

**NOTICE CONVENING THE 28th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
OF INANI MARBLES & INDUSTRIES LIMITED**

Notice is hereby given that the 28th Annual General Meeting of Inani Marbles & Industries Limited will be held on Thursday, September 29, 2022 at 03.00 p.m. at registered office of the Company situated at ARAJI No. 1312 Udaipur-Bhilwara Highway near Mataji Ki Pandoli Chittorgarh (Raj.)- 312001 to transact the following business: -

ORDINARY BUSINESS:

- Item No. 1.** To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
- Item No. 2.** To declare dividend @ 2% for the year ended 31st March, 2022.
- Item No. 3.** To appoint a Director in place of Mr. Anuj Inani (DIN 08034302) who retires by rotation and being eligible, offers himself for reappointment.
- Item No. 4.** To appointment of Statutory auditor

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

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Nyati Mundra & Co. Chartered Accountants vide ICAI (Firm Reg. No. 008153C) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors, M/s Giriraj Garg & Co., Chartered Accountants vide ICAI (Firm Reg. No. 017783C) and M/s B K Dad & Associates, Chartered Accountants vide ICAI (Firm Reg. No.018840C) to hold such office for a term of five consecutive financial years, from the conclusion of this Annual General Meeting till the conclusion of the Thirty Three Annual General Meeting of the Company to be held in the calendar year 2027, on such remuneration as may mutually agreed between the Board of Directors of the Company and the auditors.

SPECIAL BUSINESS:

- Item No. 5** **To Re-appointment of Mr. Mahesh Kumar Inani (DIN 00322735) as Joint Managing 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, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and 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) and recommendation of the Nomination and Remuneration Committee and Audit Committee of the Company and subject to requisite regulatory approvals, if any, consent of the members of the Company be and is hereby

accorded for Re-appointment of Mr. Mahesh Kumar Inani (DIN 00322735) as a Whole-time Director designated as Joint Managing Director of the Company for a period of 3 years from the conclusion of this Annual General Meeting till the 30.09.2025 and he shall be liable to retire by rotation, 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 Re-appointment in such manner as may be agreed to between the board of directors and Mr. Mahesh Kumar Inani .

"RESOLVED FURTHER THAT pursuant to the provisions contained in Sections 196(3) and all others applicable provisions, if any of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, ("the Rules"), Mr. Mahesh Kumar Inani (DIN: 00322735), who will attain the age of 70 years on 07th August, 2023, be and is hereby allow to continue to function as a whole-time director for his remaining term after attaining the age of 70 years.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the re-appointment and/or remuneration of Mr. Mahesh Kumar 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. 6 To Re-appointment of Mrs. Vandana Balmukund Gattani (DIN 07585207) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Vandana Balmukund Gattani (DIN 07585207), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office upto five consecutive years up to 30th September, 2027 and whose office shall not be liable to retire by rotation".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

Item No. 7 To Re-appointment of Mr. Mukesh Logad (DIN 07820252) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Mukesh Logad (DIN 07820252), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office up to five consecutive years up to 30th September, 2027 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

Item No. 8 To Revision of remuneration of Mr. Anuj Inani, Whole Time Director of the Company.

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

“RESOLVED THAT further to the resolutions passed at the 26th Annual General Meeting of the Company held on 30th December, 2020 and pursuant to the provisions of Section 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee of the Company, Consent of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Anuj Inani (DIN: 08034302), Whole Time Director of the Company for the remaining period of his present term of appointment upto conclusion of 31st Annual General Meeting of the Company to be held in calendar year 2025, and other terms and conditions as recommended by the nomination and remuneration committee and as 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 Mr. 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 Mr. 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. 9. To Re-appointment of Mr. Rishi Raj Inani as a Chief Financial Officer 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 the provision Section 203 read with Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 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) and recommendation of the Nomination and Remuneration Committee and Audit Committee of the Company and subject to requisite regulatory approvals, if any, consent of the members of the Company be and is hereby accorded for Re-appointment of Mr. Rishi Raj Inani as a Chief Financial officer of the Company for a period of 5 years from 14th November 2021 upto 13 November 2026.

"RESOLVED THAT further to the resolutions passed at Board Meeting of the Company held on 08th August, 2022 and pursuant to the provisions of Section 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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) and subject to requisite regulatory approvals, if any, consent of the Company be and is hereby accorded for revision in the remuneration of Mr. Rishi Raj Inani as a Chief Financial officer of the Company with effect from 1st October, 2022 for the remaining period of his present term of appointment upto 13 November 2026, upon the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting and 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 Mr. Rishi Raj Inani .

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the re-appointment and/or remuneration of Mr Rishi Raj Inani based on the recommendation of the Nomination and Remuneration Committee.

By the Order of Board of Directors

For Inani Marbles & Industries Limited

Madhu Bala Sharma

Company Secretary

Place: Chittorgarh

Date: August 08, 2022

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 MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH PERSON NEED NOT BE A MEMBER OF THE COMPANY.** The Instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office of the Company not less than 48 hours before the commencement of Meeting.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carry voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. A proxy form for the Annual General Meeting is enclosed.
3. The Explanatory 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.
4. 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.
5. 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.
6. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend and vote on their behalf at the meeting. The said Resolution/Authorization shall be sent on inanimarble@gmail.com
7. Section 20 of the Companies Act, 2013 permits service of documents on Members by a Company through electronic mode. So in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report for the year 2021-22 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant.

Please note that vide SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, read with MCA General 2/2022 dated May 05, 2022, compliance norms pertaining to requirement of sending physical copies of annual reports to shareholders for general meeting to be held up-to December 31, 2022 has been dispensed off. In view of the above the Company will not be printing physical copies of the Annual Report.

The Annual Report and Notice of the AGM is being sent to members who have registered their email ID with the Company/ Depositories. The Members who have not registered their email ID with the Company can access the Annual report on the website of the Company www.inanimarbles.com. Members who would like to obtain pdf copy on their email ID may write an email to inanimarble@gmail.com. Pursuant to the Circular mentioned above, the Company has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.

8. To support the "Green Initiative" Members who have not registered their email ID are requested to register the same with the Company's RTA /their depository's participants, in respect of shares in physical/electronic mode respectively.
9. Members are requested to kindly carry their own soft copy of the Annual Report and Physical copy of Attendance slip with them at the Annual General Meeting, as no physical copy of Annual report would be made available at the Annual General Meeting and are requested to quote their Folio numbers in all correspondences.
10. Members holding shares in physical form are requested to submit a selfattested copy of their Permanent Account Number (PAN) card and Original Cancelled Cheque leaf/ attested bank passbook showing name of

the account holder to the Company/ Registrar and Transfer Agent, as mandated by the Securities and Exchange Board of India (SEBI) vide circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc.:
 - a. For shares held in electronic form: to their Depository Participants
 - b. For shares held in physical form: to the Company/their RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letter for furnishing the required details. Members may also download From ISR -1 from Company's website www.inanimarbles.com
12. Members may please note that SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificate/ folios, transmission and transposition. Accordingly Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.inanimarbles.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
13. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risk associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company's RTA for assistance in this regard.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's RTA, the details of such folios together with the Share Certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of Share Certificates shall be processed in dematerialized form.
15. As per the provisions of Section 72 of the Companies Act, 2013 and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.inanimarbles.com Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company's RTA in case the shares are held in physical form.
16. In terms of the Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend, etc. to the Members. Accordingly, Members holding securities in demat mode are requested to update their Bank details with their Depository Participants. Those holding securities in physical form are requested to update said details with the Registrar and Transfer Agent at Ankit Consultancy Private Limited, 60, Pardeshipura, Electronic Complex, Indore - 452010. (M.P)
17. The Register of Members and share transfer book of the Company will remain closed during the period from Friday 23rd Day of September, 2022 to Thursday 29th Day of September, 2022 (both days inclusive) for the purpose of payment of dividend to those members whose name stand on the Register of Members as on

September 22, 2022 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 September 22, 2022, as per the details furnished by the depositories for this purpose.

18. 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 September 22, 2022.
19. 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 2022-23 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%.
20. A Resident individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending mail to the Company's RTA namely at investor@ankitonline.com latest by September 22, 2022.
21. Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending the mail to the Company's RTA namely at investor@ankitonline.com latest by September 22, 2022.
22. Relevant documents referred to in the Notice can send an e-mail to inanimarble@gmail.com up to the date of AGM.
23. Members desiring any information relating to the accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information available at the meeting.
24. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with RTA/ Company Secretary. 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. Shares on which dividends remain unclaimed for seven consecutive years will also be transferred to the IEPF as per section 124 of the Act and the applicable rules.
25. The Company has designated an exclusive email ID 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.
26. M/S. Anil Somani & Associates, Practicing Company Secretary (Membership No. A36055) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using e-voting system on the date of the AGM will be provided by CDSL.

The facility for voting through ballot/polling paper shall also be made available at the venue of the 28th Annual General Meeting. The members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote E-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING :

Step1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, September 26, 2022 (9.00 AM) and ends on Wednesday, September 28, 2022(5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all

	<p>e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant Inani Marbles & Industries Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; corporatesolutions14@gmail.com with a copy marked to inanimarble@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**Item No. 5**

The present term of appointment of Mr. Mahesh Kumar Inani as Joint Managing Director expired on AGM held in 2022. Mr. Mahesh Kumar Inani brings in immaculate knowledge on Block /Quarries & production /processing techniques. He has been instrumental in setting up & sharpening the manufacturing dimension of the group. The Board of Directors feels that the services of Mr. Mahesh Kumar Inani should be made available to the Company for a further period of three years with effect from from the conclusion of this Annual General Meeting till 30th September 2025. In terms of the provisions of the Companies Act, 2013, the resolution for his re-appointment as Joint 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. 175000-5000-185000 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 Mr. Mahesh 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 Mr. Mahesh 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

Justification for re-appointment of Mr. Mahesh Kumar Inani as required under section 196(3) of the Companies Act, 2013

Mr. Mahesh Kumar Inani is promoter group of the Company and he will attain age of 70 years on 07th August, 2023. He is driving force for growth of the Company and he has brings in immaculate knowledge on Block /Quarries & production/processing techniques. He has been instrumental in setting up & sharpening the manufacturing dimension of the group. Therefore, it is in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Mr. Mahesh Kumar Inani Joint Managing Director. Accordingly, approval of the members is sought for passing a Special Resolution for his re-appointment, as set out in Schedule V to the Act and also under sub-section (3) of Section 196 of the Act.

None of the director except Mr. Suresh Kumar Inani and Mr. AnujInani is interested in above resolution being relatives of Mr. Mahesh 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 01st 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)		
	31.03.2022	31.03.2021	31.03.2020
Revenue from Operations	8155.17	6056.57	3191.88
Operating Profits (Before Interest, Depreciation and Tax)	954.48	744.91	388.97
Profit before Tax	428.53	204.99	(46.89)
Profit after Tax	325.31	152.12	(31.30)

II. Information about the Appointee

a) Background details

Mr. Mahesh Kumar Inani has been affiliated with the Company as a Member of the Board since 2016. 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)
2021-22	9.30
2020-21	9.00
2019-20	7.80

c) Job profile and his suitability

Mr. Mahesh 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 Joint 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 Mr. Mahesh 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
Mr. Suresh Kumar Inani	Managing Director	Brother
Mr. Anuj Inani	Whole time Director	Son

Item No. 6

Mrs. Vandana Balmukund Gattani (DIN : 07585207) was re-appointed as an Independent Director of the Company by the members at the 23rd Annual General Meeting of the Company held on 28th September, 2017 for a period of five consecutive years. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In the opinion of the Board, Mrs. Vandana Balmukund Gattani (DIN: 07585207) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Independent Non-Executive Director of the Company and is independent of the management.

On the basis of the report of performance evaluation and recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board of Directors of the Company in their meeting held on August 08, 2022 has

approved the re-appointment of Mrs. Vandana Balmukund Gattani (DIN : 07585207), as an Independent Director for second term of five consecutive years, subject to the approval of the shareholders and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Keeping in view, the Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Vandana Balmukund Gattani (DIN : 07585207) as an Independent Director.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mrs. Vandana Balmukund Gattani (DIN : 07585207) have been received by the Company, and consents have been filed by Mrs. Vandana Balmukund Gattani (DIN : 07585207) pursuant to Section 152 of the Act.

Except Mrs. Vandana Balmukund Gattani (DIN : 07585207) being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the Annual General Meeting Mrs. Vandana Balmukund Gattani (DIN : 07585207) is not related to any Director of the Company.

Item No. 7

Mr. Mukesh Logad (DIN : 07820252) was appointed as an Independent Director of the Company by the members at the 23rd Annual General Meeting of the Company held on 28th September, 2017 for a period of five consecutive years. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In the opinion of the Board, Mr. Mukesh Logad (DIN: 07820252) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management.

On the basis of the report of performance evaluation and recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board of Directors of the Company in their meeting held on August 08, 2022 has approved the re-appointment of Mr. Mukesh Logad (DIN : 07820252), as an Independent Director for second term of five consecutive years, subject to the approval of the shareholders and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Keeping in view, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mukesh Logad (DIN : 07820252), as an Independent Director.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mr. Mukesh Logad (DIN: 07820252), have been received by the Company, and consents have been filed Mr. Mukesh Logad (DIN : 07820252), pursuant to Section 152 of the Act.

Except Mr. Mukesh Logad (DIN : 07820252), being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the Annual General Meeting Mr. Mukesh Logad (DIN : 07820252), is not related to any Director of the Company.

Item No. 8

Mr. Anuj Inani was appointed as Executive Director by way of a special resolution passed by the members at the 26th Annual General Meeting of the Company held on 30th December, 2020 with effect from 30th December, 2020 for period of five years upto 30th September, 2025.

The Executive Director has provided dedicated and meritorious services and significant contribution to the

overall growth of the Company. Therefore the Board is of the view that the existing upper limit of remuneration in respect of Mr. Anuj Inani, Executive Director of the Company may not be sufficient enough to pay the increased remuneration over a balance period of his term, therefore the approval of the members of the Company is sought for revision of the remuneration as provided below with effect from 01st October, 2022 for the remaining period of his appointment upto 30th September, 2025, in case of inadequacy or absence of profits, subject to all other approvals as may be required

- (a) **Salary:-** Rs 1,25,000-10,000-1,45,000 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
- 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 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 Mr. 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 Mr. 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 Mr. Mahesh Kumar Inani (Joint Managing Director) are interested in above resolution being relatives of Mr. 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 01st 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)		
	31.03.2022	31.03.2021	31.03.2020
Revenue from Operations	8155.17	6056.57	3191.88
Operating Profits (Before Interest, Depreciation and Tax)	954.48	744.91	388.97
Profit before Tax	428.53	204.99	(46.89)
Profit after Tax	325.31	152.12	(31.30)

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**

Mr. Anuj Inani appointed as Executive Director of the Company with effect from 30th 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.

b). **Past remuneration:**

Financial Year	Remuneration Paid (Rs. In Lacs)
2021-22	8.55
2020-21	5.70*

*Mr. Anuj Inani appointed as Executive Director of the Company with effect from 30th June, 2020.

c) Job profile and his suitability

Mr 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.

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 current remuneration being paid to the Director (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

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

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

Item No. 9

At the meeting held on November 02, 2021, the Board of Directors of the Company had, based on recommendation of Audit Committee and the Nomination & Remuneration Committee, approved Re-appointment of Mr. Rishi Raj Inani as a Chief financial Officer of the Company with effect from November 14, 2021.

Further, at the said meeting held on November 02, 2021, the Board of Directors of the Company had, subject to approval of Members and in accordance with recommendations of Nomination & Remuneration Committee, approved re-appointment of Mr. Rishi Raj Inani as a Chief Financial Officer of the Company for a period of 5 years with effect from 14th November 2021 till the 13 November 2026.

Further, at the Board meeting held on August 08, 2022, the Board of Directors of the Company had, subject to approval of Members and in accordance with recommendations of Nomination & Remuneration Committee, approved revision of remuneration of Mr. Rishi Raj Inani as a Chief Financial Officer of the Company for balance period of his term, therefore the approval of the members of the Company is sought for revision of the remuneration as provided below with effect from 01st October, 2022 for the remaining period of his appointment upto 13th November, 2026.

Mr. Rishi Raj Inani brings in immaculate knowledge on finance and taxation matter. The main term and conditions of Re- appointment and revision of remuneration are as under:

(a) Salary:- Rs1,25,000-10,000-1,65,000 per month.

(b) 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/-
- a) Other payment and provisions which shall not be included in the computation of the ceiling on remuneration:
- b) 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.
- (vii) **Gratuity**: Gratuity payable at the rate of one half month's salary for each completed year of service.
- (viii) **Encashment of leave** : As per rules of the Company
- (ix) **Telephone** : Provision of telephone at residence and/or mobile phone(s)
- (x) **Reimbursement of Expenses** : 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.
- (xi) **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.

None of the director except Mr. Suresh Kumar Inani are interested in above resolution being relatives of Mr. Rishi Raj Inani.

By the Order of Board of Directors

For Inani Marbles & Industries Limited

Madhu Bala Sharma

Company Secretary

Place: Chittorgarh

Date: August 08, 2022

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

ANNEXURE

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

Name of Directors	Mr. Anuj Inani	Mr. Mahesh Kumar Inani	Mrs. Vandana Balmukund Gattani	Mr. Mukesh Logad
DIN	08034302	00322735	07585207	07820252
Date of Birth	03.12.1987	07.08.1953	20.03.1969	26.06.1978
Expertise / Experience in specific functional areas	Marbles & Granites	Marbles & Granites	Social	Social
Qualification	MBA	g th	Post Graduation in Economics	Graduation in Commerce
No. & % of Equity Shares held	384375	866061	NIL	NIL
List of outside Company's Directorship held	SM Inani Industries Pvt. Ltd. Aravali Associates Pvt. Ltd. Bajo Tierra Pvt. Ltd.	Inani Tiles Pvt. Ltd. Inani Infra projects Pvt. Ltd. Aravali Associates Pvt. Ltd.	NIL	NIL
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	NIL	NIL	NIL	NIL
Relationship between directors inter-se	Son of Mr. Mahesh Kumar Inani (Joint Managing Director) of the Company	Brother of Mr. Suresh Kumar Inani, Managing Director and Father of Mr. Anuj Inani Whole Time Director of the Company	No relations with any Director	No relations with any Director