



Date: July 03, 2024

To,
The Manager,
Department of Corporate Services,
BSE Limited P. J. Towers,
Dalal Street, Mumbai – 400 001,
Maharashtra, India.

BSE Scrip ID: 543364

Sub: Submission of Notice of Extra-Ordinary General Meeting of Company

In accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we submit herewith the Notice convening the Extra Ordinary General Meeting scheduled to be held on Thursday, the July 25, 2024 at 04:00 P.M. at the Registered office of the Company at 502, A Wing, Shree Nand Dham, Sector 11, CBD Belapur, Navi Mumbai 400 614, Maharashtra, India.

For Markolines Pavement Technologies Limited

Sanjay Bhanudas Patil
Managing Director
DIN: 00229052



Markolines Pavement Technologies Limited

CIN: U99999MH2002PLC156371

Registered Office: 502, A Wing, Shree Nand Dham, Sector 11, CBD Belapur, Navi
Mumbai, Maharashtra, 400614

Email: info@markolines.com **Website:** www.markolines.com **Contract:** +91-22-62661111

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of **Markolines Pavement Technologies Limited (Company)** will be held on Thursday, July 25, 2024 at 04:00 P.M. at the Registered Office of the Company situated at 502, A Wing, Shree Nand Dham, Sector 11, CBD Belapur, Navi Mumbai, Maharashtra, 400614, to transact the following business:

SPECIAL BUSINESSES:

I. ALTERATION IN CLAUSE 8 OF THE ARTICLES OF ASSOCIATION:

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 14 and other applicable provisions, if any of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting new Clause i.e., 8 (i) of Articles of Association of the Company with the following Article:

8 (i) Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to make, alter, accept any changes as may be required and to settle any doubts / clarifications that may arise in this regard and to do all the acts, deeds and things in their absolute discretion, for the purpose of making all such filings with the Registrar of Companies as may be required in relation to the aforesaid purpose and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this aforesaid resolution.”

II. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER PUBLIC CATEGORY INVESTOR FOR CASH.

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

“RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI

(Takeover) Code”) (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 32,21,600 (Thirty Two Lacs Twenty One Thousand Six Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 165/- (Rupees One Hundred Sixty Five Only) per Equity Share (including a premium of Rs. 155/- (Rupees One Hundred Fifty Five Only) (“Preferential Allotment Price”), aggregating to Rs. 53,15,64,000/- (Rupees Fifty Three Crores Fifteen Lacs Sixty Four Thousand Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”) on a preferential issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of applicable law as may be prevailing at the time.

Details of Proposed Allottees

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category
1.	Kamini Ritesh Jain	2,00,000	Non-Promoter	Non-Promoter
2.	Madhu Rathi	6,400	Non-Promoter	Non-Promoter
3.	Pavankumar Sanwaria Realty Private Limited	4,000	Non-Promoter	Non-Promoter
4.	RPV Holdings Private Limited	50,400	Non-Promoter	Non-Promoter
5.	Narendra Kumar Daga	32,000	Non-Promoter	Non-Promoter
6.	Surinder Goel HUF	7,200	Non-Promoter	Non-Promoter
7.	Ashok Kumar Goel	7,200	Non-Promoter	Non-Promoter
8.	Rajat Garg	7,200	Non-Promoter	Non-Promoter
9.	Pradeep Bastimal Jain HUF	9,600	Non-Promoter	Non-Promoter
10.	Aruna Devi Lohia	11,200	Non-Promoter	Non-Promoter
11.	Suresh M Jain HUF	11,200	Non-Promoter	Non-Promoter
12.	Mayank Popatlal Jain	11,200	Non-Promoter	Non-Promoter
13.	Neha Nikhil Jain	7,200	Non-Promoter	Non-Promoter
14.	Ramesh J Mehta	6,400	Non-Promoter	Non-Promoter
15.	Abhishek Nahta	12,000	Non-Promoter	Non-Promoter
16.	Ronakkumar R Modi	7,200	Non-Promoter	Non-Promoter
17.	Sheekha N Jain	7,200	Non-Promoter	Non-Promoter
18.	Abhishek Jain	12,800	Non-Promoter	Non-Promoter
19.	Ritesh Khetan	8,000	Non-Promoter	Non-Promoter
20.	Renu Khetan	6,400	Non-Promoter	Non-Promoter

21.	Leenesh Madhukar Bhulescarr	7,200	Non-Promoter	Non-Promoter
22.	Shyam Sundar Agarwal HUF	8,000	Non-Promoter	Non-Promoter
23.	Rajkumari Killa	6,400	Non-Promoter	Non-Promoter
24.	Deepak Todi	6,400	Non-Promoter	Non-Promoter
25.	Rohit Agarwal HUF	8,000	Non-Promoter	Non-Promoter
26.	Sachin Jalan HUF	8,000	Non-Promoter	Non-Promoter
27.	Arneisha Advisory LLP	16,000	Non-Promoter	Non-Promoter
28.	Abhinav Banthia	40,800	Non-Promoter	Non-Promoter
29.	Sanjana Patel	31,200	Non-Promoter	Non-Promoter
30.	Madhurani Hariom Goel	7,200	Non-Promoter	Non-Promoter
31.	Kapil Kumar Sharma	14,400	Non-Promoter	Non-Promoter
32.	Priyanka Mudgal	14,400	Non-Promoter	Non-Promoter
33.	Anil Tulsian	14,400	Non-Promoter	Non-Promoter
34.	Sapna Gupta	14,400	Non-Promoter	Non-Promoter
35.	Uttam Sethi	11,200	Non-Promoter	Non-Promoter
36.	Pooja Arora	40,000	Non-Promoter	Non-Promoter
37.	Krishnan Makijani	60,800	Non-Promoter	Non-Promoter
38.	Sheel Madhulika HUF	20,000	Non-Promoter	Non-Promoter
39.	Jinraj Enterprises LLP	6,400	Non-Promoter	Non-Promoter
40.	Satish Kumar Jain	6,400	Non-Promoter	Non-Promoter
41.	Sharda Devi Gupta	9,600	Non-Promoter	Non-Promoter
42.	Infrastil Global Impex Private Limited	24,000	Non-Promoter	Non-Promoter
43.	Coral Pebble LLP	1,24,800	Non-Promoter	Non-Promoter
44.	Sandeep Singh	1,00,000	Non-Promoter	Non-Promoter
45.	Wow investment	53,600	Non-Promoter	Non-Promoter
46.	Hypotenuse Investment	54,400	Non-Promoter	Non-Promoter
47.	Ten eighty investments	53,600	Non-Promoter	Non-Promoter
48.	Shri Bajrang commodity	54,400	Non-Promoter	Non-Promoter
49.	Vibha Gupta	40,000	Non-Promoter	Non-Promoter
50.	Ritu Aggarwal	25,600	Non-Promoter	Non-Promoter
51.	Rakesh Laroia	1,25,600	Non-Promoter	Non-Promoter
52.	Shah Surbhi Yash	39,200	Non-Promoter	Non-Promoter
53.	Diptiben Sheth	30,400	Non-Promoter	Non-Promoter
54.	Dhirajlal Amrutlal Amlani	30,400	Non-Promoter	Non-Promoter
55.	Sourav Choudhary	1,00,000	Non-Promoter	Non-Promoter
56.	Nirav Shachikumar Adalja	1,00,000	Non-Promoter	Non-Promoter
57.	Puneet Chandanmal Singhvi	1,00,000	Non-Promoter	Non-Promoter
58.	Nikunj Kumar Sultania	49,600	Non-Promoter	Non-Promoter
59.	Amita Poddar	50,400	Non-Promoter	Non-Promoter
60.	Ashish Poddar	49,600	Non-Promoter	Non-Promoter
61.	Madhu Devi	24,800	Non-Promoter	Non-Promoter
62.	Upendra Narayan Choudhary	10,400	Non-Promoter	Non-Promoter
63.	Ashish Kumar Himmatsinghka HUF	10,400	Non-Promoter	Non-Promoter
64.	Naman Goyal	9,600	Non-Promoter	Non-Promoter
65.	Bijay Kumar Sharma	10,400	Non-Promoter	Non-Promoter
66.	Amit Kumar Agarwal	9,600	Non-Promoter	Non-Promoter
67.	Pawan Maheshwari	10,400	Non-Promoter	Non-Promoter
68.	Arpit Dokania HUF	34,400	Non-Promoter	Non-Promoter
69.	Ashok Kumar Bhawsinghka	10,400	Non-Promoter	Non-Promoter
70.	Kumar Abhilash	9,600	Non-Promoter	Non-Promoter
71.	Aayush Parmaka	10,400	Non-Promoter	Non-Promoter
72.	Rajiv Mehta	1,38,400	Non-Promoter	Non-Promoter

73.	Pravin Kumar Gupta	36,000	Non-Promoter	Non-Promoter
74.	Noida Holding Pvt Ltd	40,000	Non-Promoter	Non-Promoter
75.	Arun Kapoor	15,200	Non-Promoter	Non-Promoter
76.	Ashish D Desai	16,800	Non-Promoter	Non-Promoter
77.	Himanjana Ramesh Patel	49,600	Non-Promoter	Non-Promoter
78.	Anshul Gupta	40,000	Non-Promoter	Non-Promoter
79.	Ajay Mehta	27,200	Non-Promoter	Non-Promoter
80.	Tej Singh	24,000	Non-Promoter	Non-Promoter
81.	Rajesh Kumar Jindal	24,000	Non-Promoter	Non-Promoter
82.	Shah Snehlata Anilkant	12,800	Non-Promoter	Non-Promoter
83.	Preeti Joshi	12,800	Non-Promoter	Non-Promoter
84.	Rahul Yadav	8,800	Non-Promoter	Non-Promoter
85.	Raman Ghai	8,800	Non-Promoter	Non-Promoter
86.	Sadravya Research Pvt Ltd	16,000	Non-Promoter	Non-Promoter
87.	Anima Jain	16,000	Non-Promoter	Non-Promoter
88.	Aarti Sharma	13,600	Non-Promoter	Non-Promoter
89.	Namita Lunawat	20,000	Non-Promoter	Non-Promoter
90.	Raghav Chaudhary	14,400	Non-Promoter	Non-Promoter
91.	Ravi Kedia	77,600	Non-Promoter	Non-Promoter
92.	Sangeeta Shah	9,600	Non-Promoter	Non-Promoter
93.	Mangala Ganpat Vora	8,000	Non-Promoter	Non-Promoter
94.	Gangour Investment Ltd	15,200	Non-Promoter	Non-Promoter
95.	Palak Maheshwari	9,600	Non-Promoter	Non-Promoter
96.	Aagman Advisory LLP	20,000	Non-Promoter	Non-Promoter
97.	Hardik Manilal Limbani	15,200	Non-Promoter	Non-Promoter
98.	Vrushali Yogesh Supekar	40,000	Non-Promoter	Non-Promoter
99.	Oberoi Pooja Hitesh	29,600	Non-Promoter	Non-Promoter
100.	Chetan Sahebrao Tupe	30,400	Non-Promoter	Non-Promoter
101.	Komal Parag Mandhana	1,00,000	Non-Promoter	Non-Promoter
102.	Shantanu Sharma	32,800	Non-Promoter	Non-Promoter
103.	Aadarsh Ladda	34,400	Non-Promoter	Non-Promoter
104.	Dipti Bhatia	32,800	Non-Promoter	Non-Promoter
105.	Gunjan	1,00,000	Non-Promoter	Non-Promoter
	Total	32,21,600		

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is June 25, 2024, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the provisions of chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.

- (ii) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- (iii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares 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 15 days from the receipt of last of such approval or permissions.
- (iv) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- (v) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board is authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015 and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, 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 the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised 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 Preferential 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 Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations 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 the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified.”

III. TO CONSIDER AND APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER PUBLIC CATEGORY INVESTOR FOR CASH.

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

“RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up 15,70,400 (Fifteen Lacs Seventy Thousand Four Hundred) Fully Convertible Warrants (“Warrants/ Convertible Warrants”) for cash at an issue price of Rs. 165/- (Rupees One Hundred Sixty Five Only) per warrant including a premium of Rs. 155/- (Rupees One Hundred Fifty Five Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten Only) each of the Company (“Equity Shares”) within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 25,91,16,000/- [Rupees Twenty Five Crores Ninety One Lacs Sixteen Thousand Only] to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

Sr. No.	Name of the Proposed Allottee	No. of Warrants to be allotted	Current Status / Category	Proposed Status / Category
1.	Divyashri Ravichandran	40,000	Non-Promoter	Non-Promoter
2.	Kavita Jain	20,000	Non-Promoter	Non-Promoter
3.	Chitresh Kumar Lunawat	20,000	Non-Promoter	Non-Promoter
4.	Singhvi Heritage LLP	29,600	Non-Promoter	Non-Promoter
5.	Binny Malav Shah	12,000	Non-Promoter	Non-Promoter
6.	Jatin Sachdev	5,600	Non-Promoter	Non-Promoter
7.	Jinesh Navnchandra Dhruv	5,600	Non-Promoter	Non-Promoter
8.	SVAR Family Trust	12,000	Non-Promoter	Non-Promoter

9.	Chintant Shah	5,600	Non-Promoter	Non-Promoter
10.	Sayar Devi Kothari	40,000	Non-Promoter	Non-Promoter
11.	H Padam Jain	29,600	Non-Promoter	Non-Promoter
12.	Shagun capital venture	30,400	Non-Promoter	Non-Promoter
13.	Investburg	20,000	Non-Promoter	Non-Promoter
14.	Shilpa Ojha	30,400	Non-Promoter	Non-Promoter
15.	Kalpna Manoj Golecha	22,400	Non-Promoter	Non-Promoter
16.	Vikas Navratanmal Ganna HUF	32,000	Non-Promoter	Non-Promoter
17.	Jyoti Bhaiya	20,000	Non-Promoter	Non-Promoter
18.	Gunavanth Kumar HUF	1,00,000	Non-Promoter	Non-Promoter
19.	P Anitha	1,24,800	Non-Promoter	Non-Promoter
20.	Anushree Gadodia	40,000	Non-Promoter	Non-Promoter
21.	Pavankumar Sanwaria Realty Private Limited	20,000	Non-Promoter	Non-Promoter
22.	RPV Holdings Private Limited	1,00,000	Non-Promoter	Non-Promoter
23.	Abhinav Banthia	20,000	Non-Promoter	Non-Promoter
24.	Pooja Arora	20,000	Non-Promoter	Non-Promoter
25.	Amit Agarwal	2,33,600	Non-Promoter	Non-Promoter
26.	Shruti Agarwal	2,33,600	Non-Promoter	Non-Promoter
27.	Niagra Growth Pvt Ltd	2,82,400	Non-Promoter	Non-Promoter
28.	Mangala Ganpat Vora	20,800	Non-Promoter	Non-Promoter
	Total	15,70,400		

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is June 25, 2024 i.e., 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.

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 Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b) Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “Warrant Exercise Period”);
- c) The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- d) The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- e) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

- f) The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 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 converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- h) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- j) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- k) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ reclassification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- l) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT in case of non-subscription from any proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised 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 and to authorize 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 the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares 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 the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) 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, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

**By order of the Board of Directors
For Markolines Pavement Technologies Limited**

**Place: Mumbai
Date: July 03, 2024**

**Sanjay Bhanudas Patil
Managing Director**

Registered Office:
502, A Wing, Shree Nand Dham,
Sector 11, CBD Belapur, Navi Mumbai,
Maharashtra, 400614
CIN: U99999MH2002PLC156371

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE GENERAL MEETING.**

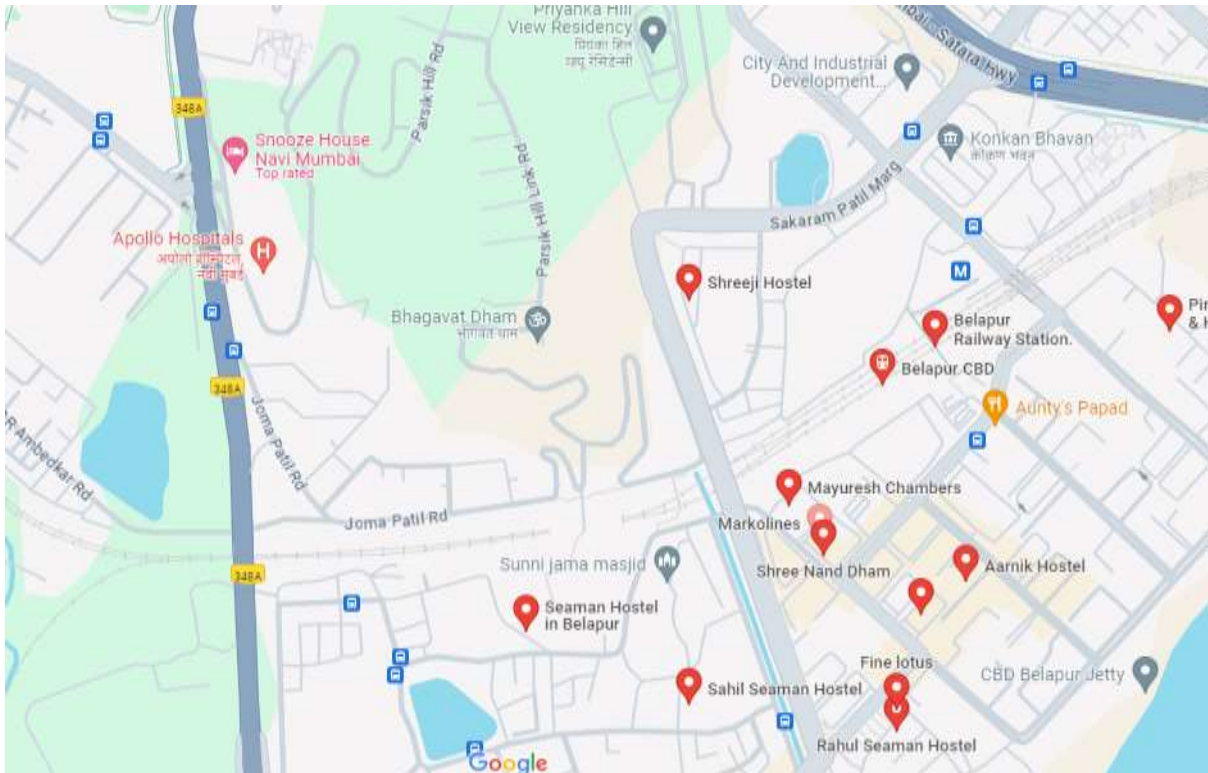
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Bigshare Services Private Limited 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 Bigshare Services Private Limited.
3. Proxy form, in order to be effective, must be deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.markolines.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE at www.bseindia.com.
5. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting.
8. The cut off date for the purpose of determining the eligibility of the Members to attend the Extra Ordinary General Meeting of the Company is July 18, 2024.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all communication including Notices, Circulars etc. from the Company electronically.
10. The Shareholders are requested to notify changes of their address immediately to the Registrars & Transfer Agent **Bigshare Services Pvt. Ltd.** the Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
11. Non -Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
 - Change in their residential status on return to India for permanent settlement.

- Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
12. All documents referred to in the Notice and Explanatory Statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Extra Ordinary General Meeting.
 13. M/s. Nikunj Kanabar & Associates, Practicing Company Secretaries, has been appointed as Scrutinizers to scrutinize the voting process in a fair & transparent manner.
 14. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EGM.
 15. The Scrutinizer shall, after the conclusion of voting at the EGM, count the votes cast at the meeting and shall submit within 48 hours of the conclusion of the EGM, a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him / her in writing, who shall counter sign the same and declare the result of the voting forthwith.
 16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.markolines.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be placed on the website of the Stock Exchange i.e. BSE at www.bseindia.com.

Route map for the venue of the EGM is as below:

502, A Wing, Shree Nand Dham, Sector 11, CBD Belapur, Navi Mumbai, Maharashtra, 400614.



THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on July 22, 2024 9:00 AM and ends on July 24, 2024 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date July 18, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

- 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.

1. Pursuant to above said 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">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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.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

	<p>per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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 of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.
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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 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.com or call at 022-48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

In terms of preferential issue, the approval of the Shareholders by special resolution is required for issue of preferential allotment of Equity Shares and for making amendments to the Articles of Association to empower the Company for the said further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement.

Consent of the members is therefore sought in connection with the aforesaid amendment of Articles of Association.

A draft copy of the altered AOA can be inspected by the members at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting

Your Directors recommend Resolution at Item No. 1 as a Special Resolution for approval of the members

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 2:

The Board of Directors of the Company ("Board") in its meeting held on July 03, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot upto 32,21,600 (Thirty Two Lacs Twenty One Thousand Six Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 165/- (Rupees One Hundred Sixty Five Only) per Equity Share (including a premium of Rs. 155/- (Rupees One Hundred Fifty Five Only) ("Preferential Allotment Price"), aggregating to Rs. 53,15,64,000/- (Rupees Fifty Three Crores Fifteen Lacs Sixty Four Thousand Only) to Non – Promoter of the Company being Proposed Allottees as mentioned the resolution of item no. 2 in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, seeks approval of the Members as set out in the notice item no.2 of the Notice, by way of a special resolution to issue and allot up to 32,21,600 (Thirty Two Lacs Twenty One Thousand Six Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 165/- (Rupees One Hundred Sixty Five Only) per Equity Share (including a premium of Rs. 155/- (Rupees One Hundred Fifty Five Only) ("Preferential Allotment Price"), aggregating to Rs. 53,15,64,000/- (Rupees Fifty Three Crores Fifteen Lacs Sixty Four Thousand Only).

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the

Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations”) are as follows:

1. Objects of the Preferential Issue: The object of the issue are:

- The Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and purchases equipment, machinery and for general corporate purposes and working capital requirements and repayment of existing loans. – Rs. 50,00,00,000/-
- To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding Rs. 3,15,64,000/-

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement. The said proceeds will be used within a period of 12 months from the date of receipts of funds or from the date the funds can be utilised, whichever is later. Till the time the proceeds are not utilised by the Company, it will be kept in a Separate Bank Account of the Company.

2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 32,21,600 (Thirty Two Lacs Twenty One Thousand Six Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 165/- (Rupees One Hundred Sixty Five Only) per Equity Share (including a premium of Rs. 155/- (Rupees One Hundred Fifty Five Only) (“Preferential Allotment Price”), aggregating to Rs. 53,15,64,000/- (Rupees Fifty Three Crores Fifteen Lacs Sixty Four Thousand Only).

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed and frequently traded on the SME Platform of BSE Limited.

The price per Equity Share, to be issued, is fixed at Rs. 165/- (Rupees One Hundred Sixty Five Only), being not less than the minimum price computed in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the BSE Limited (SME Platform) for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

4. Amount which the Company intends to raise by way of issue of Equity Shares:

Upto Rs. 53,15,64,000/- (Rupees Fifty Three Crores Fifteen Lacs Sixty Four Thousand Only).

5. Principal terms of Assets charged as securities:

Not Applicable

6. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects directly.

7. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sr. No.	Category	Pre-issue		Post Issue*	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A	Promoters Holding				
1	Indian				
	Individuals	13626375	71.31	13626375	57.02
	Bodies Corporate	320	0.00	320	0.00
	Sub Total	13626695	71.32	13626695	57.02
2	Foreign Promoters	0	0.00	0	0.00
	Sub Total (A)	13626695	71.32	13626695	57.02
B	Non-promoters' holding				
1	Institutional investors	348000	1.82	348000	1.46
2	Non-institution				
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	2661150	13.93	3153950	13.20
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1316275	6.89	4514675	18.89
	Bodies Corporate	832000	4.35	1384000	5.79
	Directors and relatives	0	0.00	0	0.00
	others (including NRIs, HUF, Firm, etc.)	323400	1.69	872200	3.65
	Sub Total (B)	5480825	28.68	10272825	42.98
	Grand Total	19107520	100.00	23899520	100.00

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares.*

8. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

9. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

10. No. 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:

The Company has not made any preferential allotment during the year.

11. Valuation for consideration other than cash:

Not applicable.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

13. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

14. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

15. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link www.markolines.com

16. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;

- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

17. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

18. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottees	Pre /Post issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding*	
				No of share	%		No of share	% of the post Capital
1.	Kamini Ritesh Jain	Non-Promoter	NA	0	0.00	2,00,000	2,00,000	0.84
2.	Madhu Rathi	Non-Promoter	NA	0	0.00	6,400	6,400	0.03
3.	Pavankumar Sanwaria Realty Private Limited	Non-Promoter	Vikas Pavankumar Rita Pavankumar	0	0.00	4,000	4,000	0.02
4.	RPV Holdings Private Limited	Non-Promoter	Rahul Agarwal Vidhi Agarwal	0	0.00	50,400	50,400	0.21
5.	Narendra Kumar Daga	Non-Promoter	NA	0	0.00	32,000	32,000	0.13
6.	Surinder Goel HUF	Non-Promoter	Surinder Goel	0	0.00	7,200	7,200	0.03
7.	Ashok Kumar Goel	Non-Promoter	NA	0	0.00	7,200	7,200	0.03
8.	Rajat Garg	Non-Promoter	NA	0	0.00	7,200	7,200	0.03
9.	Pradeep Bastimal Jain HUF	Non-Promoter	Pradeep Bastimal Jain	0	0.00	9,600	9,600	0.04
10.	Aruna Devi Lohia	Non-Promoter	NA	0	0.00	11,200	11,200	0.05
11.	Suresh M Jain HUF	Non-Promoter	Suresh Mishrimalji Jain	0	0.00	11,200	11,200	0.05

Sr. No.	Name of the proposed allottees	Pre /Post issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding*	
				No of share	%		No of share	% of the post Capital
12.	Mayank Popatlal Jain	Non-Promoter	NA	0	0.00	11,200	11,200	0.05
13.	Neha Nikhil Jain	Non-Promoter	NA	0	0.00	7,200	7,200	0.03
14.	Ramesh J Mehta	Non-Promoter	NA	0	0.00	6,400	6,400	0.03
15.	Abhishek Nahta	Non-Promoter	NA	0	0.00	12,000	12,000	0.05
16.	Ronakkumar R Modi	Non-Promoter	NA	0	0.00	7,200	7,200	0.03
17.	Sheekha N Jain	Non-Promoter	NA	0	0.00	7,200	7,200	0.03
18.	Abhishek Jain	Non-Promoter	NA	0	0.00	12,800	12,800	0.05
19.	Ritesh Khetan	Non-Promoter	NA	0	0.00	8,000	8,000	0.03
20.	Renu Khetan	Non-Promoter	NA	0	0.00	6,400	6,400	0.03
21.	Leenesh Madhukar Bhulescarr	Non-Promoter	NA	0	0.00	7,200	7,200	0.03
22.	Shyam Sundar Agarwal HUF	Non-Promoter	Shyam Sundar Agarwal	0	0.00	8,000	8,000	0.03
23.	Rajkumari Killa	Non-Promoter	NA	0	0.00	6,400	6,400	0.03
24.	Deepak Todi	Non-Promoter	NA	0	0.00	6,400	6,400	0.03
25.	Rohit Agarwal HUF	Non-Promoter	Rohit Agarwal	0	0.00	8,000	8,000	0.03
26.	Sachin Jalan HUF	Non-Promoter	Sachin Sajjankumar Jalan	0	0.00	8,000	8,000	0.03
27.	Arneisha Advisory LLP	Non-Promoter	Shree Gopal Agarwal Manjari Agarwal Rajendra Bhalotia Puja Agarwal	0	0.00	16,000	16,000	0.07
28.	Abhinav Banthia	Non-Promoter	NA	0	0.00	40,800	40,800	0.17
29.	Sanjana Patel	Non-Promoter	NA	0	0.00	31,200	31,200	0.13
30.	Madhurani Hariom Goel	Non-Promoter	NA	0	0.00	7,200	7,200	0.03

Sr. No.	Name of the proposed allottees	Pre /Post issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding*	
				No of share	%		No of share	% of the post Capital
31.	Kapil Kumar Sharma	Non-Promoter	NA	0	0.00	14,400	14,400	0.06
32.	Priyanka Mudgal	Non-Promoter	NA	0	0.00	14,400	14,400	0.06
33.	Anil Tulsian	Non-Promoter	NA	0	0.00	14,400	14,400	0.06
34.	Sapna Gupta	Non-Promoter	NA	0	0.00	14,400	14,400	0.06
35.	Uttam Sethi	Non-Promoter	NA	0	0.00	11,200	11,200	0.05
36.	Pooja Arora	Non-Promoter	NA	0	0.00	40,000	40,000	0.17
37.	Krishnan Makijani	Non-Promoter	NA	0	0.00	60,800	60,800	0.25
38.	Sheel Madhulika HUF	Non-Promoter	Sheel Shrivastava	0	0.00	20,000	20,000	0.08
39.	Jinraj Enterprises LLP	Non-Promoter	Rohan Jain Nitaben Shah Rajesh Jain Rachna Jain Ketan Shah Ashwin Jain	0	0.00	6,400	6,400	0.03
40.	Satish Kumar Jain	Non-Promoter	NA	0	0.00	6,400	6,400	0.03
41.	Sharda Devi Gupta	Non-Promoter	NA	0	0.00	9,600	9,600	0.04
42.	Infrastil Global Impex Private Limited	Non-Promoter	Pinkesh Nahar	0	0.00	24,000	24,000	0.1
43.	Coral Pebble LLP	Non-Promoter	Anant Aggarwal	0	0.00	1,24,800	1,24,800	0.52
44.	Sandeep Singh	Non-Promoter	NA	0	0.00	1,00,000	1,00,000	0.42
45.	Wow investment	Non-Promoter	Amit Goyal	0	0.00	53,600	53,600	0.22
46.	Hypotenuse Investment	Non-Promoter	Brijesh Thakkar	0	0.00	54,400	54,400	0.23
47.	Ten eighty investments	Non-Promoter	Nidhi Thakkar	0	0.00	53,600	53,600	0.22
48.	Shri Bajrang commodity	Non-Promoter	Anang Goel	0	0.00	54,400	54,400	0.23
49.	Vibha Gupta	Non-Promoter	NA	0	0.00	40,000	40,000	0.17
50.	Ritu Aggarwal	Non-Promoter	NA	0	0.00	25,600	25,600	0.11

Sr. No.	Name of the proposed allottees	Pre /Post issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding*	
				No of share	%		No of share	% of the post Capital
51.	Rakesh Laroia	Non-Promoter	NA	0	0.00	1,25,600	1,25,600	0.53
52.	Shah Surbhi Yash	Non-Promoter	NA	0	0.00	39,200	39,200	0.16
53.	Diptiben Sheth	Non-Promoter	NA	0	0.00	30,400	30,400	0.13
54.	Dhirajlal Amrutlal Amlani	Non-Promoter	NA	0	0.00	30,400	30,400	0.13
55.	Sourav Choudhary	Non-Promoter	NA	0	0.00	1,00,000	1,00,000	0.42
56.	Nirav Shachikumar Adalja	Non-Promoter	NA	0	0.00	1,00,000	1,00,000	0.42
57.	Puneet Chandanmal Singhvi	Non-Promoter	NA	0	0.00	1,00,000	1,00,000	0.42
58.	Nikunj Kumar Sultania	Non-Promoter	NA	0	0.00	49,600	49,600	0.21
59.	Amita Poddar	Non-Promoter	NA	0	0.00	50,400	50,400	0.21
60.	Ashish Poddar	Non-Promoter	NA	0	0.00	49,600	49,600	0.21
61.	Madhu Devi	Non-Promoter	NA	0	0.00	24,800	24,800	0.1
62.	Upendra Narayan Choudhary	Non-Promoter	NA	0	0.00	10,400	10,400	0.04
63.	Ashish Kumar Himmatsinghka HUF	Non-Promoter	Ashish Kumar Himmatsinghka	0	0.00	10,400	10,400	0.04
64.	Naman Goyal	Non-Promoter	NA	0	0.00	9,600	9,600	0.04
65.	Bijay Kumar Sharma	Non-Promoter	NA	0	0.00	10,400	10,400	0.04
66.	Amit Kumar Agarwal	Non-Promoter	NA	0	0.00	9,600	9,600	0.04
67.	Pawan Maheshwari	Non-Promoter	NA	0	0.00	10,400	10,400	0.04
68.	Arpit Dokania HUF	Non-Promoter	Arpit Dokania	0	0.00	34,400	34,400	0.14
69.	Ashok Kumar Bhawsinghka	Non-Promoter	NA	0	0.00	10,400	10,400	0.04
70.	Kumar Abhilash	Non-Promoter	NA	0	0.00	9,600	9,600	0.04
71.	Aayush Parmaka	Non-Promoter	NA	0	0.00	10,400	10,400	0.04

Sr. No.	Name of the proposed allottees	Pre /Post issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding*	
				No of share	%		No of share	% of the post Capital
72.	Rajiv Mehta	Non-Promoter	NA	0	0.00	1,38,400	1,38,400	0.58
73.	Pravin Kumar Gupta	Non-Promoter	NA	0	0.00	36,000	36,000	0.15
74.	Noida Holding Pvt Ltd	Non-Promoter	Pankaj Saraogi	0	0.00	40,000	40,000	0.17
75.	Arun Kapoor	Non-Promoter	NA	0	0.00	15,200	15,200	0.06
76.	Ashish D Desai	Non-Promoter	NA	0	0.00	16,800	16,800	0.07
77.	Himanjana Ramesh Patel	Non-Promoter	NA	0	0.00	49,600	49,600	0.21
78.	Anshul Gupta	Non-Promoter	NA	0	0.00	40,000	40,000	0.17
79.	Ajay Mehta	Non-Promoter	NA	0	0.00	27,200	27,200	0.11
80.	Tej Singh	Non-Promoter	NA	0	0.00	24,000	24,000	0.1
81.	Rajesh Kumar Jindal	Non-Promoter	NA	0	0.00	24,000	24,000	0.1
82.	Shah Snehlata Anilkant	Non-Promoter	NA	0	0.00	12,800	12,800	0.05
83.	Preeti Joshi	Non-Promoter	NA	0	0.00	12,800	12,800	0.05
84.	Rahul Yadav	Non-Promoter	NA	0	0.00	8,800	8,800	0.04
85.	Raman Ghai	Non-Promoter	NA	0	0.00	8,800	8,800	0.04
86.	Sadravya Research Pvt Ltd	Non-Promoter	Anshu Aggarwal	0	0.00	16,000	16,000	0.07
87.	Anima Jain	Non-Promoter	NA	0	0.00	16,000	16,000	0.07
88.	Aarti Sharma	Non-Promoter	NA	0	0.00	13,600	13,600	0.06
89.	Namita Lunawat	Non-Promoter	NA	0	0.00	20,000	20,000	0.08
90.	Raghav Chaudhary	Non-Promoter	NA	0	0.00	14,400	14,400	0.06
91.	Ravi Kedia	Non-Promoter	NA	0	0.00	77,600	77,600	0.32
92.	Sangeeta Shah	Non-Promoter	NA	0	0.00	9,600	9,600	0.04
93.	Mangala Ganpat Vora	Non-Promoter	NA	0	0.00	8,000	8,000	0.03
94.	Gangour Investment Ltd	Non-Promoter	Shradha Agarwal	0	0.00	15,200	15,200	0.06

Sr. No.	Name of the proposed allottees	Pre /Post issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding*	
				No of share	%		No of share	% of the post Capital
95.	Palak Maheshwari	Non-Promoter	NA	0	0.00	9,600	9,600	0.04
96.	Aagman Advisory LLP	Non-Promoter	Shree Gopal Agarwal Manjari Agarwal	0	0.00	20,000	20,000	0.08
97.	Hardik Manilal Limbani	Non-Promoter	NA	0	0.00	15,200	15,200	0.06
98.	Vrushali Yogesh Supekar	Non-Promoter	NA	0	0.00	40,000	40,000	0.17
99.	Oberoi Pooja Hitesh	Non-Promoter	NA	0	0.00	29,600	29,600	0.12
100.	Chetan Sahebrao Tupe	Non-Promoter	NA	0	0.00	30,400	30,400	0.13
101.	Komal Parag Mandhana	Non-Promoter	NA	0	0.00	1,00,000	1,00,000	0.42
102.	Shantanu Sharma	Non-Promoter	NA	0	0.00	32,800	32,800	0.14
103.	Aadarsh Ladda	Non-Promoter	NA	0	0.00	34,400	34,400	0.14
104.	Dipti Bhatia	Non-Promoter	NA	0	0.00	32,800	32,800	0.14
105.	Gunjan	Non-Promoter	NA	0	0.00	1,00,000	1,00,000	0.42
Total				0	0.00	32,21,600	32,21,600	13.48

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the **Special Resolution** as set out in Item Number 2 in the accompanying notice for approval by the Members.

ITEM NO. 3:

The Board of Directors of the Company ("Board") in its meeting held on July 03, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot upto 15,70,400 (Fifteen Lacs Seventy Thousand Four Hundred) Fully Convertible Warrants

("Warrants/ Convertible Warrants") for cash at an issue price of Rs. 165/- (Rupees One Hundred Sixty Five Only) per warrant including a premium of Rs. 155/- (Rupees One Hundred Fifty Five Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten Only) each of the Company ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 25,91,16,000/- [Rupees Twenty Five Crores Ninety One Lacs Sixteen Thousand Only] to Non – Promoter of the Company being Proposed Allottees as mentioned the resolution of item no. 3 in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. Objects of the Preferential Issue: The object of the issue are: -

- The Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and purchases equipment, machinery and for general corporate purposes and working capital requirements and repayment of existing loans. – Rs. 25,00,00,000/-
- To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding Rs. 91,16,000/-

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement. The said proceeds will be used within a period of 12 months from the date of receipts of funds or from the date the funds can be utilised, whichever is later. Till the time the proceeds are not utilised by the Company, it will be kept in a Separate Bank Account of the Company.

2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 15,70,400 (Fifteen Lacs Seventy Thousand Four Hundred) Fully Convertible Warrants ("Warrants/ Convertible Warrants") for cash at an issue price of Rs. 165/- (Rupees One Hundred Sixty Five Only) per warrant including a premium of Rs. 155/- (Rupees One Hundred Fifty Five Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten Only) each of the Company ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 25,91,16,000/- [Rupees Twenty Five Crores Ninety One Lacs Sixteen Thousand Only].

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed and frequently traded on the SME Platform of BSE Limited.

The price per Equity Share, to be issued, is fixed at Rs. 165/- (Rupees One Hundred Sixty Five Only), being not less than the minimum price computed in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the BSE Limited (SME Platform) for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

4. Amount which the Company intends to raise by way of issue of Equity Shares:

Upto Rs. 25,91,16,000/- [Rupees Twenty Five Crores Ninety One Lacs Sixteen Thousand Only].

5. Material terms of issue of Warrants/ Convertible Warrants:

The issue of Warrants shall be subject to the following terms and conditions:

- i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- ii. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
- iii. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 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 converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

- viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
- x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

6. Principal terms of Assets charged as securities:

Not Applicable

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sr. No.	Category	Pre-issue		Post Issue*	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A	Promoters Holding				
1	Indian				
	Individuals	13626375	71.31	13626375	57.02
	Bodies Corporate	320	0.00	320	0.00
	Sub Total	13626695	71.32	13626695	57.02
2	Foreign Promoters	0	0.00	0	0.00
	Sub Total (A)	13626695	71.32	13626695	57.02
B	Non-promoters' holding				
1	Institutional investors	348000	1.82	348000	1.46
2	Non-institution				
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	2661150	13.93	3153950	13.20

	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1316275	6.89	4514675	18.89
	Bodies Corporate	832000	4.35	1384000	5.79
	Directors and relatives	0	0.00	0	0.00
	others (including NRIs, HUF, Firm, etc.)	323400	1.69	872200	3.65
	Sub Total (B)	5480825	28.68	10272825	42.98
	Grand Total	19107520	100.00	23899520	100.00

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares.*

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. 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:

Not Applicable

12. Valuation for consideration other than cash:

Not Applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

14. Lock-in:

The Equity Shares so to be allotted after conversion of warrants in to equity shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link www.markolines.com

17. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottees	Pre /Post issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding*	
				No of share	%		No of share	% of the post Capital
1.	Divyashri Ravichandran	Non-Promoter	NA	0	0.00	40,000	40,000	0.17
2.	Kavita Jain	Non-Promoter	NA	0	0.00	20,000	20,000	0.08
3.	Chitresh Kumar Lunawat	Non-Promoter	NA	0	0.00	20,000	20,000	0.08
4.	Singhvi Heritage LLP	Non-Promoter	Sunil D Kumar	0	0.00	29,600	29,600	0.12
5.	Binny Malav Shah	Non-Promoter	NA	0	0.00	12,000	12,000	0.05
6.	Jatin Sachdev	Non-Promoter	NA	0	0.00	5,600	5,600	0.02

Sr. No.	Name of the proposed allottees	Pre /Post issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding*	
				No of share	%		No of share	% of the post Capital
7.	Jinesh Navnchandra Dhruv	Non-Promoter	NA	0	0.00	5,600	5,600	0.02
8.	SVAR Family Trust	Non-Promoter	Swapnil Jayantibhai Shah Hemantbhai Ishverlal Modi	0	0.00	12,000	12,000	0.05
9.	Chintant Shah	Non-Promoter	NA	0	0.00	5,600	5,600	0.02
10.	Sayar Devi Kothari	Non-Promoter	NA	0	0.00	40,000	40,000	0.17
11.	H Padam Jain	Non-Promoter	NA	0	0.00	29,600	29,600	0.12
12.	Shagun capital venture	Non-Promoter	Shankesh Vijayakumar Manav Vijayakumar	0	0.00	30,400	30,400	0.13
13.	Investburg	Non-Promoter	Monic Shah	0	0.00	20,000	20,000	0.08
14.	Shilpa Ojha	Non-Promoter	NA	0	0.00	30,400	30,400	0.13
15.	Kalpna Manoj Golecha	Non-Promoter	NA	0	0.00	22,400	22,400	0.09
16.	Vikas Navratanmal Ganna HUF	Non-Promoter	Vikas Navratanmal Ganna	0	0.00	32,000	32,000	0.13
17.	Jyoti Bhaiya	Non-Promoter	NA	0	0.00	20,000	20,000	0.08
18.	Gunavanth Kumar HUF	Non-Promoter	G Gunavanth Kumar	0	0.00	1,00,000	1,00,000	0.42
19.	P Anitha	Non-Promoter	NA	0	0.00	1,24,800	1,24,800	0.52
20.	Anushree Gadodia	Non-Promoter	NA	0	0.00	40,000	40,000	0.17
21.	Pavankumar Sanwaria Realty Private Limited	Non-Promoter	NA	0	0.00	20,000	20,000	0.08
22.	RPV Holdings Private Limited	Non-Promoter	NA	0	0.00	1,00,000	1,00,000	0.42
23.	Abhinav Banthia	Non-Promoter	NA	0	0.00	20,000	20,000	0.08
24.	Pooja Arora	Non-Promoter	NA	0	0.00	20,000	20,000	0.08
25.	Amit Agarwal	Non-Promoter	NA	0	0.00	2,33,600	2,33,600	0.98

Sr. No.	Name of the proposed allottees	Pre /Post issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding*	
				No of share	%		No of share	% of the post Capital
26.	Shruti Agarwal	Non-Promoter	NA	0	0.00	2,33,600	2,33,600	0.98
27.	Niagra Growth Pvt Ltd	Non-Promoter	Rajat Ravi Kedia	0	0.00	2,82,400	2,82,400	1.18
28.	Mangala Ganpat Vora	Non-Promoter	NA	0	0.00	20,800	20,800	0.09
Total				0	0.00	15,70,400	15,70,400	6.57

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the **Special Resolution** as set out in Item Number 3 in the accompanying notice for approval by the Members.

**By order of the Board of Directors
For Markolines Pavement Technologies Limited**

Place: Mumbai
Date: July 03, 2024

Sanjay Bhanudas Patil
Managing Director

Registered Office:
502, A Wing, Shree Nand Dham,
Sector 11, CBD Belapur, Navi Mumbai,
Maharashtra, 400614
CIN: U99999MH2002PLC156371



Markolines Pavement Technologies Limited

CIN: U99999MH2002PLC156371

Registered Office: 502, A Wing, Shree Nand Dham, Sector 11, CBD Belapur, Navi
Mumbai, Maharashtra, 400614

Email: info@markolines.com **Website:** www.markolines.com **Contract:** +91-22-62661111

Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company held at the registered office of the Company situated at 502, A Wing, Shree Nand Dham, Sector 11, CBD Belapur, Navi Mumbai, Maharashtra, 400614 on Thursday, July 25, 2024 at 04:00 p.m.

Full Name	
Address	
Folio No.	
DP ID No.	
Client ID No.	
No. of Shares Held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

Full name of the Shareholder/Proxy
(in block letters)

Signature of Shareholder/Proxy

Note: Only Member/Proxy holder can attend the meeting.



Markolines Pavement Technologies Limited

CIN: U99999MH2002PLC156371

Registered Office: 502, A Wing, Shree Nand Dham, Sector 11, CBD Belapur, Navi
Mumbai, Maharashtra, 400614

Email: info@markolines.com **Website:** www.markolines.com **Contract:** +91-22-62661111

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 the Member(s):

Registered address:

E-mail Id:

Folio No./Client ID No.

DP ID No.

I/We, being the holder(s) of _____ Equity Shares of Markolines Pavement Technologies Limited, appoint:

1. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her
Signature: _____
2. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her
Signature: _____
3. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Thursday the July 25, 2024, at 04:00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below;

1. Alteration in Clause 8 of the Articles of Association.
2. To consider and approve issue of Equity Shares on Preferential basis to the non-promoter public category investor for Cash.

Signed this _____ day of 2024

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Markolines Pavement Technologies Limited

CIN: U99999MH2002PLC156371

Registered Office: 502, A Wing, Shree Nand Dham, Sector 11, CBD Belapur, Navi
Mumbai, Maharashtra, 400614

Email: info@markolines.com **Website:** www.markolines.com **Contract:** +91-22-62661111

BALLOT FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Extra-Ordinary General Meeting (EGM)

Sr. No.	Particular	Details
1	Name of the First named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *DP ID and Client ID (*for holder holding shares in Demat form)	
4	Class of Share	

I/We hereby exercise my/ our vote in respect of the Special Resolutions enumerated below and as set out in the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled on Thursday, July 25, 2024 by recording my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Resolution	No. of Shares Held	(FOR)	(AGAINST)
			I/We Assent to the Resolution	I/We Dissent from the Resolution
Special Business				
1.	Alteration in Clause 8 of the Articles of Association.			
2.	To consider and approve issue of Equity Shares on Preferential basis to the non-promoter public category investor for Cash.			
3.	To consider and approve issue of Warrants Convertible into Equity Shares on preferential basis to the non-promoter public category investor for Cash.			

Signature: Shareholder/Authorized Representative

Place:

Date:

Note: Please read the instructions given below carefully before exercising your vote.

INSTRUCTIONS

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided at the EGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (√) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.markolines.com within two days of the passing of the Resolutions at the EGM of the Company, and communicated to the BSE Limited, where the shares of the Company are listed.