



Ref. No.ML/BSE/039/23-24

Date: 05.03.2024

The Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower
Dalal Street,
Mumbai-400001.

Dear Sir,

Sub. : Notice of Extra ordinary General meeting of the Company going to be held on Saturday, the 30th March 2024.

Pursuant to Regulation 30 of the SEBI (LODR) Resulation, 2015, as amended and any other applicable provision, we are pleased to inform that the Extra Ordinary General Meeting (“EGM”) of the Members of the Company will be held on Saturday, 30th March 2024 at 2:00 P.M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).

The Notice of the Extra Ordinary General Meeting is also uploaded on the Company’s website <https://www.marsonsonline.com/images/teams/21709619122.pdf>

The evoting details are as follows:

E-voting platform	CDSL
Cut-Off Date of eligible Shareholders for e-voting	23 rd March 2024
E-Voting Start Date & Time	Wednesday, 27 th March, 2024 -09.00 A.M.
E-Voting End Date & Time	Friday, 29 th March, 2024 - 5.00 P.M.
Scrutinizer for e-voting	Arun Kumar Jaiswal, Practicing Company Secretary, (ACS-29827)

This is for your information and record.

Thanking you,
Yours truly,
For Marsons Ltd.

Uttara Sharma

(Uttara Sharma)
Company Secretary
(M. No. A48464)
Encl: EGM Notice dt. 1st March 2024



Marsons Limited

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MARSONS LIMITED WILL BE HELD ON SATURDAY, 30TH MARCH, 2024 THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) AT 2.00 P.M. TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. Issue of Equity Shares on Preferential basis

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

“RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (**“SEBI (ICDR) Regulations, 2018”**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**“Takeover Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (**“Stock Exchanges”**), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, upto 3,25,00,000 Equity Shares of Face Value of Re. 1/- (Rupee One only) each at a premium of Rs. 24/- each aggregating to Rs. 81,25,00,000/- (Rupees Eighty One Crores Twenty Five Lacs only) to Strategic Investors (Non-Promoters), on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
	Category- Non Promoters		
1	Vivek Kumar Singhal	2000000	Vivek Kumar Singhal
2	Deepak Kumar Singhal	1000000	Deepak Kumar Singhal
3	Kshitij Agrawal	600000	Kshitij Agrawal
4	Nikita Singhal	600000	Nikita Singhal
5	Suruchi Iyer	400000	Suruchi Iyer
6	Darshak Shah	880000	Darshak Shah

7	Jinesh Haresh Shah	400000	Jinesh Haresh Shah
8	Nikhil Jain	400000	Nikhil Jain
9	Vipul Kumar Singhal	400000	Vipul Kumar Singhal
10	Manish Agrawal	200000	Manish Agrawal
11	Ravindra Ramesh Maloo	320000	Ravindra Ramesh Maloo
12	Giriraj Stock Broking Private Limited	400000	Vinay Jajodia
13	Jajodia Equity Advisors Services Limited	400000	Vinay Jajodia
14	Vinay Jajodia	400000	Vinay Jajodia
15	Sri GBK Resources Private Limited	400000	<ul style="list-style-type: none"> • Krishna Kothari • Suchita Kothari
16	RMJ Securities Private Limited	800000	Naresh Kumar Jain
17	Capacious Wealth Management LLP	400000	<ul style="list-style-type: none"> • Harshi Chopra • Pushpa Gupta
18	Nitu Mundhra	300000	Nitu Mundhra
19	Madhu Jhaver	800000	Madhu Jhaver
20	Raja Mimani	200000	Raja Mimani
21	Aditya Vimalkumar Agrawal	1000000	Aditya Vimalkumar Agrawal
22	Trans Global Logistics Private Limited	2000000	Vivek Venkatachalam
23	Bagrrys Holding Limited	2500000	<ul style="list-style-type: none"> • Shyam Bagri • Savita Bagri
24	Anupriya Consultants Private Limited	2500000	Amitabh Das Mundhra
25	Hemant Kumar Jain	3000000	Hemant Kumar Jain
26	Jyoti Jain	1000000	Jyoti Jain
27	Manoj Kumar Dugar	1000000	Manoj Kumar Dugar
28	Hemlata Dugar	1000000	Hemlata Dugar
29	Sanjeev Khaitan	2000000	Sanjeev Khaitan
30	Ridhi Sidhi Distributors Private Limited	2000000	Sudheer Kumar Jain
31	Abhisek Bhutra HUF	1100000	Abhisek S Bhutra (Karta)
32	Bishnu Kumar Bajaj	100000	Bishnu Kumar Bajaj
33	Choice Strategic Advisors LLP	600000	Kamal Poddar
34	Poonam Sunil Bagaria	100000	Poonam Sunil Bagaria
35	Sanghvi Cylinders Private Limited	100000	Ramesh Chandra Sanghavi
36	Vimal Kishore Parwal	100000	Vimal Kishore Parwal
37	Gopi Kishan Malani	300000	Gopi Kishan Malani
38	Shree Ram India Gums Limited	400000	Om Prakash Soni
39	Barkha Tibrewal	100000	Barkha Tibrewal
40	Sunita Modi	200000	Sunita Modi
41	Vijay P Bhandari HUF	100000	Vijay Pukhraj Bhandari (Karta)
	Total	32500000	

RESOLVED FURTHER THAT:

- i. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 29th February, 2024 to consider the proposed preferential issue of Equity Shares.

- ii. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form.
- iii. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- iv. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT Mr. Binay Kumar Agarwal (DIN: 00566931), Director of the Company or Mr. Subhash Kumar Agarwala (DIN: 00566977), Director of the Company or Ms. Uttara Sharma, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

2. Regularize Appointment Of Ms. Varsha Kedia As Non-Executive Women cum Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof

for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to regularize the appointment of Ms. Varsha Kedia (holding DIN: 09774480), who was appointed as an Additional Director with effect from 19th October, 2023 on the Board of the Company, be and is hereby appointed as an Non Executive Women cum Independent Director of the Company whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years for a term up to the conclusion of Annual General Meeting of the Company in the calendar year 2028;

FURTHER RESOLVED THAT any one Director of the Company be and is hereby authorized to file the necessary forms and take suitable action for implementation of the above said decision of the Members."

By Order of the Board of Directors

Sd/-

Binay Kumar Agarwal

Director

DIN: 00566931

Date: 1st March, 2024

Place: Kolkata

Notes:

1. The Extra Ordinary General Meeting ("EGM") will be held on Saturday, 30th March, 2024 at 2.00 p.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 08th May, 2020, MCA General Circular No. 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 , 02/2021 dated 13th January, 2021, 03/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 and SEBI circular SEBI Circular dated 12th May, 2020 , SEBI Circular dated 15th January, 2021.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with circulars dated May 5, 2020 and April 8, 2020 and April 13, 2020, May 05, 2022, 28th December, 2022 and 09/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars") permitted the holding of the Extraordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company situated at Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata- 700142.
3. Pursuant to the provisions of the Act, 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. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose authorized representatives are intending to attend the Meeting through VC/OAVM are requested to send, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting at helpdesk.evoting@cdslindia.com or uttarasharma14@gmail.com .
5. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extraordinary General Meeting is annexed hereto.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
8. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to uttarasharma14@gmail.com.
9. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
11. The Notice of EGM will be placed on the Company's website www.marsonsonline.com
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Maheshwari Datamatics Private Limited, Unit: Marsons Limited. (Share Transfer Agent) at 23 R N Mukherjee Road, 5th Floor, Kolkata-700001, West Bengal, Tel: 033-2248 2248; Web Site: www.mdpl.in, e-mail: mdpldc@yahoo.com in case the shares are held in physical form.
13. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
14. Shareholders of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e., 1st March, 2024 will receive the Notice of EGM through electronic mode only pursuant to General circular No. 1712020 dated 13th April, 2020.
15. Electronic copy of the EGM Notice is being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s)/ Registrar and Share Transfer Agent of the Company for communication purposes. In case any member is desirous of obtaining hard copy of the EGM Notice, may send request to the Company's e-mail address at uttarasharma14@gmail.com mentioning Folio No./DP ID and Client ID.
16. Information and other instructions relating to e-voting are as under:
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
 - b. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and

Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

- c. The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the Agency to provide e-voting facility.
- d. The Board of Directors of the Company at their meeting held on 1st March, 2024 has appointed Mr. Arun Kumar Jaiswal, (Membership No. FCS A29827) of M/s. Jaiswal A & Co, Practicing Company Secretary, as the Scrutinizer, to scrutinize the e-voting during the EGM and remote e-voting process prior to EGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- e. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner as on the cut-off date i.e., 23rd March, 2024.
- f. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., 23rd March, 2024 only shall be entitled to avail the facility of remote e-voting OR e-voting at the EGM.
- g. The Scrutinizer, after scrutinizing e-voting at the EGM and remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.marsonsonline.com . The results shall simultaneously be communicated to the Stock Exchange where the shares of the Company are listed.
- h. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., 30th March, 2024.
- i. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

17. The instructions for shareholders for Remote e- voting and e-voting during EGM and joining meeting through VC/OAVM are as under:

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

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

- (i) The voting period begins from **9.00 A.M. (IST) on Wednesday, 27th March, 2024** and ends on **Friday, 29th March, 2024 at 5.00 P.M. (IST)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **23rd March, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting 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.

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system

	<p>of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository</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</p>

Participants (DP)	will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--------------------------	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
-------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Marsons Limited** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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 mandatory 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 RTA at the email address viz; mdpldc@yahoo.com and to the Company at the email address viz; uttarasharma14@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

18. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

1. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at uttarasharma14@gmail.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at uttarasharma14@gmail.com . These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

19. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE.

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 mdpldc@yahoo.com.
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 & joining virtual meetings through Depository.

20. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43 or 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 or call toll free no. 1800 22 55 33.

21. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of EGM and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
22. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13th April, 2020, the Notice calling EGM has been uploaded on the website of the Company at www.marsonsonline.com . The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com . The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e., www.evotingindia.com.
23. Investor Grievance Redressal: - The Company has designated an e-mail id uttarasharma14@gmail.com to enable investors to register their complaints, if any.
24. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

Date: 1st March, 2024
Place: Kolkata

By Order of the Board of Directors
Sd/-
Binay Kumar Agarwal
Director
DIN: 00566931

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1- Issue of Equity Shares on Preferential basis

The Board of the Directors of the Company at its meeting held on 1st March, 2024 has given their consent subject to approval of Members by way of Special Resolution to issue 3,25,00,000 Equity Shares to Strategic Investors (Non-Promoters) on Preferential Allotment basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. List of Allottees for Preferential Allotment of Equity Shares:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
	Category- Non Promoters		
1	Vivek Kumar Singhal	2000000	Vivek Kumar Singhal
2	Deepak Kumar Singhal	1000000	Deepak Kumar Singhal
3	Kshitij Agrawal	600000	Kshitij Agrawal
4	Nikita Singhal	600000	Nikita Singhal
5	Suruchi Iyer	400000	Suruchi Iyer
6	Darshak Shah	880000	Darshak Shah
7	Jinesh Haresh Shah	400000	Jinesh Haresh Shah
8	Nikhil Jain	400000	Nikhil Jain
9	Vipul Kumar Singhal	400000	Vipul Kumar Singhal
10	Manish Agrawal	200000	Manish Agrawal
11	Ravindra Ramesh Maloo	320000	Ravindra Ramesh Maloo
12	Giriraj Stock Broking Private Limited	400000	Vinay Jajodia
13	Jajodia Equity Advisors Services Limited	400000	Vinay Jajodia
14	Vinay Jajodia	400000	Vinay Jajodia
15	Sri GBK Resources Private Limited	400000	<ul style="list-style-type: none">• Krishna Kothari• Suchita Kothari
16	RMJ Securities Private Limited	800000	Naresh Kumar Jain
17	Capacious Wealth Management LLP	400000	<ul style="list-style-type: none">• Harshi Chopra• Pushpa Gupta

18	Nitu Mundhra	300000	Nitu Mundhra
19	Madhu Jhaver	800000	Madhu Jhaver
20	Raja Mimani	200000	Raja Mimani
21	Aditya Vimalkumar Agrawal	1000000	Aditya Vimalkumar Agrawal
22	Trans Global Logistics Private Limited	2000000	Vivek Venkatachalam
23	Bagrrys Holding Limited	2500000	<ul style="list-style-type: none"> • Shyam Bagri • Savita Bagri
24	Anupriya Consultants Private Limited	2500000	Amitabh Das Mundhra
25	Hemant Kumar Jain	3000000	Hemant Kumar Jain
26	Jyoti Jain	1000000	Jyoti Jain
27	Manoj Kumar Dugar	1000000	Manoj Kumar Dugar
28	Hemlata Dugar	1000000	Hemlata Dugar
29	Sanjeev Khaitan	2000000	Sanjeev Khaitan
30	Ridhi Sidhi Distributors Private Limited	2000000	Sudheer Kumar Jain
31	Abhisek Bhutra HUF	1100000	Abhisek S Bhutra (Karta)
32	Bishnu Kumar Bajaj	100000	Bishnu Kumar Bajaj
33	Choice Strategic Advisors LLP	600000	Kamal Poddar
34	Poonam Sunil Bagaria	100000	Poonam Sunil Bagaria
35	Sanghvi Cylinders Private Limited	100000	Ramesh Chandra Sanghavi
36	Vimal Kishore Parwal	100000	Vimal Kishore Parwal
37	Gopi Kishan Malani	300000	Gopi Kishan Malani
38	Shree Ram India Gums Limited	400000	Om Prakash Soni
39	Barkha Tibrewal	100000	Barkha Tibrewal
40	Sunita Modi	200000	Sunita Modi
41	Vijay P Bhandari HUF	100000	Vijay Pukhraj Bhandari (Karta)
	Total	32500000	

2. Objects of the preferential issue:

The proposed issue of 3,25,00,000 Equity Shares to Strategic Investors (being Non- Promoters) on Preferential allotment basis is being made for cash with the object of meeting the working capital requirements, and general corporate purposes in order to support the future growth plan of the Company.

3. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 3,25,00,000 Equity Shares of Re. 1/- each at a price of Rs. 25/- each (including premium of Rs. 24/- each) on preferential basis for Cash consideration.

4. Pricing/ Basis on which the price of the Preferential Issue has been arrived at:

A] As required under Regulation 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer using Internationally accepted valuation practices vide Valuation Report dated 29th February, 2024. Accordingly, the Fair Value of Equity Shares is Rs. 15.42/- each. The Valuation Report so obtained from the Independent Registered Valuer is available in the “Investor Corner” tab on the website of the Company at the following link: www.marsononline.com

B] The Equity Shares of the Company are listed on BSE Limited (“BSE”) (referred to as “Stock Exchange”). The Equity Shares of the Company are frequently traded within the meaning of

explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 (1) of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued shall not be less than higher of the following:

- (a) Rs. 13.99/- each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
- (b) Rs. 22.65/- each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 22.65/- each.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 166A of the SEBI (ICDR) Regulations, 2018 in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares on Preferential basis is Rs. 22.65/- each (Face Value of Re. 1/- each + Premium of Rs. 21.65/- each) being the higher price of A or B.

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares on Preferential basis shall be at a price of Rs. 25/- each (Face Value Re. 1/- each + Premium Rs. 24/- each).

5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is 29th February, 2024 being the date 30 days prior to 30th March, 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

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

The proposed preferential allotment of Equity Shares is made to Individuals, Hindu Undivided Firm (HUF), Limited Liability Partnership, Bodies Corporates, etc. belonging to Non-Promoters category.

7. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

None of the existing directors, promoters or key managerial personnel or senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

8. The change in control if any in the company that would occur consequent to the preferential offer;

The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

9. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. Shareholding pattern before and after Preferential Issue would be as follows:

Sr. No	Category	Pre Preferential Issue*	Post Preferential Issue of 3,25,00,000 Equity Shares

		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters Holding				
1	<u>Indian</u>				
	Individual/ HUF/ LLP	-	0.00	-	0.00
	Bodies corporate	9,27,35,584	66.24	9,27,35,584	53.76
	Sub-total	9,27,35,584	66.24	9,27,35,584	53.76
2	<u>Foreign Promoters</u>	-	0.00	-	0.00
	Sub-total (A)	9,27,35,584	66.24	9,27,35,584	53.76
B	Non-promoters' holding				
	<u>Institutional investors</u>	-	0.00	-	0.00
	<u>Non-institution</u>				
	Private corporate bodies, Partnership Firm & LLP	3,23,47,758	23.11	4,48,47,758	26.00
	Indian public & HUF	1,40,61,987	10.04	3,40,61,987	19.75
	(Others (including IEPF, NRIs, Clearing members, Trusts, etc))	8,54,671	0.61	8,54,671	0.50
	Sub-total (B)	4,72,64,416	33.76	7,97,64,416	46.24
C	Non Promoter & Non Public		0.00	-	0.00
	GRAND TOTAL	14,00,00,000	100.00	17,25,00,000	100.00

* As on 23rd February, 2024

11. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

Proposed Allottees	Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	Post Preferential Issue (After issue of 3,25,00,000 Equity Shares)	
		No of shares held	% of share holding		No of shares held	% of share holding
Non Promoters						

Vivek Kumar Singhal	Vivek Kumar Singhal	0	-	200000	200000	1.16
Deepak Kumar Singhal	Deepak Kumar Singhal	0	-	1000000	1000000	0.58
Kshitij Agrawal	Kshitij Agrawal	0	-	600000	600000	0.35
Nikita Singhal	Nikita Singhal	0	-	600000	600000	0.35
Suruchi Iyer	Suruchi Iyer	0	-	400000	400000	0.23
Darshak Shah	Darshak Shah	0	-	880000	880000	0.51
Jinesh Haresh Shah	Jinesh Haresh Shah	0	-	400000	400000	0.23
Nikhil Jain	Nikhil Jain	0	-	400000	400000	0.23
Vipul Kumar Singhal	Vipul Kumar Singhal	0	-	400000	400000	0.23
Manish Agrawal	Manish Agrawal	0	-	200000	200000	0.12
Ravindra Ramesh Maloo	Ravindra Ramesh Maloo	0	-	320000	320000	0.19
Giriraj Stock Broking Private Limited	Vinay Jajodia	300000	0.21	400000	700000	0.41
Jajodia Equity Advisors Services Limited	Vinay Jajodia	0	-	400000	400000	0.23
Vinay Jajodia	Vinay Jajodia	0	-	400000	400000	0.23
Sri GBK Resources Private Limited	<ul style="list-style-type: none"> • Krishna Kothari • Suchita Kothari 	0	-	400000	400000	0.23
RMJ Securities Private Limited	Naresh Kumar Jain	0	-	800000	800000	0.46
Capacious Wealth Management LLP	<ul style="list-style-type: none"> • Harshi Chopra • Pushpa Gupta 	57000	0.04	400000	457000	0.26
Nitu Mundhra	Nitu Mundhra	0	-	300000	300000	0.17
Madhu Jhaver	Madhu Jhaver	0	-	800000	800000	0.46
Raja Mimani	Raja Mimani	0	-	200000	200000	0.12
Aditya Vimalkumar Agrawal	Aditya Vimalkumar Agrawal	0	-	1000000	1000000	0.58
Trans Global Logistics Private Limited	Vivek Venkatachalam	0	-	2000000	2000000	1.16
Bagrrys Holding Limited	<ul style="list-style-type: none"> • Shyam Bagri • Savita Bagri 	0	-	2500000	2500000	1.45
Anupriya Consultants Private Limited	Amitabh Das Mundhra	12294410	8.78	2500000	14794410	8.58
Hemant Kumar Jain	Hemant Kumar Jain	0	-	3000000	3000000	1.74
Jyoti Jain	Jyoti Jain	0	-	1000000	1000000	0.58
Manoj Kumar Dugar	Manoj Kumar Dugar	0	-	1000000	1000000	0.58
Hemlata Dugar	Hemlata Dugar	0	-	1000000	1000000	0.58
Sanjeev Khaitan	Sanjeev Khaitan	0	-	2000000	2000000	1.16
Ridhi Sidhi Distributors Private Limited	Sudheer Kumar Jain	0	-	2000000	2000000	1.16
Abhisek Bhutra HUF	Abhisek S Bhutra (Karta)	0	-	1100000	1100000	0.64
Bishnu Kumar Bajaj	Bishnu Kumar Bajaj	0	-	100000	100000	0.06

Choice Strategic Advisors LLP	Kamal Poddar	0	-	600000	600000	0.35
Poonam Sunil Bagaria	Poonam Sunil Bagaria	0	-	100000	100000	0.06
Sanghvi Cylinders Private Limited	Ramesh Chandra Sanghavi	0	-	100000	100000	0.06
Vimal Kishore Parwal	Vimal Kishore Parwal	0	-	100000	100000	0.06
Gopi Kishan Malani	Gopi Kishan Malani	0	-	300000	300000	0.17
Shree Ram India Gums Limited	Om Prakash Soni	0	-	400000	400000	0.23
Barkha Tibrewal	Barkha Tibrewal	0	-	100000	100000	0.06
Sunita Modi	Sunita Modi	0	-	200000	200000	0.12
Vijay P Bhandari HUF	Vijay Pukhraj Bhandari (Karta)	0	-	100000	100000	0.06
Total				3250000		

** As on 23rd February, 2024*

13. The Current and Proposed status of the allottees post the preferential issue *namely, promoter or non-promoter:*

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Vivek Kumar Singhal	Not Applicable	Non- Promoter
2.	Deepak Kumar Singhal	Not Applicable	Non- Promoter
3.	Kshitij Agrawal	Not Applicable	Non- Promoter
4.	Nikita Singhal	Not Applicable	Non- Promoter
5.	Suruchi Iyer	Not Applicable	Non- Promoter
6.	Darshak Shah	Not Applicable	Non- Promoter
7.	Jinesh Haresh Shah	Not Applicable	Non- Promoter
8.	Nikhil Jain	Not Applicable	Non- Promoter
9.	Vipul Kumar Singhal	Not Applicable	Non- Promoter
10.	Manish Agrawal	Not Applicable	Non- Promoter
11.	Ravindra Ramesh Maloo	Not Applicable	Non- Promoter
12.	Giriraj Stock Broking Private Limited	Non- Promoter	Non- Promoter
13.	Jajodia Equity Advisors Services Limited	Not Applicable	Non- Promoter
14.	Vinay Jajodia	Not Applicable	Non- Promoter
15.	Sri GBK Resources Private Limited	Not Applicable	Non- Promoter
16.	RMJ Securities Private Limited	Not Applicable	Non- Promoter

17.	Capacious Wealth Management LLP	Non- Promoter	Non- Promoter
18.	Nitu Mundhra	Not Applicable	Non- Promoter
19.	Madhu Jhaver	Not Applicable	Non- Promoter
20.	Raja Mimani	Not Applicable	Non- Promoter
21.	Aditya Vimalkumar Agrawal	Not Applicable	Non- Promoter
22.	Trans Global Logistics Private Limited	Not Applicable	Non- Promoter
23.	Bagrrys Holding Limited	Not Applicable	Non- Promoter
24.	Anupriya Consultants Private Limited	Non- Promoter	Non- Promoter
25.	Hemant Kumar Jain	Not Applicable	Non- Promoter
26.	Jyoti Jain	Not Applicable	Non- Promoter
27.	Manoj Kumar Dugar	Not Applicable	Non- Promoter
28.	Hemlata Dugar	Not Applicable	Non- Promoter
29.	Sanjeev Khaitan	Not Applicable	Non- Promoter
30.	Ridhi Sidhi Distributors Private Limited	Not Applicable	Non- Promoter
31.	Abhisek Bhutra HUF	Not Applicable	Non- Promoter
32.	Bishnu Kumar Bajaj	Not Applicable	Non- Promoter
33.	Choice Strategic Advisors LLP	Not Applicable	Non- Promoter
34.	Poonam Sunil Bagaria	Not Applicable	Non- Promoter
35.	Sanghvi Cylinders Private Limited	Not Applicable	Non- Promoter
36.	Vimal Kishore Parwal	Not Applicable	Non- Promoter
37.	Gopi Kishan Malani	Not Applicable	Non- Promoter
38.	Shree Ram India Gums Limited	Not Applicable	Non- Promoter
39.	Barkha Tibrewal	Not Applicable	Non- Promoter
40.	Sunita Modi	Not Applicable	Non- Promoter
41.	Vijay P Bhandari HUF	Not Applicable	Non- Promoter

14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the period from 01st April 2023 till the date of this notice, the Company has made Preferential Allotment of 1,50,00,000 Equity Shares to 2 (Two) allottees at an Issue Price of Rs. 7.05/- each (including a premium of Rs. 6.05/- each) on 27th June, 2023. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2023-2024 will not exceed the limit specified in the Act and rules made thereunder.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer: Not Applicable, as the proposed allotment is made for Cash consideration.

16. Undertakings:

- i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

17. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers.

18. Name and the address of Valuer who performed valuation- The Valuation of Equity Shares has been done by Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/07/2019/12711) having its Office at 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai- 400097.

19. Practicing Company Secretary' Certificate:

A copy of the certificate from Ms. Sultana Khan, (Membership No. A44373), of M/s. Sultana K & Associates, Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till 30th March, 2024. This certificate is also placed on the "Investor Corner" tab on the website of the Company at the following link: www.marsonsonline.com

20. Lock-in period

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

21. Material Terms of Issue of Equity Shares

Issue and allotment of 3,25,00,000 Equity Shares at a price of Rs. 25/- per share (Face Value of Re. 1/- per share and Premium Rs. 24/- per share) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution: Issue of 3,25,00,000 Equity Shares of Face Value of Re.1/- each at an issue price of Rs. 25/- each including premium of Rs. 24/- each on preferential basis for Cash consideration.

Date of passing Board Resolution for aforesaid Preferential Issue is 1st March, 2024.

24. Amount which the company intends to raise by way of such securities:

The Company intends to raise Rs. 81,25,00,000/- by way of Preferential Issue of 3,25,00,000 Equity Shares.

25. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

26. Principle terms of assets charged as securities: Not Applicable

27. Interest of the Promoters/ Directors:

None of the existing Promoters, Director(s), Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Special Resolution.

Item No 2: Regularize Appointment Of Ms. Varsha Kedia (holding DIN: 09774480) As Non-Executive Independent Director:

The Board of Directors of the Company had appointed Ms. Varsha Kedia (holding DIN: 09774480) as an Additional Director of the Company with effect from 19th October, 2023. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Varsha Kedia (holding DIN: 09774480) signifying his candidature as Non-Executive Independent Director of the Company. The Company has received a declaration of independence from Ms. Varsha Kedia (holding DIN: 09774480). In the opinion of the Board, Ms. Varsha Kedia (holding DIN: 09774480) fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Non-Executive Independent Director of the Company. The Details required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 .

The Board commends the Ordinary Resolution set out at Item No. 02 for approval of the Members. None of the Directors or Key Managerial Personnel and their relatives, except Ms. Varsha Kedia (holding DIN: 09774480)are concerned or interested (financially or otherwise) in this Resolution.

By Order of the Board of Directors

Sd/-

Binay Kumar Agarwal

Director

DIN: 00566931

Date: 1st March, 2024

Place: Kolkata