



**MARG**  
TECHNO- PROJECTS LIMITED

MARG TECHNO PROJECTS LIMITED  
CIN : L69590GJ1993PLC019764  
Phone : 99253 61689  
Email id : [margtechno@gmail.com](mailto:margtechno@gmail.com)  
Website : [www.margtechno.com](http://www.margtechno.com)

Dt. 11.05.2023

To,  
The Manager  
BSE LIMITED  
1<sup>st</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai- 400001.  
Equity Script Code: **540254**

To,  
The Manager,  
Department of Corporate Regulations,  
Metropolitan Stock Exchange of India Limited,  
205(A), 2nd Floor, Piramal Agastya  
Corporate Park, Kamani Junction, LBS  
Road, Kurla (West), Mumbai – 400070  
Equity Script Code: **35404**

**Sub: Submission of Notice of the Extra Ordinary General Meeting (“EGM”) of MARG TECHNO PROJECTS LIMITED (the “Company”).**

Dear Sir/Madam,

Please find enclosed herewith Notice of the Extra Ordinary General Meeting (“EGM”) of the Company scheduled to be held on Saturday, the 3<sup>rd</sup> June, 2023 at 11:00 a.m. at 406, Royal Trade Centre, Opp. Star Bazar, Adajan, Surat -395009, Gujarat to transact the businesses, set out in the Notice convening the Extra Ordinary General Meeting (“EGM”).

The Notice of the EGM along with attendance slip and proxy form has also been uploaded on the website of the Company at [www.margtechno.com](http://www.margtechno.com).

Kindly take the same on your record.

Thanking You,  
**FOR Marg Techno- Projects Limited**

**DIVYA ZAVERI**  
Company Secretary & Compliance Officer  
ACS-39586

Encl: As above.



Ref No:

Date :

**NOTICE OF THE EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the Extra Ordinary General Meeting (“EGM”/“Meeting”) of the Members of **MARG TECHNO-PROJECTS LIMITED** (the “Company”) will be held on **Saturday, the 3<sup>rd</sup> June, 2023 at 11:00 a.m.** at the Registered Office of the Company situated at 406, Royal Trade Centre, Opp. Star Bazaar, Adajan, Surat-395009, Gujarat to transact the following businesses as set out hereunder:

**SPECIAL BUSINESSES:**

**ITEM NO. 1: ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and are hereby accorded for alteration in the Memorandum of Association of the Company by deleting Clause III (C) – Other Objects and accordingly Memorandum of Association will no longer carry other objects.

**RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the Clause III (A), III (B) and Clause IV of the Memorandum of Association of the Company, be renamed and read as under:

Clause III (A) - The objects to be pursued by the Company on its incorporation are:

Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

Clause IV - The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

Clause V - The Share Capital of the Company is 7,51,00,000.00 rupees, divided into 75,10,000 Equity Shares of 10.00 rupees each.

**RESOLVED FURTHER THAT** the words “Companies Act, 1956” be substituted with the words “Companies Act, 2013” wherever appears in the existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the words “Section 58A” be substituted with the words “the provisions” appears under sub-clause 39 of Clause III (B) of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.



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**RESOLVED FURTHER THAT** the Board be and is hereby authorised to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do all things such acts and deeds required to give effect to the aforesaid resolutions.”

**ITEM NO. 2: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and Table F of Schedule I enacted there under, read with the Companies (Incorporation) Rules, 2014, consent of the members be and are hereby accorded to adopt new set of Articles of Association, a copy of which placed before the Shareholders and initialed by the Chairman for the purpose of identification, in place of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do all things such acts and deeds required to give effect to the aforesaid resolutions.”

**ITEM NO. 3: INCREASE IN AUTHORISED SHARE CAPITAL AND AMENDMENT IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof) and any other applicable provisions of the Act and the rules made thereunder and the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 7,51,00,00,000/- (Rupees Seven Crores Fifty-one lakh) divided into 75,10,000 (Seventy Five Lakh Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 11,00,00,000/- (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to rank pari-passu with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

- V. The Share Capital of the Company is 11,00,00,000 Rupees, divided into 1,10,00,000 Equity Shares of 10.00 Rupees each.



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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do all things such acts and deeds required to give effect to the aforesaid resolutions.”

**ITEM NO. 4: TO ISSUE FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL ISSUE BASIS:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the provisions of the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the “SEBI Takeover Regulations”) each as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the “Stock Exchange”) where the securities of the Company are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and such approvals, consents, permissions and sanctions as may be necessary or required from the lenders or any other authority, if any and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include Securities Allotment Committee or any other committee, which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, 40,00,000 (Forty Lakh) fully convertible warrants (“warrants”), each convertible into, or exchangeable, at an option of Proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- (Rupees Ten) each at a price of Rs. 14/- (Rupees Fourteen) each payable in cash (“Warrant Issue Price”), aggregating Rs. 5,60,00,000/- (Rupees Five Crore Sixty Lakh), to Specified Investors/ Identified Investors (collectively called the “Investors”) as listed below which also includes promoter, on preferential issue basis in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws.



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**List of Investors:**

Sr. No.	Name of Specified Investors	No. of fully convertible warrants	Category/ Class: Promoters or Non-Promoter
1	Madhubhai Nanjibhai Vekaria	16,50,000	Non-Promoter
2	Vasantbhai Lavjibhai Mangrolia	15,50,000	Non-Promoter
3	Yugma Jignesh Acharya	2,00,000	Non-Promoter
4	Ketan Mahendrakumar Chalishazar	6,00,000	Non-Promoter
	<b>Total</b>	<b>40,00,000</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue of the warrants is **4<sup>th</sup> May, 2023**, being the date 30 days prior to the date on which the meeting of shareholders i.e. Extra Ordinary General Meeting to be held to consider the special resolution of the preferential issue.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the warrants and equity shares to be allotted on exercise of the option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The warrants shall be allotted in dematerialized form within a period of fifteen days from the date of passing of the special resolution by the Members, provided that where the allotment of warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of fifteen days from the date of receipt of last of such approvals or permissions.
- The equity shares to be allotted on exercise of warrants shall be in dematerialized form only and subject to the provisions of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company.
- An amount equivalent to atleast 25% of the warrant issue price i.e. Rs. 3.50 (Rupees Three and Fifty Paise) per warrant shall be payable upfront along with the application and the balance 75% i.e. Rs. 10.50 (Rupees Ten and Fifty Paise) shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/set-off against the issue price for the resultant equity shares.
- The issue of warrants as well as equity shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.
- The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company and warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of eighteen months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the balance of the warrant issue price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.



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- g) In the event, the proposed allottees does not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.
- h) The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- i) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.
- j) In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of equity shares that each warrant converts into and the price payable for such equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees: (a) receives such number of equity shares that proposed allottees would have been entitled to receive; and (b) pays such consideration for such equity shares to the Company which Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring.
- k) The equity shares arising from the exercise of the warrants will be listed on the stock exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** the monies received by the Company from the proposed allottees, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, the consent of the members of the Company be and is hereby accorded to record the name and details of the proposed allottees for the issuance of invitation to subscribe to the warrants a private placement offer letter in Form No. PAS-4 together with an application form be issued to the proposed allottees inviting them to subscribe to the warrants, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the stock exchange i.e. BSE Limited within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or Securities Allotment Committee or any other committee constituted for the purpose be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and equity



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shares upon conversion and listing of equity shares with the stock exchange as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors of  
**MARG TECHNO-PROJECTS LIMITED**

Place: Surat  
Date: 9/May/2023

**DIVYA ZAVERI**  
Company Secretary and Compliance Officer  
ACS: 39586

**REGISTERED OFFICE**

406, Royal Trade Centre, Opp. Star Bazaar, Adajan,  
Surat 395009, Gujarat

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and the rules (the “Companies Act” and such statement, the “Explanatory Statement”) made thereunder setting out the material facts in respect of the business under items as set out in the notice to the Extraordinary General Meeting (EGM) (the “Notice”) is annexed hereto and forms part of this Notice.
2. A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The duly completed and signed instrument appointing proxy as per the format included in the Notice should be delivered to the Registered Office of the Company not less than 48 (forty eight) hours before the time for holding the EGM. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote on any Resolution would be entitled to inspect the proxies lodged between 9.00 a.m and 6.00 p.m., provided that notice in writing of the intention to inspect the proxies lodged is given to the Company at least three days before the commencement of the Meeting.



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3. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the EGM.
4. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the EGM.
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection at the Registered Office of the Company on all working days except public holidays, during business hours up to the date of the Meeting and also at the Venue till the conclusion of the Meeting.
6. To support the 'Green Initiative' announced by the Government of India, electronic copies of the Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company / Depository Participants unless the member has specifically requested for a hard copy of the same. The Members who are desirous of receiving the Notice in physical form may write to the Company on [margtechno@gmail.com](mailto:margtechno@gmail.com).

MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES WITH COMPANY'S RTA /DEPOSITORIES ARE REQUESTED TO CONTRIBUTE TO THE GREEN INITIATIVE BY REGISTERING THEIR E-MAIL ADDRESS, FOR RECEIVING ALL FUTURE COMMUNICATIONS THROUGH E-MAIL.

7. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the EGM are annexed hereto.
8. The Notice, *inter-alia* indicating the process and manner of remote e-voting, along with the Attendance Slip and Proxy Form, will be sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participants, unless a member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted modes of service of documents.

Members may note that the Notice is also available on the Company's website [www.margtechno.com](http://www.margtechno.com), website of stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and MSE on [www.msei.in](http://www.msei.in).

## 9. Voting by Members

- i. In compliance with Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company is pleased to provide its Members facility of remote e-voting (to cast their vote electronically from a place other than the venue of the EGM) through e-voting services provided by Central Depository Services (India) Limited (CDSL) on all resolutions specified in this Notice. ("remote e-voting").
- ii. The facility for voting, through Ballot paper shall be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting will be able to exercise their right at the meeting through Ballot paper.
- iii. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.





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- iv. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Saturday, 27<sup>th</sup> May, 2023. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Saturday, 27<sup>th</sup> May, 2023 may obtain the login ID and password by sending a request to Company's Registrar and Share Transfer Agent at [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com). A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
- v. The Remote e-voting commences on Wednesday, 31<sup>st</sup> May, 2023 (from 09:00 a.m.) and ends on Friday, 2<sup>nd</sup> June, 2023 (at 5.00 p.m.). E-voting shall not be allowed after the aforesaid date and time. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, being Saturday, 27<sup>th</sup> May, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL thereafter.
- vi. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Details of the process and manner of Remote e-voting along with the user ID and password is being sent to all the members along with the Notice.
- vii. The Board has appointed CS Hiren H. Shah, Practising Company Secretary, Surat (the "Scrutinizer") as a scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- viii. The Scrutinizer shall from the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or in his absence to any other Director authorised by the Board.
- ix. The Chairman or in his absence any other Director authorised by the Board shall forthwith on receipt of the Consolidated Scrutinizer's Report, declare the results of the voting.
- x. The results of voting will be declared and published, along with consolidated Scrutinizer's Report, on the website of the Company [www.margtechno.com](http://www.margtechno.com) and the same shall also be simultaneously communicated to the BSE Limited within two working days from the conclusion of the EGM.



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**PROCEDURE FOR REMOTE E-VOTING:  
THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The Remote e-voting commences on Wednesday, 31<sup>st</sup> May, 2023 (from 09:00 a.m.) and ends on Friday, 2<sup>nd</sup> June, 2023 (at 5.00 p.m.). E-voting shall not be allowed after the aforesaid date and time. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, being Saturday, 27<sup>th</sup> May, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL.	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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</li></ol>



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	<p>e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers ie. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers” website directly.</p> <ol style="list-style-type: none"><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>
<p>Individual Shareholders holding securities in Demat mode with NSDL.</p>	<ol style="list-style-type: none"><li>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: <a href="https://eservicesnsdl.com">https://eservicesnsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.isp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.isp</a>.</li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 eVoting service provider name and you will be redirected to eVoting service provider website for casting your vote during the remote e-Voting period.</li></ol>



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<p>Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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>
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**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact at toll free NO. 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).



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	Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company /RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth dd/mm/yyyy format) as recorded in your demat account in the company records in order to login. 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 as mentioned in instruction (3).

- (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 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) **Facility for Non - Individual Shareholders and Custodians -Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [primeindust@yahoo.com](mailto:primeindust@yahoo.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL evoting system for the scrutinizer to verify the same.



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**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.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF  
THE COMPANIES ACT, 2013**

**ITEM NO. 1:**

The Companies Act, 2013 has prescribed a new format of Memorandum of Association (“MOA”) for a Company limited by shares. Therefore, the Board proposes to align existing MOA of the Company with Table A of Schedule I of the Act by passing of Special Resolution.

Draft copy of the Memorandum of Association containing proposed alteration is available for inspection at the Registered Office of the Company during the office hours on any working day till the date of Extra-ordinary General Meeting.

The Board recommends these resolution as set out at Item no. 1 in the Notice for your approval as a Special Resolution.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for physical inspection at the Registered Office of the Company on all working days except public holidays, during business hours up to the date of the Meeting and also at the Venue till the conclusion of the Meeting.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives is in any way concerned or interested, financially or otherwise in the resolution set out in Item No. 1 in the Notice.

**ITEM NO. 2:**

The Company is required to alter its Articles of Association in order to meet the requirement of Table F of Schedule I of new Companies Act, 2013. Therefore, the Board proposes to adopt new set of Articles of Association as per Table F of the Schedule I of the new Companies Act, 2013 in place of the existing Articles of Association of the Company by passing of Special Resolution.

Draft copy of the Articles of Association containing proposed alteration is available for inspection at the Registered Office of the Company during the office hours on any working day till the date of Extra-ordinary General Meeting.

The Board recommends these resolution as set out at Item no. 2 in the Notice for your approval as a Special Resolution

All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for physical inspection at the Registered Office of the Company on all working days except public holidays, during business hours up to the date of the Meeting and also at the Venue till the conclusion of the Meeting.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives is in any way concerned or interested, financially or otherwise in the resolution set out in Item No. 2 in the Notice.

**ITEM NO. 3:**

The present Authorised Share Capital of the Company is Rs. 7,51,00,000/- (Rupees Seven Crores Fifty-One lakh) divided into 75,10,000 (Seventy-Five Lakh Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each. In order to facilitate fund raising in future, it is proposed to increase the Authorised Share Capital to Rs. 11,00,00,000/- (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. The



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increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members approvals in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

The Board recommends these resolution as set out at Item no. 3 in the Notice for your approval as an Ordinary Resolution.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for physical inspection at the Registered Office of the Company on all working days except public holidays, during business hours up to the date of the Meeting and also at the Venue till the conclusion of the Meeting.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives is in any way concerned or interested, financially or otherwise in the resolution set out in Item No. 3 in the Notice.

#### ITEM NO. 4:

The Board of Directors of the Company ("Board") at its meeting held on 9<sup>th</sup> May, 2023, have decided to raise funds by issuance of 40,00,000 (Forty Lakh) fully convertible warrants ("Warrants"), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 14/- (Rupees Fourteen) each payable in cash ("Warrant Issue Price") which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months, aggregating an amount of Rs. 5,60,00,000/- (Rupees Five Crore Sixty Lakh) to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified (collectively called the "Investors").

List of specified investors to which the warrants to be offered is provided here under:

Sr. No.	Name of Specified Investors	No. of fully convertible warrants	Consideration (Amount in Rupees)
1	Madhubhai Nanjibhai Vekaria	16,50,000	2,31,00,000
2	Vasantbhai Lavjibhai Mangrolia	15,50,000	2,17,00,000
3	Yugma Jignesh Acharya	2,00,000	28,00,000
4	Ketan Mahendrakumar Chalishazar	6,00,000	84,00,000
	<b>Total</b>	<b>40,00,000</b>	<b>5,60,00,000</b>

Necessary information/details/disclosures in relation to the preferential issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued thereunder, are set forth below:





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**i. Particulars of the Preferential Issue including date of passing of Board Resolution:**

The Board of Directors at its meeting held on 9<sup>th</sup> May, 2023 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue 40,00,000 (Forty Lakh) fully convertible warrants (“Warrants”), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/- (Rupees Ten) each at a price of Rs. 14/- (Rupees Fourteen) each payable in cash aggregating Rs. 5,60,00,000/- (Rupees Five Crore Sixty Lakh) to the Investors, for cash consideration, by way of a preferential issue on a private placement basis.

**ii. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:**

40,00,000 (Forty Lakh) warrants fully convertible into or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 14/- (Rupees Fourteen) (including premium of Rs. 4/-) payable in cash being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating Rs. 5,60,00,000/- (Rupees Five Crore Sixty Lakh).

**iii. Objects of the Issue:**

The Company shall utilize the proceeds from the preferential issue of the warrants for the purpose/object to finance working capital requirement and for general corporate purposes of the Company.

**iv. Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The shares of the Company are listed on BSE Limited (“BSE”) and Metropolitan Stock Exchange Limited (“MSE”), and are infrequently traded on both the Stock Exchanges. Articles of Association of the Company does not provide for any particular method of determination of price however the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company to the Proposed Allottees therefore the price is determined in compliance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares. Accordingly, the Company has obtained valuation of equity shares of the Company from CS Barkha Deshmukh, IBBI Registered Valuer (Registration no. IBBI/RV/03/2022/14974). The valuation report is also made available on the website of the Company and will be accessible at link: <https://margtechno.com/registered-valuer-valuation-report-certificate>.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is Rs. 13.83/- (Rupees Thirteen and Eighty Three Paise) per Warrant which has been rounded off to Rs. 14/- (Rupees Fourteen) per Warrant fixed by the Board of Directors of the Company.

**v. The price or price band at/within which the allotment is proposed:**

Each warrant carries a right to subscribe to one equity share per warrant, at a price of Rs. 14/- (Rupees Fourteen) per warrant which consists of Rs. 10/- (Rupees Ten) as face value and Rs. 4/- (Rupees Four) as a premium per warrant. Kindly refer to the above mentioned point no. (iv) for the basis of determination of the price.



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**vi. Relevant Date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue is 4<sup>th</sup> May, 2023, being the working day preceding 30 days prior to the date of Extra-Ordinary General Meeting (EGM).

**vii. The class or classes of persons to whom the allotment is proposed to be made:**

The preferential Issue of the warrants each carrying a right to subscribe to one equity share per warrant is proposed to be made to three investors under the class/ category as mentioned below:

Sr. No.	Name of Specified Investors	No. of fully convertible Warrants	Category/ Class: Promoters or Non-Promoter
1	Madhubhai Nanjibhai Vekaria	16,50,000	Non-Promoter
2	Vasantbhai Lavjibhai Mangrolia	15,50,000	Non-Promoter
3	Yugma Jignesh Acharya	2,00,000	Non-Promoter
4	Ketan Mahendrakumar Chalishazar	6,00,000	Non-Promoter
	<b>Total</b>	<b>40,00,000</b>	

**viii. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue:**

None of the promoters, directors or KMP have shown interest to subscribe to the number of fully convertible warrants as mentioned in point no. (vii) above. No Director(s) or Key Managerial Personnel(s) intends to subscribe to the preferential issue.

**ix. Proposed time frame within which the Preferential Issue shall be completed:**

As required under the SEBI ICDR Regulations, the warrants shall be allotted by the Company within a maximum period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the proposed warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

**x. Principal terms of assets charged as securities:**

Not applicable.



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**xi. Shareholding pattern of the Company before and after the Preferential Issue:**

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
<b>A.</b>	<b>PROMOTER AND PROMOTER GROUP HOLDING</b>				
	Indian				
	Individual	4366170	72.77	4366170	43.66
	Bodies Corporate	0	0.00	0	0
	<b>Sub-total</b>	<b>4366170</b>	<b>72.77</b>	<b>4366170</b>	<b>43.66</b>
	<b>Foreign Promoters</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
	<b>Sub-total (A)</b>	<b>4366170</b>	<b>72.77</b>	<b>4366170</b>	<b>43.66</b>
<b>B.</b>	<b>PUBLIC HOLDING</b>				
	<b>Institutional Investors</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Non-Institution</b>				
	Bodies Corporate	5020	0.08	5020	0.05
	HUF	0	0.00	0	0.00
	Indian public	1600018	26.67	5600018	56.00
	Clearing Members	0	0.00	0	0.00
	Others (including NRIs)	28792	0.48	28972	0.29
	<b>Sub-total (B)</b>	<b>1633830</b>	<b>27.23</b>	<b>5633830</b>	<b>56.34</b>
	<b>GRAND TOTAL (A)+(B)</b>	<b>6000000</b>	<b>100.00</b>	<b>10000000</b>	<b>100.00</b>

**Notes:**

1. The post-issue shareholding of the Company is calculated assuming full exercise of warrants and consequent allotment of the equity shares of the Company.
2. It is further assumed that the shareholding of the Company in all other categories will remain unchanged.
3. In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of equity shares on exercise of warrants, the shareholding pattern in the above table would undergo corresponding changes.
4. The above pre-issue shareholding pattern is based on the shareholding as on 31<sup>st</sup> March, 2023.

**xii. Name and address of valuer who performed valuation:**

The valuation has been performed by CS Barkha Deshmukh, IBBI Registered Valuer (Registration no. IBBI/RV/03/2022/14974) having office at L-02, 806, Malkans Society, Jijamata Chowk, Sector-10, Ghansoli- 400 701, Navi Mumbai.

**xiii. Amount which the Company intends to raise by way of such securities:**

The Company intends to raise an amount of Rs. 5,60,00,000/- (Rupees Five Crore Sixty Lakh).



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**xiv. Material terms of the proposed Preferential Issue of the Warrants:**

The material terms of the proposed preferential issue of the warrants are stipulated in the special resolution as set out at Item No. 4 of this Notice.

**xv. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

No preferential allotment has been made to any person during the year from the date of this Notice or during financial year 2022-23.

**xvi. Identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:**

Identity of the allottee and the percentage of post preferential issue capital that may be held by them:

Name of the Proposed allottee	Category	Present pre-issue shareholding		Post-issue shareholding*		Ultimate Beneficial Owners
		Pre-issue holding	% of total Equity capital	Post-issue holding	% of total Equity capital	
Madhubhai Nanjibhai Vekaria	Non-Promoter	0	0.00	16,50,000	16.50	N.A.
Vasantbhai Lavjibhai Mangrolia	Non-Promoter	0	0.00	15,50,000	15.50	N.A.
Yugma Jignesh Acharya	Non-Promoter	0	0.00	2,00,000	2.00	N.A.
Ketan Mahendrakumar Chalishazar	Non-Promoter	0	0.00	6,00,000	6.00	N.A.

\* The post-issue shareholding as shown above is calculated assuming full exercise of warrants and consequent allotment of the equity shares of the Company.

There will be no change in control in the Company consequent to the completion of the preferential issue to the Investors.

**xvii. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:**

No contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue.

**xviii. Valuation and Justification for the allotment proposed to be made for consideration other than cash:**

Not applicable. The consideration for issue of warrants shall be paid in cash.



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**xix. Listing:**

The equity shares arising from the exercise of the warrants will be listed on the Stock Exchanges at which the existing shares are listed i.e. BSE Limited (“BSE”) and Metropolitan Stock Exchange Limited (MSE) subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**xx. Lock-in Period:**

The warrants and the equity shares to be allotted pursuant to exercise of warrants shall be subject to ‘lock-in’ as per chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period 90 trading days from the date allotment of warrants as per the SEBI ICDR Regulations. The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

**xxi. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:**

Sr. No.	Name of Specified Investors	Current Status	Proposed Status
1	Madhubhai Nanjibhai Vekaria	Currently not holding any Equity Shares of the Company	Non-Promoter
2	Vasantbhai Lavjibhai Mangrolia	Currently not holding any Equity Shares of the Company	Non-Promoter
3	Yugma Jignesh Acharya	Currently not holding any Equity Shares of the Company	Non-Promoter
4	Ketan Mahendrakumar Chalishazar	Currently not holding any Equity Shares of the Company	Non-Promoter

**xxii. Undertakings:**

- Neither the Company nor any of its Directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.



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- f) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of warrants and equity shares upon conversion of warrants.

**xxiii. Company Secretary's Certificate:**

The certificate from Mr. Hiren H Shah Practicing Company Secretary (ICSI Membership No.: A42463, COP No: 17584), certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://margtechno.com/pcs-certificate>

**xxiv. Other disclosures**

- (a) The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations is not applicable.
- (b) None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (c) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- (d) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- (e) The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- (f) The Company is in compliance with the conditions for continuous listing.
- (g) Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- (h) The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.
- (i) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- (j) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.



**MARG**  
TECHNO- PROJECTS LIMITED

**MARG TECHNO PROJECTS LIMITED**  
**CIN : L69590GJ1993PLC019764**  
**Phone : 0261-2782501/2782502**  
**Phone : [margtechno@gmail.com](mailto:margtechno@gmail.com)**  
**Website : [www.margtechno.com](http://www.margtechno.com)**

Ref No:

Date :

- (k) The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of warrants fully convertible to equity shares to the Investor is being sought by way of a special resolution as set out in the said item no. 2 of the Notice. The issue of the equity shares pursuant to the preferential issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.4 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection at the Registered Office of the Company on all working days except public holidays, during business hours up to the date of the Meeting and also at the Venue till the conclusion of the Meeting.

None of the Director(s), Key Managerial Personnel(s) or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution set out in Item No. 4 in the Notice.

By Order of the Board of Directors  
**MARG TECHNO-PROJECTS LIMITED**

Place: Surat  
Date: 9/May/2023

**DIVYA ZAVERI**  
Company Secretary and Compliance Officer  
ACS: 39586

**REGISTERED OFFICE**

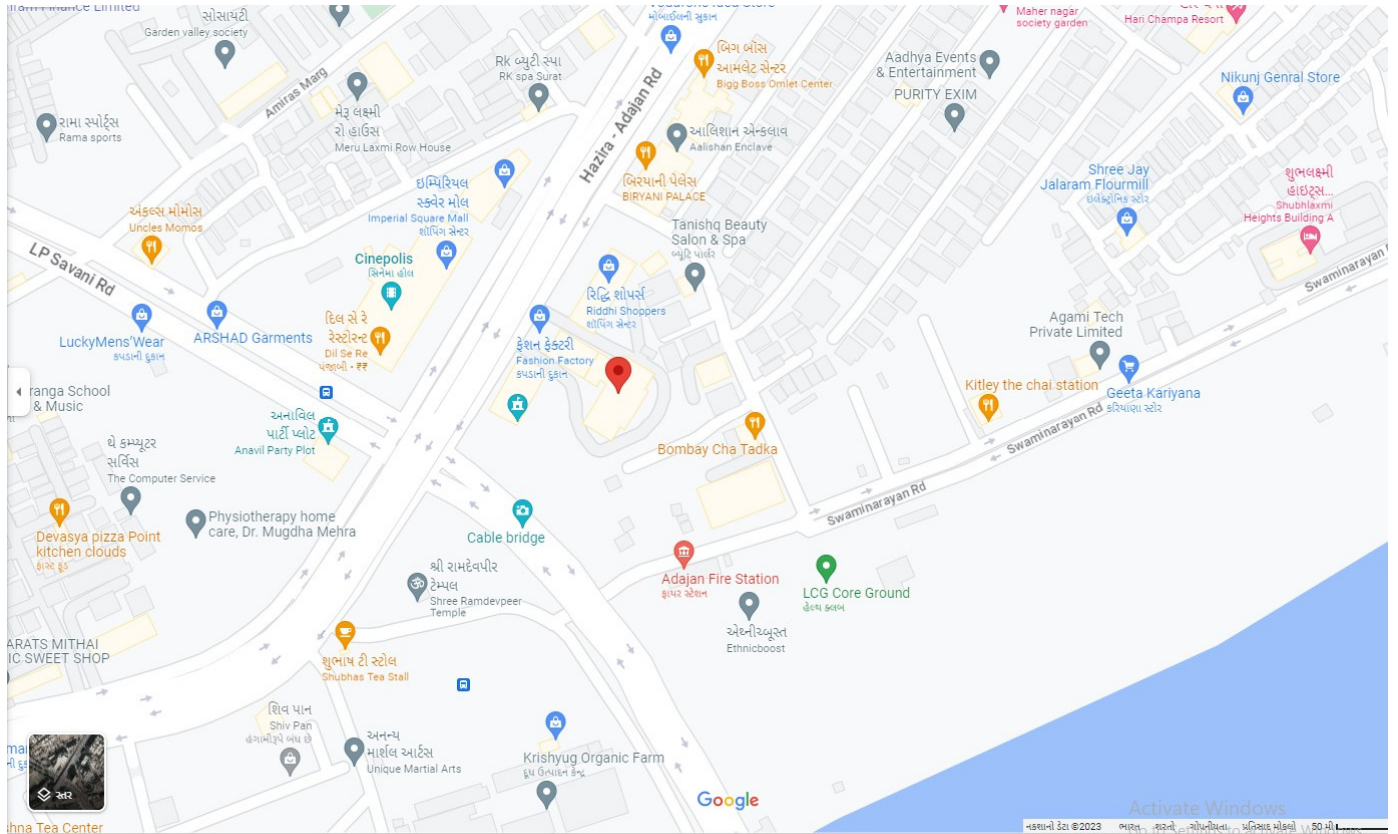
406, Royal Trade Centre, Opp Star Bazaar, Adajan,  
Surat 395009, Gujarat.



Ref No:

Date :

**Route Map of EGM Venue:**



Source: Google Map





Ref No:

Date :

**ATTENDANCE SLIP  
EXTRAORDINARY GENERAL MEETING**

Registered Folio / DP ID & Client ID	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	
Number of Shares held	

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Company held on **Saturday, the 3<sup>rd</sup> June, 2023 at 11:00 a.m.** at 406, Royal Trade Centre, Opp Star Bazaar, Adajan, Surat 395009 Gujarat and at any adjournment thereof.

\_\_\_\_\_  
Name of Member/Proxy\*/  
Authorised Representative  
(in Block Letters)

\_\_\_\_\_  
Signature of Member/Proxy\*/  
Authorised Representative

\* Strike out whichever is not applicable.

**Notes:**

1. Please bring the Attendance Slip duly signed and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Members/Proxy holders are requested to bring the copy of the Notice of Extraordinary General Meeting and the attendance slip to the Extraordinary General Meeting.
3. Members receiving the Notice of Extraordinary General Meeting along with the Attendance Slip and Proxy Form through email at the address registered with the Registrar/Depository Participants are requested to print the copy of this Attendance Slip and bring the same duly signed and hand it over at the Entrance of the Meeting Hall.
4. The facility for voting, through Ballot paper shall be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting will be able to exercise their right at the meeting through Ballot paper.
5. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as authorised agency to provide remote e-voting facilities. The e-voting particulars are set out below:

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Event Number (EVEN)	USER ID	PASSWORD
230509004		

Note: Please read the instructions for remote e-voting given in Notice convening the Extraordinary General Meeting carefully before voting electronically. Members who have cast their vote electronically shall not be allowed to vote again at the meeting.



Ref No:

Date :

**Form No. MGT-11**  
**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of Member(s)	
Registered Address	
E-Mail ID	
Folio No. / *Client ID	
*DP ID No.	

\*Applicable for holders holding shares in demat/ electronic mode

I/We, being the member (s) of .....shares of the above named Company, hereby appoint.

Name			
Address			
E-mail Id		Signature	
	or failing him/her		
Name			
Address			
E-mail Id		Signature	
	or failing him/her		
Name			
Address			
E-mail Id		Signature	

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on **Saturday, the 3<sup>rd</sup> June, 2023 at 11:00 a.m.** at 406, Royal Trade Centre, Opp. Star Bazaar, Adajan, Surat 395009, Gujarat and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolution No.	Resolution(s)
1	Alteration in Memorandum of Association of the Company as per Companies Act, 2013
2	Adoption of New Set of Articles of Association of the Company
3	Increase in authorised share capital and amendment in capital clause of the Memorandum of Association.
4	To issue fully convertible warrants on a preferential issue basis.

As witness my / our hand (s) this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of Shareholder: \_\_\_\_\_

Signature of Shareholder: \_\_\_\_\_

**Affix a  
Rs. 1/-  
Revenue  
Stamp**

**Note:** The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.