



**19<sup>th</sup> Annual Report  
2012-2013**

**INANI**

**MARBLES & INDUSTRIES LTD.**



**BOARD OF DIRECTORS**

Shri Nand Lal Inani, Chairman  
Capt. Suresh Kumar Inani, Managing Director  
Shri Dinesh Kumar Inani, Jt. Managing Director  
Shri Harish Kumar Inani, Director  
Shri Rajesh Kumar Inani, Director  
Shri Prem Narayan Sharma, Director  
Shri Ravi Birla, Director

**AUDITORS**

M/s. Nyati Mundra & Co.  
Chittorgarh (Raj.), and  
M/s. Jagdish Rathi & Associates  
Chittorgarh (Raj.)

**COMPANY SECRETARY**

Anil Jain

**BANKERS**

State bank of Bikaner & Jaipur  
Chittorgarh (Raj.)

**SHARE TRANSFER AGENTS**

Ankit Consultancy Pvt. Ltd.  
Plot No. 60, Electronic Complex,  
Pardesipura,  
Indore - 452001(M.P)

**REGISTERED OFFICE**

F-17 & 58, RIICO Industrial Area,  
Chittorgarh (Raj.)

**ADMINISTRATIVE OFFICE**

"Green Woods"  
501-E, Andheri Kurla,  
Mathuradas Vasanji Road,  
Mumbai - 400093 (Maharashtra)



## NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of Inani Marbles & Industries Ltd. will be held on Monday, 30th September, 2013 at 03.00 P.M. at Hotel Padmini, River View, Near Sainik School, Chittorgarh, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 March, 2013 and Profit & Loss Account of the Company for the year ended on the same date together with the Report of the Auditors thereon and Report of the Board of Directors.
2. To declare dividend for the year ended 31st March, 2013.
3. To appoint a Director in place of Shri Nand Lal Inani who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Ravi Birla who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditor and to fix their remuneration and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

"Resolved That M/s Nyati Mundra & Co. Chartered Accountants (Reg. No. 008153C) and M/s Jagdish Rathi & Associates, Chartered Accountants (Reg. No. 004623C) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting i.e. 30.09.2013 until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the Company.

By Order of the Board  
For: Inani Marbles & Industries Ltd.

Place : Chittorgarh  
Date : 13th, August 2013

Anil Jain  
(Company Secretary)

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE PROXY REPRESENTATION MUST BE REGISTERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. The Register of Member and Shares Transfer Books of the Company will remain close from 26th September, 2013 to 30th September, 2013 (Both Days inclusive).
3. Member seeking any further information about the accounts are requested to write to the Company at least 7 days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.
4. Members are requested to kindly bring their copies of Annual Report to the Meeting.
5. The dividend warrants pertaining to earlier years issued by the company are not yet encashed by some of the members. Hence, those members who have not encashed the dividend warrants may please get the same revalidated by the company and encash them at the earliest to avoid inconvenience at a later date.
6. Members holding shares in physical form are requested to notify immediately the change, if any, in their registered address. The members holding shares in demat mode may contact their Depository Participant for change in their registered address.
7. The equity shares of the company are available for dematerialization, as the company has entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Those shareholders who wish to hold shares in electronic form may approach their Depository Participant. The ISIN No. of the Equity Shares is INE635D01019.
8. Appointment/Re-appointment of Directors :  
The brief particulars of directors of the company, retiring by rotation, proposed to be re-appointed and directors who are newly appointed at the ensuing annual general meeting are as under:

|                     | Age      | Qualification | Date of Appointment | Other Directorship |
|---------------------|----------|---------------|---------------------|--------------------|
| Shri Nand Lal Inani | 79 years | Matriculate   | 30.09.2013          | --                 |
| Shri Ravi Birla     | 39 years | B.A. & M.A    | 30.09.2013          | --                 |

\* Excludes directorship held in Pvt. Ltd. Companies.

By Order of the Board  
For: Inani Marbles & Industries Ltd.

Place : Chittorgarh  
Date : 13th, August 2013

Anil Jain  
(Company Secretary)

**DIRECTORS' REPORT**

To the Members,

Your Directors have pleasure in presenting their **19th Annual Report** and the Audited Accounts for the Financial Year ended 31st March 2013.

**FINANCIAL RESULTS :****(Rupees in lacs)**

|  | <b>2012-2013</b> | <b>2011-2012</b> |
|--|------------------|------------------|
| Sales & Income from operations           | 7733.81          | 5135.93          |
| Profit from operations                   | 1611.13          | 861.29           |
| Other Income                             | 113.44           | 107.08           |
| Profit before Interest, Dep. & Taxes     | 1724.57          | 968.37           |
| Interest                                 | 288.75           | 239.71           |
| Depreciation                             | 302.20           | 280.98           |
| Profit Before Tax                        | 1133.62          | 447.68           |
| Provision for Taxation                   | 325.83           | 131.23           |
| Provision for Deferred Tax               | 86.39            | 11.16            |
| Profit After Tax                         | 721.40           | 305.29           |
| Balance of Profit brought forward        | 1817.50          | 1562.26          |
| Balance Available For Appropriations     | 2489.47          | 1817.50          |
| Proposed Dividend on Equity Shares       | 32.53            | 32.53            |
| Corporate Tax on Dividend Distribution   | 5.28             | 4.90             |
| Amount Transferred to General Reserve    | 12.00            | 12.00            |
| Balance carried forward to Balance Sheet | 2439.67          | 1768.07          |

**DIVIDEND & TRANSFER TO GENERAL RESERVE**

Your directors have recommended a dividend of Rs. 1.00/- per equity share (Previous year Rs. 1.00/- per equity share) which amounts to Rs. 32.53 Lacs i.e. 10% of the paid-up capital for the year ended 31st March, 2013, Subject to approval of the shareholders at the ensuing Annual General Meeting of the Company. The total outflow due to dividend payment for the current year will be Rs. 37.81 Lacs which includes dividend distribution tax of Rs. 5.28 Lacs.

Your directors propose to transfer the amount of Rs. 12.00 Lacs (Previous year 12.00 Lacs) to the General Reserve, having regard to the requirements of Section 205 (2A) of the Companies Act, 1956 and with reference to the Companies (Transfer of profits to Reserve) Rules, 1975.

**OPERATIONS & FUTURE OUT LOOK**

Total Turnover of the company has increased by 50.58 % and profit before Tax Increased by 153.22% due to better capacity utilization & increased demand in international market.

**DEPOSITS**

The Company has not accepted any deposits from the Public during the year under review.

**FINANCE**

The Company has taken Loan of Rs.137.95 Lacs from ICICI Bank Ltd, Rs 91.80 Lacs from HDFC Bank Ltd, Rs.150.44 Lacs from Tata Capital Ltd . during the year. Company is regular in payment of Installment and Interest on Loan Taken earlier from State bank of Bikaner & Jaipur , HDFC Bank Ltd ,Tata Capital Ltd and ICICI Bank Ltd.

**DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Shri Nand Lal Inani and Shri Ravi Birla retire by rotation, being eligible and have offered themselves for re-appointment.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956 in relation to financial statements for the year under review, the Directors State that :

- a) the annual accounts have been prepared by following the applicable accounting standards together with proper explanation relating to material departures, if any;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2012-13 and of the profit and loss of the Company for that period;
- c) the Directors took proper and sufficient care for the maintenance of proper and adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts are prepared on a going concern basis

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of the Board of Director) Rules, 1988 regarding Conservation of Energy, Technology Absorption, Research & Development and Foreign Exchange earning & outgo are given in Annexure-A which forms part of Directors' Report.

**PARTICULARS OF EMPLOYEES**

There were no employees covered under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended. Hence no particulars are given herewith.

**CORPORATE GOVERNANCE**

The Management Discussion and Analysis, Report on Corporate Governance along with the Compliance Certificate of the auditors as required under the Listing Agreement are annexed and forming part of this report.

**DEPOSITORY SYSTEM**

As the members are aware, your Company's shares are tradable compulsorily in electronic form and your Company has established connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantage offered by the Depository System, members are requested to avail the facility of Dematerialization of the Company's shares on either of the Depositories as aforesaid.

**AUDITORS**

M/s Nyati Mundra & Co., Chartered Accountants and M/s Jagdish Rathi & Associates, Chartered Accountants, the Joint Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment. The company has received a Certificate from them that their re-appointment, if made, would be within the prescribed limits under section 224 (1B) of the Companies Act, 1956.

**AUDITORS' REPORT**

The Notes to the Accounts referred to in the Auditors' Report are self explanatory and therefore, do not call for any further explanation under section 217(3) of the Companies Act, 1956.

**ACKNOWLEDGMENT**

Your Directors would like to place on record their appreciation for co-operation and support extended by State Bank of Bikaner & Jaipur, HDFC bank Ltd, Tata capital Ltd and Share holders. They also record their appreciation of the devoted services rendered by Staff members and Workman of the company.

For and on behalf of the Board

Place: Chittorgarh  
Date : 30.05.2013

Capt. S.K.Inani  
(Managing Director)

Nand Lal Inani  
(Chairman)

**ANNEXURE- A TO DIRECTORS' REPORT  
COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF  
BOARD OF DIRECTORS) RULES, 1988  
FORM - B**

| Sr. No. | Particulars   | Action taken  |
|---------|---|---|
| 1.      | Research & Development (R&D)  |   |
| A.      | Specific areas in which R&D carried out by the company  | Product improvement and cost controlling                              |
| B.      | Benefits derived as a result of the above R&D   | Enhanced capacity and improved performance of the production capacity |
| C.      | Future plan of action   | Cost effective production and product development                     |
| D.      | Expenditure on R&D<br>a) Capital<br>b) Recurring<br>c) Total<br>d) Total R&D expenditure as a percentage of total turnover  | Nil<br>Nil<br>Nil<br>Nil  |
| 2.      | Technology absorption, adaptation and innovation  |   |
| A.      | Efforts, in brief, made towards technology absorption, adaptation and innovation  | N.A.  |
| B.      | Benefits derived as a result of the above efforts   | N.A.  |
| C.      | In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:<br>a) Technology imported<br>b) year of import<br>c) Has technology been fully absorbed?<br>d) If not fully absorbed, areas where this not taken place, reasons therefore and future plans of action | N.A.<br>N.A.<br>N.A.<br>N.A.  |

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange Inflow :

|                        |                      |
|------------------------|----------------------|
| • Exports on FOB basis | Rs. 476807351        |
| • Total                | Rs. <b>476807351</b> |

Foreign Exchange Outgo :

|                               |                 |
|-------------------------------|-----------------|
| • On Foreign Travel           | Rs. 324288      |
| • Fair & Exhibition           | Rs. 1612853     |
| • Purchase of Raw Materials   | Rs. 50578024    |
| • Purchase of Stores & Spares | Rs. 28002442    |
| • Purchase of Machinery       | Rs. 16229389    |
| • Total                       | <b>96746996</b> |





**CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF  
CORPORATE GOVERNANCE AS PER LISTING AGREEMENT**

To the Members of  
Inani Marbles & Industries Ltd.

We have examined the compliance of conditions of Corporate Governance by Inani Marbles & Industries Limited, for the year ended on 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation there of, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the Shareholders /Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For: Nyati Mundra & Company  
Chartered Accountants  
(Reg.No. 008153C)

For: Jagdish Rathi & Associates  
Chartered Accountants  
(Reg.No. 004623C)

CA R. K. Nyati  
Partner  
M.N. 070692

CA Jagdish Rathi  
Proprietor  
M.N. 039303

Place: Chittorgarh  
Date: 30.05.2013

## CORPORATE GOVERNANCE REPORT

### 1. Company's Philosophy on Corporate Governance

The Company is committed to good Corporate Governance. The Company's policies and practices are aimed at efficient conduct of business and effectively meeting its obligations for the interest of shareholders, creditors, customers, employees and other stakeholders.

### 2. Board of Directors:

The board of director alongwith its committees provide leadership and guidance to the company management and directs, supervises and controls the performance of the company. The present strength of the Board of Directors of the Company is seven out of which Five are non-executive including the Chairman and two independent non-executive directors. The Managing director & Joint Managing Director are continued under the category of Promoter Executive Directors. All directors except the Executive Director are liable to retire by rotation. None of the directors on the board is a member of more than 10 Committees and Chairman of more than 5 Committees across all companies in which they are directors.

The Composition of the Board of Directors and their attendance at the meetings during the year and the number of other Directorships, Committee memberships and Committee Chairmanships are as follows :

| Sl. No. | Name                      | Title                   | Category             | No. of Meetings |          | No. of other Directorships and Committee membership s/ chairmanship s |                       |                         |
|---------|---------------------------|-------------------------|----------------------|-----------------|----------|---|-----------------------|-------------------------|
|         |                           |                         |                      | Held            | Attended | Directorships *   | Committee Memberships | Committee Chairmanships |
| 1.      | Shri Nand Lal Inani       | Chairman                | Non - Executive      | 7               | 6        | --  | --                    | --                      |
| 2.      | Capt Suresh Kumar Inani   | Managing Director       | Promoter - Executive | 7               | 5        | --  | --                    | --                      |
| 3.      | Shri Dinesh Kumar Inani   | Joint Managing Director | Promoter - Executive | 7               | 5        | 1   | --                    | --                      |
| 4.      | Shri Rajesh Kumar Inani   | Director                | Non - Executive      | 7               | 4        | --  | --                    | --                      |
| 5.      | Shri Harish Kumar Inani   | Director                | Non - Executive      | 7               | 6        | 1   | --                    | --                      |
| 6.      | Shri Prem Narayan. Sharma | Independent Director    | Non - Executive      | 7               | 5        | --  | --                    | --                      |
| 7.      | Shri Ravi Birla           | Independent Director    | Non - Executive      | 7               | 3        | --  | --                    | --                      |

\*Excludes Directorships held in Private Limited Companies.