

ANIL SOMANI & ASSOCIATES
Company Secretaries

B-4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara
Email Id: corporatesolutions14@gmail.com, (M) 09166611876

Scrutinizer's Report

To,
The Chairman,
Inani Marbles & Industries Limited
F-17 & 5B, RICO Ind. Area, Chittorgarh (Raj)-312001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remot E-Voting and poll for 21st Annual General meeting of Equity Shareholders held on 30th September, 2015.

Pursuant to the resolution passed by the Board of directors of **Inani Marbles & Industries Limited** (hereinafter referred to as "company") on Friday, 14th August, 2015, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 21st Annual General meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the 21st AGM of the members of the company.

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

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

The company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic voting Sequence Number (EVSIN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 14th August, 2015. The members of the company as on the cut-off date i.e. 24th September, 2015 were entitled to vote on the resolutions contained in the notice to the 21st AGM of the members of the company.

REFERENCE TO THE COMPANIES ACT, 2013	THE	TYPE AND DESCRIPTION OF THE RESOLUTION
1) Ordinary Resolution: Adoption of Audited Financial Statement		ordinary Resolution under section 129 and all other applicable provisions, if any, of the companies (Accounts) Rules, 2014 to consider and adopt the Audited Financial statements including together with the reports of the Board of directors and auditors thereon.
2) Ordinary Resolution: Declaration of Dividend on Equity Shares for the year 2014-15		Ordinary Resolution under section 123 and all other applicable provisions, if any, of the companies Act, 2013 read with the companies (Declaration and payment of dividend) Rules, 2014 to declare dividend of Rs. 1/- per Equity Share for the Financial year ended 31st March, 2015.
3) Ordinary Resolution: Appointment of Director, liable to retire by rotation		Ordinary Resolution under section 152 and all other applicable provision, if any, of the Companies Act, 2013 read with the Companies (Appointment and qualification of Directors) Rules, 2014 to reappoint Sh. Nand Lal Inani (DIN 00322889) as a Director, liable to retire by rotation.
4) Ordinary Resolution: Ratification of Appointment of Statutory Auditors		Ordinary Resolution under section 139 and all other applicable provision, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 to ratify the Appointment of M/s Nyati Mundra & Co., (Firm Registration No. 008153C) and, M/s Mahesh C. Solanki & Co., Chartered accountants, Firm Reg. No. 06228C as Statutory Auditors of the Company
Special Business		
5) Special resolution: Re-appointment of Managing Director of the company.		Special resolution under section 196 and all other applicable provision, if any, of the Companies Act, 2013 read with the Companies (Appointment & Qualification of directors) Rules, 2014 for Re-appointment of Shri Suresh Kumar Inani as Managing Director of the company.
6) Ordinary Resolution: Appointment of Independent director		Ordinary resolution under section 149, 152 and all other applicable provision, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of directors) Rules, 2014 to appoint Vishaka Kohari (DIN: 07121440) as an Independent director.

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

- As confirmed by management, the AGM notice dated 14th August, 2015 under section 101 of the companies act, 2013 was dispatched to 1284 (One Thousand Two Hundred Eighty Four) shareholders by registered post, courier and electronic means via e-mail respectively on or before 05th September, 2015.
- As stated in sub rules 4 of rule 20 of the companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of the (Management and Administration) Rules, 2014 an advertisement was published by the company on 09th September, 2015 in "Times of India." English newspaper and on 03rd September, 2015 in " Jannayak ", vernacular newspaper, informing about the completion of the dispatch of the



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AGM notices, by means of registered post, courier and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.

- 3) The remote e-voting period remained open from Saturday, 26th September, 2015 at 9.00 a.m. and ended on Tuesday, 29th September, 2015, at 5.00 p.m.
- 4) The members of the company as on the cut-off date i.e. Thursday, 24th September, 2015 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and the votes cast through remote e-voting were unblocked next day in the presence of 2 witnesses who are not in the employment of the company.
- 6) The total number of fully paid up shares of the company outstanding as on 24th September, 2015 were 3252500 As on cut-off date, out of 1284 shareholders, 6 shareholder has exercised their, votes through remote e- voting and 15 (Fifteen) shareholders has exercised their vote through poll at the AGM The results (consolidated) for the Item placed for consideration by the members is given below.

Item no.1: ordinary Resolution for adoption of Audited Financial statements including consolidated financial statements

Total No. of shareholders	1284		
Total No. of shares	3252500		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	6	1213372
Total votes cast through polling at AGM	B	15	334612
Grand Total of remote e-voting /polling at AGM (A+B)	C	21	1547984
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	1	65500
Net remote e-voting/polling at AGM(c-d)	E	20	1482484

NOTES:

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

SUMMARY OF VOTING :

Promoter/public	No. of Share held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of votes against (5)	% of votes in Favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	1948650	1379900	70.81%	1379900	0	100%	0
Public institutional holders	900	0	0	0	0	0	0
Public others	1302950	102684	7.88%	102684	0	100%	0
Total	3252500	1482484	78.69%	1482484	0	100	0

Percentage of votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%. I report that the ordinary resolution under section 129 of the companies Act, 2013 as set out in the notice of AGM dated 14th August, 2015 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Item No.2: Ordinary resolution for declaration of Dividend on Equity shares for the year 2014-15.



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Total No. of shareholders	1284		
Total No. of shares	3252500		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	6	1213372
Total votes cast through polling at AGM	B	15	334612
Grand Total of remote e-voting /polling at AGM (A+B)	C	21	1547984
Less: Invalid remote e-voting/polls at AGM* (on account of for /against option not indicated)	D	1	65500
Net remote e-voting/polling at AGM(c-d)	E	20	1482484

NOTES:

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

SUMMARY OF VOTING :

Promoter/ public	No. of Share held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in Favour (4)	No. of votes against (5)	% of votes in Favour on votes polled (6)=[(4)/(2)]*10 0	% of against on votes polled (7)=[(5)/(2)]*10 0
Promoter and promoter group	1948650	1379800	70.81%	1379800	0	100%	0
Public institutional holders	900	0	0	0	0	0	0
Public-others	1302950	102684	7.88%	102684	0	100%	0
Total	3252500	1482484	78.69%	1482484	0	100	0

Percentage of votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 123 of the companies Act, 2013 as set out in the notice of AGM dated 14th August, 2015 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Item no.3: ordinary resolution of R e-appointment of director

Total No. of shareholders	1284		
Total No. of shares	3252500		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	6	1213372
Total votes cast through polling at AGM	B	15	334612
Grand Total of remote e-voting /polling at AGM (A+B)	C	21	1547984
Less: Invalid remote e-voting/polls at AGM* (on account of for /against option not indicated)	D	1	65500
Net remote e-voting/polling at AGM(c-d)	E	20	1482484

NOTES:

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



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SUMMARY OF VOTING :

Promoter/public	No. of Share held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of votes against (5)	% of votes in Favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	1948650	1379800	70.81%	1379800	0	100%	0
Public institutional holders	900	0	0	0	0	0	0
Public others	1302950	102684	7.88%	102684	0	100%	0
Total	3252500	1482484	78.69%	1482484	0	100	0

Percentage of votes cast in favour:100%

Percentage of votes cast against:0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 152 of the companies Act, 2013 as set out in the notice of AGM dated 14th August, 2015 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Item No.4: ordinary Resolution for Ratification of Appointment of statutory Auditor

Total No. of shareholders	1284		
Total No. of shares	3252500		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	6	1213372
Total votes cast through polling at AGM	B	15	334612
Grand Total of remote e-voting /polling at AGM (A+B)	C	21	1547984
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	1	65500
Net remote e-voting/polling at AGM(c-d)	E	20	1482484

NOTES:

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

SUMMARY OF VOTING :

Promoter/public	No. of Share held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of votes against (5)	% of votes in Favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	1948650	1379800	70.81%	1379800	0	100%	0
Public institutional holders	900	0	0	0	0	0	0
Public others	1302950	102684	7.88%	102684	0	100%	0
Total	3252500	1482484	78.69%	1482484	0	100	0



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Percentage of votes cast in favour:100%

Percentage of votes cast against:0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 139 of the companies Act, 2013 as set out in the notice of AGM dated 14th August, 2015 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Item No. 5: Special resolution: Re-appointment of Managing Director of the company

Total No. of shareholders	1284		
Total No. of shares	3252500		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	6	1213372
Total votes cast through polling at AGM	B	15	334612
Grand Total of remote e-voting /polling at AGM (A+B)	C	21	1547984
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	1	65500
Net remote e-voting/polling at AGM(c-d)	E	20	1482484

NOTES:

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

SUMMARY OF VOTING :

Promoter/public	No. of Share held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of votes against (5)	% of votes in Favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	1948650	1379800	70.81%	1379800	0	100%	0
Public institutional holders	900	0	0	0	0	0	0
Public-others	1302950	102684	7.88%	102684	0	100%	0
Total	3252500	1482484	78.69%	1482484	0	100	0

Percentage of votes cast in favour:100%

Percentage of votes cast against:0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 148 of the companies Act, 2013 as set out in the notice of AGM dated 14th August, 2015 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

Item No.6: Ordinary Resolution: Appointment of Independent director

Total No. of shareholders	1284		
Total No. of shares	3252500		
E-voting period	26 th September, 2015 to 29 th September, 2015		
Total votes cast through remote e-voting	A	6	1213372
Total votes cast through polling at AGM	B	15	334612



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Grand Total of remote e-voting /polling at AGM (A+B)	C	21	1547984
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	1	65500
Net remote e-voting/polling at AGM(c-d)	E	20	1482484

NOTES:

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

SUMMARY OF VOTING :

Promoter/public	No. of Share held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of votes against (5)	% of votes in Favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	1948650	1379800	70.81%	1379800	0	100%	0
Public institutional holders	900	0	0	0	0	0	0
Public-others	1302950	102684	7.88%	102684	0	100%	0
Total	3252500	1482484	78.69%	1482484	0	100	0

Percentage of votes cast in favour: 100%

Percentage of votes cast against:0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 196 of the companies Act, 2013 as set out in the notice of AGM dated 14 August, 2015 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

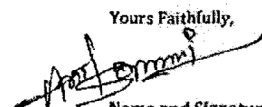
I further report that as per the notice dated 14th August, 2015 the chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the company's website www.inaninstruments.com and on the website of CDSL and shall also be communicated to the stock Exchange.

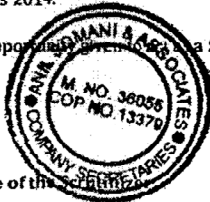
I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through polling at AGM,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

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

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

Yours Faithfully,


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



Date : 03.10.2015
Place : Bhilwara