (Rs. In Lacs)
2019-20	21.00
2018-19	20.45
2017-18	19.85

**c) Job profile and his suitability**

Shri Suresh Kumar Inani is highly experienced and has in depth knowledge of Marble and Granite business. His able guidance and contribution, experience is immensely beneficial to the Company and is best suited for the position of Managing Director of the Company.

**d) Remuneration proposed**

Details of remuneration proposed for approval of the Shareholders at this Annual General Meeting of the



Company are as provided in the respective resolutions.

**e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**

The remuneration offered to Shri. Capt. Suresh Kumar Inani is at par with the industry norms considering the nature of industry, size of the Company, profile and position of person.

**f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any**

He is related with following managerial personnel of the Company:

Name	Designation	Relation
Shri Mahesh Kumar Inani	Joint Managing Director	Brother
Shri Rishi Raj Inani	Chief Financial Officer	Son

**III. Other Information**

**a) Reasons for loss or inadequate profits:**

The performance for the year was impacted adversely by a combination of following factors:

- i) Implementation of Quartz Slab processing unit at existing unit situated at ARAJI No. 1312, Udaipur- Bhilwara Highway Near Mataji ki Pandoli Chittorgarh to utilize the idle space. To setup above unit few machineries are require to be shifted at another area of this unit.
- ii) General slow-down in the economy
- iii) Impact of COVID-19 and consequent lock downs both in India and abroad

**b) Steps taken or proposed to be taken for improvement**

Despite the challenges, The Company has adopted the following measures to improve the profitability:

- i) Company has successfully implemented Quartz Slab processing unit and commence commercial production since 01<sup>st</sup> February 2020. Quartz Slab having excellent demand in International market.
- ii) Widening of customer base and better market penetration
- iii) Technology up-gradation by way of investing in state of the art machinery to meet stringent quality requirements of customers
- iv) Focus on significant improvements in operating costs.
- v) Cost control in all areas.

Other than these, many more actions in this direction are currently under implementation which should help the Company to come out stronger once normalcy returns.

**c) Expected increase in productivity and profits in measurable terms**

It is difficult to forecast the productivity and profitability in measurable terms in the present scenario of the economy due to COVID-19 pandemic. However, the Company expects that productivity and profitability may improve significantly due to expansion and enter in the new area of Quartz Slab which are having huge demand in international Market.

**Item No. 5 & 6**

At the meeting held on June 30, 2020, the Board of Directors of the Company had, based on recommendation of the Nomination & Remuneration Committee, approved appointment of Shri Anuj Inani (DIN 08034302) as an Additional Director (Executive) of the Company with effect from June 30, 2020. Pursuant to Section 161(1) of the Companies Act 2013, Shri Anuj Inani holds office till the date of this Annual General Meeting and is hereby appointed as a Director of the Company liable to retire by rotation. Requisite consent has been received from Shri Anuj Inani pursuant to Section 152 of the Companies Act 2013.

Further, at the said meeting held on June 30, 2020, the Board of Directors of the Company had, subject to approval of Members and in accordance with recommendations of Nomination & Remuneration Committee, approved appointment of Shri Anuj Inani as a Whole-time Director of the Company designated as Executive Director for a period of Five years with effect from the conclusion of this Annual General Meeting till the conclusion of the Thirty First Annual General Meeting of the Company to be held in the calendar year 2025.

Shri Anuj Inani is a Commerce Graduate and MBA Finance. he has more than ten years immaculate knowledge of Marble & Granite & production/processing techniques. He has been instrumental in setting up & sharpening the manufacturing dimension of the group. The main term and conditions of appointment are as under:

- (a) Salary:- Rs 70,000-5000-90,000 per month.
- (b) Commission :- commission on Net Profits of the Company restricted to an amount equal to the Annual Salary as mentioned in(a) above and in case the commission is paid, the total remuneration not to exceed to 5% of the net profit of the company. The net profit is to be calculated as per provisions of the Companies Act, 2013.
- (c) Perquisites:- Perquisites shall be allowed in addition to both salary as mentioned in (a) above.  
Perquisites are presently classified as follows:
  - (i) Housing /House rent allowance:  
The expenditure incurred by the Company will be subject to a ceiling of 60% of the salary.
  - (ii) Gas, electricity, water and furnishing:  
The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
  - (iii) Medical reimbursement:  
Expenses incurred for the appointee and his family.
  - (iv) Leave and leave travel concession:  
Leave as per the rules of the company including encashment of leave. Leave travel concession for self and family once in a year incurred in accordance with the rules of the company.
  - (v) Club Fees:  
Fees of Clubs subject to a maximum of two Clubs.
  - (vi) Personal accident insurance  
Personal accident insurance of an amount the annual premium of which does not exceed Rs. 4000/-
- (d) Other payment and provisions which shall not be included in the computation of the the ceiling on remuneration:

- i) Contribution towards Provident Fund and Superannuation Fund:  
Contribution towards Provident Fund will be at the rate of 12.0% of the salary and further as per amended provisions of relevant Acts and Rules. Contribution to pension/Superannuation/Annuity Fund is to be at the rate of 15% of the salary.
- ii) Gratuity:  
Gratuity payable at the rate of one half month's salary for each completed year of service.
- iii) Encashment of leave:  
As per rules of the Company
- i) Telephone:  
Provision of telephone at residence and/or mobile phone(s)
- (e) Reimbursement of Expenses:
  - i) Entertainment Expenses: Reimbursement of entertainment expenses actually and properly incurred for the business of the Company subject to a reasonable ceiling as may be fixed for time to time by the Board.
  - ii) Traveling Expenses: Reimbursement of traveling expenses actually and properly incurred for the business of the Company subject to norms as may be fixed for time to time by the Board.

#### Minimum Remuneration

In the event of loss, absence or inadequacy of profits, in any financial year during the currency of tenure of Shri Anuj Inani, the remuneration aforesaid excluding commission shall be the minimum remuneration payable to him. However, any excess over the limits on minimum remuneration prescribed under the Companies Act 2013, read with Schedule V to the Companies Act, 2013 shall be payable to Shri Anuj Inani with the approval of the Central Government, if so, required.

Further in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013 or any provision of the Companies Act, Income-tax Act and to Income tax Rules or issuance of any notification under the aforesaid Acts/ Rules, the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration/minimum remuneration including salary, commission perquisites and other allowances within such revised limit or ceiling without any further reference to the company in General Meeting or the Central Government.

None of the director except Shri Mahesh Kumar Inani (Joint Managing Director) are interested in above resolution being relatives of Shri Anuj Inani.

#### Statement containing the information as required in Part II of Schedule V of the Companies Act, 2013:

##### I. General Information

##### a). Nature of industry

The company is inter-alia engaged in the business of manufacture of Marble Granite, sand stone and Quartz Slab. The Company's manufacturing unit located at Chittorgarh.

##### b) Date or expected date of commencement of commercial production

The Company is an existing Company and has already commenced its business. The Company has expanded its activity and commenced commercial production of Quartz Slabs from 01<sup>st</sup> February, 2020.

##### c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. Not applicable.

##### d) Financial performance based on given indicators :

Particulars	As per Audited Financial Results for the year (Rs. In Lacs)		
	31.03.2020	31.03.2019	31.03.2018
Revenue from Operations	3155.44	3656.58	4035.76
Operating Profits (Before Interest, Depreciation and Tax)	388.97	542.01	539.46
Profit before Tax	(46.89)	99.44	46.99
Profit after Tax	(31.30)	85.82	40.47

**e) Foreign investments or collaborations, if any**

No such investment or collaboration except minor shareholding of Non Resident Indians.

**II. Information about the Appointee**

**a) Background details**

Shri Anuj Inani appointed as an Additional Director (Executive) of the Company with effect from 30<sup>th</sup> June 2020. He is a Commerce Graduate and MBA Finance. he has more than ten years immaculate knowledge of Marble & Granite & production/processing techniques. He has been instrumental in setting up & sharpening the manufacturing dimension of the group.

**g) Past remuneration:**

Shri Anuj Inani appointed as an Additional Director (Executive) of the Company with effect from 30<sup>th</sup> June, 2020.

**h) Job profile and his suitability**

Shri. Anuj Inani, is highly experienced and controls the manufacturing activity of the Company as a whole under the direction of the Board of Directors of the Company. He is sincere and contributed significantly towards growth in performance of the Company. and is best suited for the position of Whole-time Director of the Company.

**i) Remuneration proposed**

Details of remuneration proposed for approval of the Shareholders at this Annual General Meeting of the Company are as provided in the respective resolutions.

**j) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**

The remuneration offered to Shri Anuj Inani is at par with the industry norms considering the nature of industry, size of the Company, profile and position of person.

**k) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any**

Shri Anuj Inani is Son of Shri. Mahesh Kumar Inani (Joint Managing Director) of the Company.

**III. Other Information**

**a) Reasons for loss or inadequate profits:**

The performance for the year was impacted adversely by a combination of following factors:

- i) Implementation of Quartz Slab processing unit at existing unit situated at ARAJI No. 1312, Udaipur- Bhilwara Highway, Near Mataji ki Pandoli Chittorgarh to utilize the idle space. To setup above unit few machineries are require to be shifted at another area of this unit.
- ii) General slow-down in the economy
- iii) Impact of COVID-19 and consequent lock downs both in India and abroad

**b) Steps taken or proposed to be taken for improvement**

Despite the challenges, The Company has adopted the following measures to improve the profitability:

- i) Company has successfully implemented Quartz Slab processing unit and commence commercial production since 01<sup>st</sup> February, 2020. Quartz Slab having excellent demand in International market.
- ii) Widening of customer base and better market penetration
- iii) Technology up-gradation by way of investing in state of the art machinery to meet stringent quality requirements of customers
- iv) Focus on significant improvements in operating costs.
- v) Cost control in all areas.

Other than these, many more actions in this direction are currently under implementation which should help the Company to come out stronger once normalcy returns.

**c) Expected increase in productivity and profits in measurable terms**

It is difficult to forecast the productivity and profitability in measurable terms in the present scenario of the economy due to COVID-19 pandemic. However, the Company expects that productivity and profitability may improve significantly due to commencement of commercial production of Quartz Slab which are having huge demand in international Market

**ITEM NO 7:**

The special resolution as mentioned under item 7 proposes to authorize the Board of directors to create, offer, issue, and allot in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, upto 23,37,500 (Twenty Three Lakhs Thirty Seven Thousand Five Hundred) Equity shares of face value of Rs. 2 each to be issued at a price of Rs 15/- each (including a premium of Rs.13/- each), not being less than the price determined in accordance with the provisions of Chapter V of the ICDR Regulations, aggregating to Rs. 3,50,62,500 (Three Crores Fifty Lakh Sixty Two Thousand Five Hundred only), by way of preferential allotment to the following subscribers;



Sr. No.	Subscribers	Category	Number of Equity Shares	Consideration
1.	Mahesh Kumar Inani	Promoter Group	4,00,000	Cash
2.	Rishi Raj Inani	Promoter Group	5,84,375	Cash
3.	Varsha Inani	Promoter Group	5,84,375	Cash
4.	Vishakha Kothari	Promoter Group	3,84,375	Cash
5.	Anuj Inani	Promoter Group	3,84,375	Cash

The Board of Directors of your Company at its meeting held on November 30, 2020 has approved the proposal for raising funds by way of issue of new equity shares on a preferential basis. Pursuant to the ICDR Regulations, the allotment shall be made only in dematerialized form. The equity shares issued pursuant to preferential allotment shall rank pari-passu in all respects including with respect to dividend and voting rights, with then fully paid up equity shares of the Company. Under Regulation 163 of the ICDR Regulations and in terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules, the relevant disclosures / details are given below:

**(I) Object of the Issue through preferential Allotment:**

The proceeds of the issue will be utilized for repayment of debt, meeting working capital requirements and other general corporate purposes of the Company.

**(II) Issue Price and Relevant Date:**

The Equity Shares in the Preferential Allotment shall be allotted at a price of Rs. 15/- each (including share premium of Rs. 13/- each), which is not less than the price determined in accordance with the relevant provisions of Chapter V of SEBI (ICDR) Regulation, 2018.

The relevant date for determining the floor price of equity shares shall be November 27, 2020 i.e., thirty days prior to the date on which this meeting of the members is held to consider the preferential issue. (The relevant date falls on November 30, 2020, Monday i.e. holiday, hence November 27, 2020 has been taken as Relevant Date, preceding the date of holiday and weekend). However, since the equity shares of the Company are infrequently traded, the price has been determined as per Regulation 165 of the ICDR Regulations.

**(III) Basis on which the price has been arrived at:**

The Company has obtained valuation report dated November 27, 2020 from an Independent Valuer, Abhinav Rajvanshi (an IBBI Registered Valuer, having office at H-15 Chitranjan Marg, C-Scheme Jaipur, 302001), wherein the valuation of equity shares of the Company has been derived in accordance with Regulation 165 of the ICDR Regulations. As stated in Regulation 165 of the ICDR Regulations, the valuation is based on valuation parameters such as book value, comparable trading multiples and such other parameters as are customary for valuations.

**(IV) Maximum number of Securities to be issued**

Upto 23,37,500 (Twenty Three Lakh Thirty-Seven Thousand Five Hundred only) Equity shares of face value

of Rs. 2 each to be issued at a price of Rs 15/- each (including a premium of Rs.13/- each).

**(V) Intention of the Promoters/ Directors/ Key Management Personnel to Subscribe to the Proposed Preferential Issue of Equity Shares:**

The Director of the Company, Mr. Mahesh Kumar Inani, Anuj Inani and Rishi Raj Inani (CFO) and the persons belonging to the Promoters Group proposes to participate in this preferential issue of upto 23,37,500 (Twenty-Three Lakh Thirty-Seven Thousand Five Hundred) Equity shares of face value of Rs. 2 each to be issued at a price of Rs.15/- each (including a premium of Rs. 13/- each). The names and details of the proposed allottees are more specifically given in Point No. (VI) herein after in this Notice.

None of the other Director(s)/ Promoter(s)/ Key Managerial Personnel(s) intends to participate/ subscribe to the Preferential Issue of Equity Shares.

**(VI) Identification of the proposed allottees and percentage or pre and post preferential issue capital that may be held by them:**

Sr. No.	Name of the proposed allottee	Category	Pre- Issue holding		No. of shares to be allotted	Post Issue holding		Natural Persons who are the ultimate beneficial owner/ ultimately controlling the proposed allottee
			No. of shares	% of shares		No. of shares	% of shares	
1	Mahesh Kumar Inani (Individual)	Promoter Group; Director	88,000	0.54	4,00,000	4,88,000	2.62	N.A.
2	Rishi Raj Inani (Individual)	Promoter Group; CFO	-	-	5,84,375	5,84,375	3.14	N.A.
3	Varsha Inani (Individual)	Promoter Group	-	-	5,84,375	5,84,375	3.14	N.A.
4	Vishakha Kothari (Individual)	Promoter Group	-	-	3,84,375	3,84,375	2.07	N.A.
5	Anuj Inani (Individual)	Promoter Group; Director	-	-	3,84,375	3,84,375	2.07	N.A.

(VII) Shareholding pattern of the Company before and after preferential issue of the equity shares would be as follows:

Sr No	Category	Pre-issue*		Post-issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters' holding</b>				
1	<b>Indian</b>				
	Individual / HUF	63,21,095	38.87	86,58,595	46.55
	Bodies corporate	35,03,250	21.54	35,03,250	18.83
	<b>Sub-total</b>	<b>98,24,345</b>	<b>60.41</b>	<b>1,21,61,845</b>	<b>65.39</b>
2	Foreign promoters	-	-	-	-
	<b>sub-total (A)</b>	<b>98,24,345</b>	<b>60.41</b>	<b>1,21,61,845</b>	<b>65.39</b>
<b>B</b>	<b>Non-promoters' holding</b>				
1	Institutional investors	-	-	-	-
<b>C</b>	<b>Non-institution</b>				
1	Bodies Corporate	1,98,110	1.22	1,98,110	1.07
2	Directors and Relatives	77,000	0.47	77,000	0.41
3	Indian public individuals	59,59,819	36.65	59,59,819	32.04
4	others (including NRIs)	2,03,226	1.25	2,03,226	1.09
	<b>Sub-total (B)</b>	<b>64,38,155</b>	<b>39.59</b>	<b>64,38,155</b>	<b>34.61</b>
	<b>GRAND TOTAL</b>	<b>16262,500</b>	<b>100%</b>	<b>186,00000</b>	<b>100%</b>

\*The pre-issue shareholding pattern is given based on the beneficiary position as on November 27, 2020 received by the Company from its Registrar & Transfer Agent

(VIII) Proposed time within which the allotment shall be completed:

The allotment of equity shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including Stock Exchange, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s).

(IX) Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchanges, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

(X) Change in Controls:

There will not be any change in control of the Company, as per the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto, on account of this proposed preferential allotment of equity shares.

(XI) Holding of shares in demat form

Except for Mr. Mahesh Kumar Inani, who holds 88,000 equity shares of the Company in demat form, none of the proposed allottee holds any shares in the Company, as on date. Further, all the proposed allottees has Permanent Account Number.

**(XII) Lock –in Period:**

In terms of the ICDR Regulations, the Equity Shares shall be locked-in for a period of three years from the date of trading approval from BSE Limited, where the Equity Shares are proposed to be listed. Further, the entire pre-preferential shareholding of the proposed allottee, shall be locked-in from the relevant date upto a period of 6 (six) months from the date of trading approval.

**(XIII) Auditor Certificate:**

A Certificate from the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be placed before the Members at the Annual General Meeting and shall also be placed on website of the Company i.e. [www.inanimarbles.com](http://www.inanimarbles.com) on the date of AGM.

**(XIV) The number of persons to whom the allotment on preferential basis has already been made during the year (including the number of securities as well as price):**

The Company has not made any preferential allotment during the year to any person.

**(XV) Undertakings:**

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottee.
- c) Neither the Company nor any of its promoter or directors is a wilful defaulter.

**(XVI) Compliances:**

The company has complied with the requirement of minimum public shareholding of 25% as per Regulation 38 of SEBI (LODR) Regulations.

**(XVII) Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchanges for authorizing the Board to issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and members of promoter group on preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

**(XVIII) Other Disclosures:**

None of the Company, the Promoter or the Directors have been declared as wilful defaulters by any bank or financial institution or consortium thereof.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

**By the Order of Board of Directors**

For **Inani Marbles & Industries Limited**

**Madhu Bala Sharma**

**Company Secretary**

Place: Chittorgarh

Date: November 30, 2020

**Registered Office:**

Araji No. 1312, Udaipur- Bhilwara  
Highway, Near Mataji Ki Pandoli,  
Chittorgarh, Rajasthan-312001

**CIN:L14101RJ1994PLC008930**

**Website:**www.inanimarbles.com

**E-mail:** inanimarble@gmail.com

**Tel. No.** 01472-240111



**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING**

<b>Name of Directors</b>	<b>Shri Rajesh Kumar Inani</b>	<b>Shri Suresh Kumar Inani</b>	<b>Shri Anuj Inani</b>
<b>DIN</b>	00410591	00219702	08034302
Date of Birth	21.11.1965	27.08.1955	03.12.1987
Expertise/ Experience in specific functional areas	Marbles & Granite	Marbles & Granite	Marbles & Granite
Qualification	Graduation	B.Com	MBA
No. & % of Equity Shares held	33000	2250500	NIL
List of outside Company's Directorship held	Inani Securities & Investments Ltd.  Systematix securities Limited  Inani Minchem Private limited	Inani Tiles Private Limited Aravali Associates Private Limited	SMInani Industries Private Limited
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	4	Nil	NIL
Relationship between directors inter-se	Brother of Shri. Dinesh Kumar Inani	Brother of Shri. Mahesh Kumar Inani	Son of Shri Mahesh Kumar Inani