

**NOTICE CONVENING THE 30th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
OF INANI MARBLES & INDUSTRIES LIMITED**

Notice is hereby given that the 30th Annual General Meeting of Inani Marbles & Industries Limited will be held on Monday, September 30, 2024 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, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
- Item No. 2.** To declare Final Dividend on Equity shares @ 2% for the year ended 31st March, 2024.
- 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.

SPECIAL BUSINESS:

- Item No. 4. Appointment of Mr. Krishna Gopal Vyas (DIN: 10752154) as an Independent Director of the company**

To consider and, if thought fit, to pass 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 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per recommendation of Nomination & Remuneration Committee of the Company, Mr. Krishna Gopal Vyas (DIN: 10752154), 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 Director of the Company to hold office up to five consecutive years w. e. f. 02nd September, 2024 and whose office shall not be liable to retire by rotation”.

“**FURTHER RESOLVED THAT** any director 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.”

- Item No. 5. Re-appointment of Mr. Suresh Kumar Inani (DIN: 00219702) as Managing Director of the Company.**

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

“**RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to relevant provision of the Articles of Association of the Company and all other applicable rules laws and act (if any) and subject to such conditions and modifications, as may be prescribed or imposed by any of the concerned Authorities (if any) while granting such approvals, as may be applicable and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of directors, and approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Suresh Kumar Inani (DIN 00219702) as Managing Director of the Company for a period of Five years with effect from 1st March 2025 to 28th February 2030 upon the terms, condition and stipulation set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Suresh 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 V to the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, ("the Rules"), Mr. Suresh Kumar Inani (DIN: 00219702), who will attain the age of 70 years on 27th August, 2025, be and is hereby allow to continue to function as a Managing director for his remaining term after attaining the age of 70 years.

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

Item No. 6. Material Related Party Transaction with Atlas Marble and Granite Tr.

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

"RESOLVED THAT pursuant to the provisions of the Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, in this regard including any statutory amendment(s) or modification(s) or reenactment(s) thereof and the Company's policy on Related Party transaction(s), approval of the Members be and is hereby accorded, to the material related party transaction(s), between the Company and Atlas Marble and Granite Tr. being related party for sales or supply of any goods and material on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 10.00 Crore for the financial year 2024-25, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

"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 there to.”

Item No. 7. Material Related Party Transaction with Miraak Surfaces Private Limited.

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

“RESOLVED THAT pursuant to the provisions of the Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, in this regard including any statutory amendment(s) or modification(s) or reenactment(s) thereof and the Company's policy on Related Party transaction(s), approval of the Members be and is hereby accorded, to the material related party transaction(s), between the Company and Miraak Surfaces Private Limited being related party for sales or supply of any goods and material on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 10.00 Crore for the financial year 2024-25, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

“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.”

**By the Order of Board of Directors
For Inani Marbles & Industries Limited**

**Place: Chittorgarh
Date: September 02, 2024**

**Madhu Bala Sharma
Company Secretary**

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 to the Scrutinizer by e-mail at corporatesolutions14@gmail.com with a copy marked to 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 2023-24 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/PoD-2/P/CIR/2023/167 dated October 07, 2023, read with MCA General Circular no. 09/2023 dated September 25, 2023, compliance norms pertaining to requirement of sending physical copies of annual reports to shareholders for general meeting to be held up-to September 30, 2024 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 and website of the Stock Exchange, BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of CDSL at www.evotingindia.com.

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 holding shares in physical form are requested to submit a self attested 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/MIRSD-PoD-1/CIR/2023/181 dated 17th November, 2023.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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/SECFATF/P/CIR/2023/169 dated 12th October, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD-PoD-1/P/CIR/2023/181 dated 17th November, 2023 has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
11. 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.
12. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialised form with effect from 01.04.2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares that are held by them in physical form.
13. 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.
14. 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
15. In case the shareholders have not updated the Bank Account mandate for receipt of dividend online through ECS or any other electronic mode, the following instructions are to be followed :-
 - (i) In case shares are held in dematerialization form, such shareholders, alternatively, can contact Depository Participants (DP) and register/update bank account details in their DEMAT Account as per process followed/advised by the DP.
 - (ii) In order to provide protection against fraudulent encashment of dividend warrants, members are requested to intimate the Company's Registrar and Share Transfer Agent "Ankit Consultancy Private Limited" 60 Pardeshipura, Electronic Complex, Indore (M.P)-452010., particulars of their Bank Account viz. Name of Bank, Name of Branch, Complete address of the Bank with Pin Code Number, Bank Account Number and IFS Code.
 - (iii) Pursuant to Master Circular dated 7th May, 2024 and Circular dated 10th June, 2024 issued by the Securities and Exchange Board of India ('SEBI'), Members holding shares in physical form shall be

entitled to receive dividend only through electronic mode w.e.f. 1 April 2024 upon furnishing of PAN, Contact details (Postal Address with PIN and Mobile Number), Bank Account details and Specimen Signature for their corresponding folio numbers.

- (iv) In case the Company is unable to pay dividend to any Member directly in their Bank account through Electronic Clearing Services or any other electronic means due to any reasons, the Company shall dispatch the dividend warrants to such members at their registered address.
16. The Register of Members and share transfer book of the Company will remain closed during the period from Tuesday 24th Day of September, 2024 to Monday 30th Day of September, 2024 (both days inclusive) for the purpose of AGM and for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.
17. The Dividend as recommended by the Board, if declared at the Meeting, will be paid, after deduction of applicable tax (TDS), within 30 days of the date of declaration i.e. 30th September, 2024 to those Members: -
- A. who hold shares in dematerialization form and whose names appear as Beneficial Owners in the list of Beneficial Owners on 23rd September, 2024 to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose and
- B. who hold shares in physical form and whose names appear as Members in the Register of Members of the Company after giving effect to valid Share Transfers in physical form lodged with the Company/ Registrar and Transfer Agent on or before 23rd September, 2024, however transfer of shares in physical form are not allowed from 01.04.2019
18. 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 2024-25 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%.
19. 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 21, 2024.
20. 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 21, 2024.
21. Members who wish to inspect Relevant documents referred to in the Notice can send an e-mail to inanimarble@gmail.com up to the date of AGM.
22. Members desiring inspection of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act during AGM may send their request in writing to the Company at inanimarble@gmail.com
23. Members desiring any information relating to the accounts and operations are requested to write to the Company at least seven 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. Mr. Anil Kumar Somani of 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. 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 30th 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 INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING :

Step 1: 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 Friday, September 27, 2024 (9.00 AM) and ends on Sunday, September 29, 2024 (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 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting there after.
- (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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 **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 Depository	<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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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-

	<p>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.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.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.nSDL.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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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 above mentioned 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 Detail
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 toll free no. 18002109911
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.: 022-4886 7000 and 022-2499 7000

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

(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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - 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 toll free no. 1800 2109911

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**Item No. 4**

On the recommendation of Nomination & 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, the Board of Directors of the Company on 02nd September, 2024 has approved the appointment of Mr. Krishna Gopal Vyas (DIN: 10752154), as an Independent Director for a 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. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member(s), proposing his candidature for the office of Directors.

In the opinion of the Board of Directors Mr. Krishna Gopal Vyas (DIN: 10752154), 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 appointment as an Independent Director of the Company and he is independent of the management.

The Company has received declaration from Mr. Krishna Gopal Vyas (DIN: 10752154), stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Requisite Notices under Section 160 of the Act proposing the appointment of Mr. Krishna Gopal Vyas (DIN: 10752154), have been received by the Company, and consents have been obtained from Mr. Krishna Gopal Vyas (DIN: 10752154), pursuant to Section 152 of the Act.

Mr. Krishna Gopal Vyas is Law graduate and Practicing Advocate since 1994 having more than 30 (thirty) years of experience in the field of code of Civil Procedure, Evidence Act, Code of Criminal Procedure, Real estate and property laws.

Keeping in view his qualification and experience, the Board considers that his association as an Independent Director of the company would be immense benefit to the Company.

The Board recommends the special resolution at item no 4 of this notice for approval of the members.

Except Mr. Krishna Gopal Vyas (DIN: 10752154), 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 Special resolution set out at Item No. 4 of the accompanying Notice of the Annual General Meeting.

Item No. 5

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ('Board') at its meeting held on August 12, 2024 re-appointed Mr. Suresh Kumar Inani (DIN: 00219702) as Managing Director of the company for a period of 5 (five) years w.e.f. 01st March, 2025, subject to approval of members in General Meeting, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

The present term of appointment of Mr. Suresh Kumar Inani as Managing Director has expired on 28th February, 2025. The experience of Mr. Suresh Kumar Inani in managing and running the business of our Company will be helpful in achieving the targets of the company in a better and harmonious way and the Board of Directors feels that the services of Mr. Suresh Kumar Inani should be made available to the Company for a further period of five years with effect from 01st March, 2025 to 28th February 2030. In terms of the provisions of the Companies Act, 2013, the resolution for his re-appointment as Managing Director of the company, is put for the approval of the Members of the Company. The main terms and conditions of re-appointment are as under:

- (a). Salary :- Rs. 200000-10000-240000 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.10000/-.

(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. Suresh Kumar Inani, the remuneration aforesaid excluding commission shall be the minimum remuneration payable to him

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

Mr. Suresh Kumar Inani is promoter of the Company and he will attain age of 70 years on 27th August, 2025. He is associated with the Company since incorporation and he is driving force for growth of the Company. He has vast experience on all aspects of business of the Company. He is looking international business of the Company as well as day to day business operations of the Company. Therefore, it is in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Mr. Suresh Kumar Inani, 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. Mahesh Kumar Inani, Indira Inani and Mr. Rishi Raj Inani chief financial officer are interested in above resolution being relatives of Mr. Suresh Kumar Inani.

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

I. General Information

- a). **Nature of industry** : The company is inter-alia engaged in the business of manufacture of Marble Granite, sand stone and Quartz Slab. The Company's manufacturing unit located at Chittorgarh.
- b). **Date or expected date of commencement of commercial production** : The Company is an existing Company and has already commenced its business. The Company has expanded its activity and commenced commercial production of Quartz Slabs from 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)		
	31.03.2024	31.03.2023	31.03.2022
Revenue from Operations	5620.03	7183.95	8155.17
Operating Profits (Before Interest, Depreciation and Tax)	748.80	652.66	954.48
Profit before Tax	197.96	87.13	428.53
Profit after Tax	157.43	56.43	325.31

II. Information about the Appointee

a). Background details

Mr. Suresh Kumar Inani has been affiliated with the Company as a Member of the Board since 1994. He has depth knowledge on all aspects of business of the Company and he is looking international business of the

company as well as day today business operation of the company.

Past remuneration:

Financial Year	Remuneration Paid (Rs. In Lacs)
2023-24	22.85
2022-23	22.25
2021-22	21.65

b). Job profile and his suitability

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

c). 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.

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

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

e). 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. Mahesh Kumar Inani	Joint Managing Director	Brother
Mrs. Indira Inani	Non-Executive - Non Independent Director	Wife
Mr. Rishi Raj Inani	Chief Financial Officer	Son

Item No. 6

Your Company is engaged in Manufacturing and deals in Marbles/ granites/ Stone block, Slab Tiles quartz slab and allied products.

In line with the above objective and in the best interest of the Company, the Company has been entering into various business transactions with the group entities in the ordinary course of business and at arms' length basis.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Atlas Marble and Granite Tr. is a related party to the company and transaction for Sales or supply of goods and material will exceeds 10% of consolidated turnover of immediately previous year of the Company, being the

threshold limit for Material Related Party Transactions under the SEBI (LODR) Regulations, 2015, Therefore approval of the shareholders is being sought.

It is hereby proposed those terms of contract for transactions between related parties as mentioned below:

Name(s) of the related party	Atlas Marble and Granite Tr.
Name of the Director or KMP who is related	Mr. Mahesh Kumar Inani and Mr. Anuj Inani
Nature of relationship	Director's Relative is Proprietor
Nature of contract/ arrangement/ transaction	Sales or supply of goods and material
Value of transaction(s)	Rs. 10 Crore
Period for which shareholders' approval is sought for the transaction	For Financial Year 2024-25

The Audit Committee has approved the proposed transaction, being in the interest of the Company, between related parties of the Company in their meeting held on August 12, 2024. The same is being placed before the member of the Company as item no. 6 for their Approval.

None of the Directors, except Mr. Mahesh Kumar Inani and Mr. Anuj Inani or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for approval of the Members. The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 6.

Item No. 7

Your Company is engaged in Manufacturing and deals in Marbles/ granites/ Stone block, Slab Tiles quartz slab and allied products.

In line with the above objective and in the best interest of the Company, the Company has been entering into various business transactions with the group entities in the ordinary course of business and at arms' length basis.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Miraak Surfaces Private Limited is a related party to the company and transaction for Sales or supply of goods and material will exceeds 10% of consolidated turnover of immediately previous year of the Company, being the threshold limit for Material Related Party Transactions under the SEBI (LODR) Regulations, 2015, Therefore approval of the shareholders is being sought.

It is hereby proposed those terms of contract for transactions between related parties as mentioned below:

Name(s) of the related party	Miraak Surfaces Private Limited
Name of the Director or KMP who is related	Mr. Mahesh Kumar Inani and Mr. Anuj Inani
Nature of relationship	Director's Relative is Director
Nature of contract/ arrangement/ transaction	Sales or supply of goods and material
Value of transaction(s)	Rs. 10 Crore
Period for which shareholders' approval is sought for the transaction	For Financial Year 2024-25

The Audit Committee has approved the proposed transaction, being in the interest of the Company, between related parties of the Company in their meeting held on August 12, 2024. The same is being placed before the member of the Company as item no. 7 for their Approval.

None of the Directors, except Mr. Mahesh Kumar Inani and Mr. Anuj Inani or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 7 of this Notice for approval of the Members. The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 7.

**By the Order of Board of Directors
For Inani Marbles & Industries Limited**

**Place: Chittorgarh
Date: September 02, 2024**

**Madhu Bala Sharma
Company Secretary**

ANNEXURE

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

Name of Directors	Mr. Anuj Inani	Mr. Krishna Gopal Vyas	Mr. Suresh Kumar Inani
DIN	08034302	10752154	00219702
Date of Birth	03.12.1987	30.03.1966	27.08.1955
Nationality	Indian	Indian	Indian
Expertise / Experience in specific functional areas	He is a Commerce Grade and MBA Finance. He has more than 13 years experience in the field of Marble & Granite, stone and quartz business.	He has vast experience of more than 30 (thirty) years of experience in the field of code of Civil Procedure, Evidence Act, Code of Criminal Procedure, Real estate and property laws etc.	He has taken premature retirement from the Indian Army in the year 1987 and then entered into the business of Marble, Granites, Stone and Quartz. He has expanded the business at International level.
Qualification	MBA	LLB	B.Com
No. of Equity Shares held in the Company	384375	NIL	2494770
List of outside Company's Directorship held	SMinani Industries Private Limited, Miraak Surfaces Pvt. Ltd, Aravali Associates Pvt. Ltd.	NIL	Inani Tiles Pvt. Ltd., Aravali Associates Pvt. Ltd.
Chairman / Member of the Committees of the Board Directors of other Companies in which he/she is director.	NIL	NIL	NIL
Relationship between directors inter-se	Son of Mr. Mahesh Kumar Inani, Whole Time Director	He is not related with other Director	Brother of Mr. Mahesh Kumar Inani, Whole Time Director and husband of Mrs. Indira Inani Non Executive –Non Independent Director of the

ROUTE MAP TO THE AGM VENUE

Venue : Araji No. 1312 Udaipur –Bhilwara Highway
Near Mataji Ki Pandoli Chittorgarh (Raj.) 312001

