

# ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1<sup>st</sup> Floor, Indira Market, Bhilwara, Rajasthan - 311001

Email Id: [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com), (M) 09166611876

## Scrutinizer's Report

To,  
The Chairman,  
Inani Marbles and Industries Ltd.  
ARAJI NO.1312 Udaipur- Bhilwara Highway  
Near Mataji Ki Pandoli Chittorgarh RJ 312001

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and poll for 25<sup>th</sup> Annual General Meeting of Equity Shareholders held on September, 30<sup>th</sup> September, 2019**

Pursuant to the resolution passed by the Board of directors of **Inani Marbles and Industries Ltd** (hereinafter referred to as "company") on 14<sup>th</sup> August, 2019, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 25<sup>th</sup> 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 25<sup>th</sup> 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 CDSL E-Voting System (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.evoting.CDSL.com>.

The company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 14<sup>th</sup> August, 2019. The member of the company as on the cut- off date i.e. 23<sup>rd</sup> September, 2019 were entitled to vote on the resolutions contained in the notice to the 25<sup>th</sup> AGM of the members of the company.



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	TYPE AND DESCRIPTION OF THE RESOLUTION
1) <b>Ordinary Resolution: Adoption of Audited Financial Statement</b>	Ordinary Resolution: To consider and adopt the standalone and consolidated Audited Financial Statement of the Company for the financial year ended <b>March 31, 2019</b> and the Reports of the Board of Directors and the Auditors thereon.
2) <b>Ordinary Resolution: To declare dividend @ 2% for the year ended 31<sup>st</sup> March, 2019</b>	Ordinary Resolution: To declare dividend @ 2% for the year ended 31 <sup>st</sup> March, 2019
3) <b>Ordinary Resolution: Appointment of Shri Dinesh Kumar Inani (DIN 00410688) as a Director of the Company</b>	Ordinary Resolution To appoint a Director in place of Shri Dinesh Kumar Inani (DIN 00410688) who retires by rotation and being eligible, offers himself for reappointment
4) <b>Ordinary Resolution: To Ratify of appointment of M/s Giriraj Garg &amp; Co., Chartered Accountants vide ICAI Firm Reg. No. 017783C and M/s B K Dad &amp; Associates, Chartered Accountants vide ICAI Firm Reg. No. 018840C as the Statutory Auditors of the Company</b>	Ordinary Resolution: <b>"RESOLVED THAT</b> 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, 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 the Retiring Auditors of the Company, be and are hereby rectifies the appointed as the Statutory Auditors of the Company for the Financial Year 2019-20 on such remuneration as may be fixed by the Board.
5) <b>Special Resolution: appointment of Shri Prem Narayan Sharma (01179163) as an Independent Director of the Company.</b>	Special Resolution: <b>"RESOLVED THAT</b> pursuant to the provisions of Sections 149, 150 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and qualification of Directors) Rules, 2014 , and the Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 as may be amended from time to time, Shri Prem Narayan Sharma (DIN: 01179163), Additional Director of the Company, 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 appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1 <sup>st</sup> October, 2019 to 30 <sup>th</sup> September, 2024 and whose office shall not be liable to retire by rotation".



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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".
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Further to the above, I submit my report as under: -

1) As confirmed by management, the AGM notice dated 14th August, 2019 under section 101 of the Companies Act, 2013 was dispatched to 1451 (One Thousand Four Hundred and Fifty One) shareholders by courier and/or electronic means via e-mail respectively on or before 02<sup>nd</sup> September, 2019.

2) As stated in sub rules 4 of rule 20 of the companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of the (Management and Administration) Rules, 2014 an advertisement was published by the company on 08<sup>th</sup> September, 2019 in "Times of India" English newspaper and "janayak", vernacular newspaper, informing about the completion of the dispatch of the AGM notices, by means of courier and/or electronic means via e-mail, to the shareholders along with other related matters mentioned therein.

3) The remote e-voting period remained open from Tuesday, September 27, 2019 from 9.00 A.M. to Thursday, September 29, 2019 5.00 P.M.

4) The members of the company as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2019 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 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 23<sup>rd</sup> September, 2019 were 16262500. As on cut-off date, out of 1451 shareholders, 9 (Nine) shareholders has exercised their vote through e-voting and 24 (Twenty Four) 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.

**Resolution 1: To consider and adopt the standalone and consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon**



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Total No. of shareholders	1451		
Total No. of shares	16262500		
		<b>Number of shareholders/ Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	9	3301842
Total votes cast through polling at AGM	B	24	649391
Grand Total of remote e-voting /polling at AGM (A+B)	C	33	3951233
Invalid votes		3	259500
Total of remote e-voting /polling at AGM	C	30	3691733

## SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	9824345	3041250	30.96%	3041250	0	100.00	0.00
	POLL		269000	2.73%	269000	0	100.00	0.00
	TOTAL		3310250	33.69%	3310250	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6438155	260592	4.04%	255751	4841	98.14	1.86
	POLL		120891	1.88%	120891	0	100.00	0.00
	TOTAL		381483	5.92%	376642	4841	98.73	1.27
<b>TOTAL</b>		<b>16262500</b>	<b>3691733</b>	<b>22.70%</b>	<b>3686892</b>	<b>4841</b>	<b>99.87</b>	<b>0.13</b>

## RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.87%, I report that the ordinary resolution as set out in the notice of AGM dated 14th August, 2019 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.



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## Resolution 2: To declare dividend @ 2% for the year ended 31<sup>st</sup> March, 2019.

Total No. of shareholders	1451		
Total No. of shares	16262500		
		<b>Number of shareholders/ Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	9	3301842
Total votes cast through polling at AGM	B	24	649391
Grand Total of remote e-voting /polling at AGM (A+B)	C	33	3951233
Invalid votes		3	259500
Total of remote e-voting /polling at AGM	C	30	3691733

### SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	9824345	3041250	30.96%	3041250	0	100.00	0.00
	POLL		269000	2.73%	269000	0	100.00	0.00
	TOTAL		3310250	33.69%	3310250	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6438155	260592	4.04%	260592	0	100.00	0.00
	POLL		120891	1.88%	120891	0	100.00	0.00
	TOTAL		381483	5.92%	381483	0	100.00	0.00
<b>TOTAL</b>		<b>16262500</b>	<b>3691733</b>	<b>22.70%</b>	<b>3691733</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is approx 99.99%, I report that the ordinary resolution as set out in the notice of AGM dated 14th August, 2019 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.



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**Resolution 3: To appoint a Director in place of Shri Dinesh Kumar Inani (DIN 00410688) who retires by rotation and being eligible, offers himself for reappointment**

Total No. of shareholders	1451		
Total No. of shares	16262500		
		<b>Number of shareholders/ Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	9	3301842
Total votes cast through polling at AGM	B	24	649391
Grand Total of remote e-voting /polling at AGM (A+B)	C	33	3951233
Invalid votes		3	259500
Total of remote e-voting /polling at AGM	C	30	3691733

## SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	9824345	3041250	30.96%	3041250	0	100.00	0.00
	POLL		269000	2.73%	269000	0	100.00	0.00
	TOTAL		3310250	33.69%	3310250	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6438155	260592	4.04%	255751	4841	98.14	1.86
	POLL		120891	1.88%	120891	0	100.00	0.00
	TOTAL		381483	5.92%	376642	4841	98.73	1.27
<b>TOTAL</b>		<b>16262500</b>	<b>3691733</b>	<b>22.70%</b>	<b>3686892</b>	<b>4841</b>	<b>99.87</b>	<b>0.13</b>

## RESULT: -

Since, the number of votes cast in favour of the resolution is approx 99.87%, I report that the ordinary resolution as set out in the notice of AGM dated 14th August, 2019 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.



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**Resolution 4: To Ratify of appointment of 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 as the Statutory Auditors of the Company for the Financial Year 2019-20**

Total No. of shareholders	1451		
Total No. of shares	16262500		
		<b>Number of shareholders/ Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	9	3301842
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Invalid votes		3	259500
Total of remote e-voting /polling at AGM	C	30	3691733

## SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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	TOTAL		3310250	33.69%	3310250	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6438155	260592	4.04%	255751	4841	98.14	1.86
	POLL		120891	1.88%	120891	0	100.00	0.00
	TOTAL		381483	5.92%	376642	4841	98.73	1.27
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## RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.87%, I report that the ordinary resolution as set out in the notice of AGM dated 14th August, 2019 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.



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**Resolution 5: To appoint Shri Prem Narayan Sharma (01179163) as an Independent Director of the Company.**

Total No. of shareholders	1451		
Total No. of shares	16262500		
		<b>Number of shareholders/ Folio</b>	<b>Number of shares/votes</b>
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## SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	9824345	3041250	30.96%	3041250	0	100.00	0.00
	POLL		269000	2.73%	269000	0	100.00	0.00
	TOTAL		3310250	33.69%	3310250	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6438155	260592	4.04%	255751	4841	98.14	1.86
	POLL		120891	1.88%	120891	0	100.00	0.00
	TOTAL		381483	5.92%	376642	4841	98.73	1.27
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## RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.87%, I report that the ordinary resolution as set out in the notice of AGM dated 14th August, 2019 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.





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I further report that as per the notice dated 14th August, 2019 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.inanimarbles.com](http://www.inanimarbles.com) and on the website of CDSL and shall also be communicated to the stock Exchange.

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

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

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

Yours Faithfully,



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



**Date: 03.10.2019**

**Place: Bhilwara**