

# MARSONS LIMITED

Regd. Office: Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala  
Kolkata- 700142, West Bengal, India  
Phone: 033- 249207244, e-mail: info@marsonsonline.com  
Website : www.marsonsonline.com

## NOTICE

NOTICE is hereby given that 1<sup>st</sup> (1/2015-2016) Extra–Ordinary General Meeting of the Members of M/s MARSONS LIMITED will be held at the Registered Office of the Company at Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata- 700142 on Monday, the 28<sup>th</sup> day of March, 2016 at 11:30 A.M. To transact the following business:

### SPECIAL BUSINESS

To consider and if thought fit to pass the following resolutions:

#### **1. As Ordinary Resolution :**

**RESOLVED THAT** pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Board of Directors of the Company be and is hereby accorded to increase the nominal Share Capital of the Company from existing ₹. 25,00,00,000 (Rupees Twenty Five crores) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of ₹. 10/- each to ₹. 45,00,00,000 (Rupees Forty Five Crores) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of ₹. 10/- each by creation of additional 2,00,00,000 (Two Crores) Equity Shares of ₹. 10/- each ranking paripassu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

**V. The Authorized Share Capital of the Company is ₹. 45,00,00,000/- (Rupees Forty Five Crores) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of face value of ₹. 10/- (Rupees Ten) each."**

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

#### **2. As Special Resolution :**

**"RESOLVED THAT** in accordance with the provisions of Section 62, 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules related thereto, the Articles of Association of the Company and subject to the guidelines issued by the Securities and Exchange Board of India (SEBI) and such other approvals, permissions and sanctions, as may be required under applicable laws, rules and regulations and changes and variations, if any, that may be stipulated under such approvals, permissions and sanctions, the Board of Directors of the Company be and is hereby authorized to offer, issue and allot, 2,00,00,000 (Two Crores) Equity Shares of ₹. 10/- (Ten) each at a premium of ₹. 20/- (Twenty) per share in aggregate to M/s Al- Manar Trading FZ- LLC and M/s Newtek Technical Services LLC ("the creditors") for the consideration other than cash and for settlement of their dues on such terms and conditions as the Board of Directors of the Company may deem fit, on preferential basis as per guidelines on Preferential Issues issued by the Securities and Exchange Board of India (SEBI).

**RESOLVED FURTHER THAT** the shares so issued and fully paid-up shall rank pari- passu in all respects after the allotment and shall be entitled for the bonus shares or right shares or dividend if offered or declared by the company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the issue and allotment of the said equity shares, if any, in such manner as may appear to the Board of Directors to be most beneficial to the company."

By Order of the Board  
For Marsons Limited

Place: Kolkata  
Dated: 26.02.2016

(A.S. Pillai)  
Managing Director  
DIN: 07152155

**Notes:**

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the 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 a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent of the Company, for consolidation into a single folio.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. Complete particulars of the venue of the Meeting including route map and land mark for easy location is enclosed for the convenience of the members and the same has also been uploaded at company's website at [www.marsonsonline.com](http://www.marsonsonline.com)

**Voting through electronic means**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.03.2016 from 9:00AM and ends on 27.03.2016 5:00PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on 26.02.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the EGM and the members as on the "cut-off date" i.e. Record date, attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number Registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ♦ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ♦ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. ♦ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant MARSONS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders:
- ◆ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - ◆ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ◆ After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - ◆ The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ◆ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
10. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) on 26.02.2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
11. ShriAtul Kumar Labh, Practicing Company Secretary, (CP-3238) of M/s A. K. LABH & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
12. The results shall be declared on or after the EGM, but not later than three days from the conclusion of the date of the EGM The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company's Shares are listed, i.e. Bombay Stock Exchange.

By Order of the Board  
For **Marsons Limited**

Place:Kolkata  
Dated: 26.02.2016

(A.S. Pillai)  
Managing Director  
DIN: 07152155

# MARSONS LIMITED

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

### Item 1:

The Company wants to increase the nominal capital in order to accommodate itself to issue further shares in future. The draft Memorandum of Association of the Company shall be available to the members for inspection during working hours on all working days, except Saturdays, upto to the date of the meeting.

The Board recommends the resolution for your approval.

None of the directors or key managerial personnel or any of their relatives are directly or indirectly, financially or otherwise, interested or deemed to be interested in the proposed resolution.

### Item No. 2

The special resolution as contained in the resolution proposes to authorize the Board of Directors to raise equity towards settlement of the bills of the creditors for the jobs as carried out by them in terms of the agreed contract..

The issue of the shares as mentioned in the resolution requires the consent of the shareholders and the Directors recommend the resolution for your approval.

As required by the Guidelines for Preferential Issue of Shares as issued by the Securities and Exchange Board of India in terms of Chapter VII to the SEBI (Disclosure & Investor Protection) Guidelines, 2000 and the provisions of the SEBI(Listing and Obligations) Regulations, 2015, the necessary information pertaining to the proposed preferential allotment is set out below:

#### 1. CLASS OF PROPOSED ALLOTEES:

It is proposed to issue the equity shares upto 2,00,00,000 Equity Shares in aggregate to M/s Al Manar Trading FZ- LLC and M/s Newtek Technical Services LLC for the consideration other than cash and for settlement of their dues on such terms and conditions as the Board of Directors of the Company may deem fit, on preferential basis as per guidelines on Preferential Issues issued by the Securities and Exchange Board of India (SEBI).

#### 2. PRICE AT WHICH ALLOTMENT IS PROPOSED:

The Securities and Exchange Board of India has issued Guidelines on Preferential Issues (SEBI Guideline on Preferential Issue, 2000 as amended upto date) of Securities. As per the above referred Guidelines, the pricing of the equity shares issued on a preferential basis cannot be less than the higher of:

a) The average of the weekly high and low of the closing prices of the Equity Shares of the Company quoted on the Stock Exchange during the six months preceding the Relevant Date

OR

b) The average of the weekly high and low of the closing prices of the Equity Shares of the Company quoted on the Stock Exchange during the two weeks preceding the Relevant Date.

The pricing of the Shares as ₹. 30/- (Thirty), i.e., ₹. 10/- (Ten) face value and ₹. 20/- (Twenty) premium as proposed, is higher than the price as calculated in accordance with aforesaid formula of SEBI Preferential Issue and is a duly agreed price with the parties and the Company has obtained a certificate from the auditors of the company in this regard.

**Relevant Date** – 26.02.2016 is the Relevant Date in terms of the Guidelines for Preferential Issue as issued by SEBI, on the basis of which price of the resultant shares have been calculated.

#### 3.IDENTITY OF THE PERSONS TO WHOM THE ALLOTMENT OF SHARES IS PROPOSED :

Srl. No./ Allottee No.	Name of the Allottee(s)	No. of Shares of ₹. 10/- each held by the allottee as on relevant date	No. of Shares of ₹. 10/- each proposed to be allotted	Total No. of shares of ₹. 10/- each to be held by the allottee after allotment*	% of Post Preferential issue Capital that may be held by the Allottees (including the existing holding)*	Category
	<b>NON PROMOTERS ::</b>					
1.	Al- Manar Trading FZ- LLC	Nil	1,02,50,000	1,02,50,000	22.78	Non- Promoters Body Corporate
2.	NEWTEK TECHNICAL SERVICES LLC	Nil	97,50,000	97,50,000	21.67	Non- Promoters Body Corporate
	<b>TOTAL</b>					

\* It is presumed that the allottee will exercise his option in full.

#### 4. PURPOSE OF AND THE REASON FOR SUCH ALLOTMENT:

It is proposed to issue the for the consideration other than cash and for settlement of the dues of the creditors on such terms and conditions as the Board of Directors of the Company may deem fit, on preferential basis as per guidelines on Preferential Issues issued by the Securities and Exchange Board of India (SEBI).

##### **5. CONSEQUENTIAL CHANGE IN THE BOARD OF DIRECTORS OF THE COMPANY:**

There will be no change in the composition of Board of Directors as a result of this Preferential Allotment.

##### **6. CONSEQUENTIAL CHANGES IN THE MANAGEMENT CONTROL OF THE COMPANY:**

There will be no change in the Management Control of the Company.

##### **7. CONSEQUENTIAL CHANGES IN THE VOTING RIGHTS :**

The consequential changes in voting rights are as follows : (Equity Shares of Rs. 10/- each)

Category of Shareholders	As on Relevant Date i.e. 26.02.2016		POST ISSUE*	
	No. of Shares Held	% of Voting Rights	No. of Shares Held	% of Voting Rights
	<b>Promoters ::</b>	81,59,404	32.64	81,59,404
<b>Non – Promoters :: (TOTAL)</b>				
AL MANAR TRADING FZ- LLC	Nil	0.00	1,02,50,000	22.78
NEWTEK TECHNICAL SERVICES L.L.C	Nil	0.00	97,50,000	21.67
OTHERS (Public)	1,68,40,596	67.36	1,68,40,596	37.42
<b>GRAND TOTAL</b>	<b>2,50,00,000</b>	<b>100.00</b>	<b>4,50,00,000</b>	<b>100.00</b>

\* It is presumed that the allottees will exercise their option in full.

##### **8. LOCK-IN :**

The shares to be allotted to the allottee nos. 1 and 2 falling under non-promoters' category shall be subject to lock-in for 1(one) year from the date of allotment in accordance with the Guidelines of Issue of Shares on Preferential Basis in terms of SEBI (Disclosure and Investors Protection) Guidelines, 2000, as amended.

9. The proposed allottees have confirmed in writing, they do not hold any shares of the Company at present.

10. The proposed allottees have confirmed that they have not sold any share of the company in last six months and are eligible for allotment in terms of Guidelines on Preferential Issue of Shares as issued by SEBI.

11. The proposed allottees have expressed their willingness to subscribe for the shares to be issued to them on Private Placement Basis in terms of the contract dated 01.10.2015 as entered with them.

12. The company has obtained certificate from the statutory auditors' of the Company in terms of Guidelines on Preferential Issue of Shares as issued by SEBI and the copies of the said certificate shall be laid before the meeting in terms of the said Regulation.

##### **The information as required vide Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014:**

- (i) **The objects of the issue:** It is proposed to issue the equity shares for the consideration other than cash and for settlement of the dues of the creditors on such terms and conditions as the Board of Directors of the Company may deem fit, on preferential basis as per guidelines on Preferential Issues issued by the Securities and Exchange Board of India (SEBI).
- (ii) **The total number of shares or other securities to be issued:** 2,00,00,000 (Two Crores) equity shares of ₹.10/- (Ten) each at a premium of ₹. 20/- (Twenty) each.
- (iii) **The price or price band at/within which the allotment is proposed:** ₹.30/- (₹.10 face value and ₹.20 Premium) each.
- (iv) **Basis on which the price has been arrived at along with report of the registered valuer:** The pricing of the Shares as ₹. 30/- (Thirty), i.e., ₹. 10/- (Ten) face value and ₹.20/- (Twenty) premium as proposed, is higher than the price as calculated in accordance with aforesaid formula of SEBI Preferential Issue and is a duly agreed price with the parties and the Company has obtained a certificate from the auditors of the company in this regard.
- (v) **Relevant date with reference to which the price has been arrived :** 26.02.2016
- (vi) **The class or classes of persons to whom the allotment is proposed to be made:** Overseas Body Corporate (Non-Promoter)
- (vii) **Intention of promoters, directors, allottees or key managerial personnel to subscribe the offer:** The proposed allottees have expressed their willingness to subscribe for the shares to be issued to them on Private Placement Basis in terms of the contract dated 01.10.2015 as entered with them.
- (viii) **The proposed time within which the allotment shall be completed:** The Company will complete the issue & allotment of Equity Shares within a period of 12 months from the date of passing of the resolutions by the shareholders. However, in terms of SEBI guidelines, the allotment shall be done within 15 days from the date of getting the approval from the Stock Exchange.
- (ix) **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Name of the Proposed Allottee	Number of Shares & % post-allotment*
Al- Manar Trading FZ- LLC	1,02,50,000 (22.78%)
NEWTEK TECHNICAL SERVICES LLC	97,50,000 (21.67%)

\*It is assumed that the shares shall be allotted in full.

- (x) **Change of Control:** There will be no change.

- (xi) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: NIL
- (xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer : The pricing of the Shares as ₹. 30/- (Thirty), i.e., ₹. 10/- (Ten) face value and ₹. 20/- (Twenty) premium as proposed, is higher than the price as calculated in accordance with aforesaid formula of SEBI Preferential Issue and is a duly agreed price with the parties and the Company has obtained a certificate from the auditors of the company in this regard.
- (xiii) The pre issue and post issue shareholding pattern of the company: (Equity)

Category of Shareholders	As on Relevant Date i.e. 26.02.2016			
	As on Relevant Date i.e. 26.02.2016		POST ISSUE*	
	No. of Shares Held	% of Voting Rights	No. of Shares Held	% of Voting Rights
<b>Promoters ::</b>	81,59,404	32.64	81,59,404	18.13
<b>Non – Promoters :: (TOTAL)</b>				
AL MANAR TRADING FZ- LLC	Nil	0.00	1,02,50,000	22.78
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OTHERS (Public)	1,68,40,596	67.36	1,68,40,596	37.42
<b>GRAND TOTAL</b>	<b>2,50,00,000</b>	<b>100.00</b>	<b>4,50,00,000</b>	<b>100.00</b>

\* It is presumed that the allottees will exercise their option in full.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed issues of shares on private placement basis as set out in the resolution.

The Board recommends the resolution for approval of the members. None of the directors or key managerial personnel or any of their relatives are directly or indirectly, financially or otherwise, interested or deemed to be interested in the proposed resolution..

By Order of the Board  
For **Marsons Limited**

Place : Kolkata  
Dated : 26.02.2016

(A.S. Pillai)  
Managing Director  
DIN: 07152155



## MARSONS LIMITED

Regd. Office: Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala

Kolkata- 700142, West Bengal, India

Phone: 033- 249207244, e-mail: info@marsonsonline.com

Website : www.marsonsonline.com

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### ATTENDANCE SLIP

Regd. Folio/DP-ID & Client ID	
Name and Address of the Shareholder	
Joint Holder(s)	
No. of shares held	

- 1) I hereby record my presence at the 1<sup>st</sup> (1/2015-2016) Extra Ordinary General Meeting of the Company being held on Monday, 28<sup>th</sup> day of March, 2016, at 11.30. A.M. at Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata- 700142
- 2) Signature of the Shareholder / Proxy Present
- 3) Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
- 4) Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

### ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password
<b>160305002</b>		



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Website : www.marsonsonline.com

### PROXY FORM Form No. MGT-11

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

CIN: L31102WB1976PLC030676

Name of the Company: **MARSONS LIMITED**

Registered Office: Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata- 700142

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We, being the member(s), holding.....shares of the above named company, hereby appoint:	
(1) Name.....	Address.....
E-mail ID.....	Signature.....or failing him/her,
(2) Name.....	Address.....
E-mail ID.....	Signature.....or failing him/her,
(3) Name.....	Address.....
E-mail ID.....	Signature.....or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1<sup>st</sup> (1/2015-2016) Extra Ordinary General Meeting of the Company being held on Monday, 28<sup>TH</sup> day of March 2016, at 11.30A.M. at "Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata- 700142 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions
<b>Ordinary Business</b>	
1.	Increase of Authorized share capital of the company
<b>Special Business</b>	
2.	Allotment of equity shares to creditors for consideration other than cash for settlement of their dues

Signed this.....day of..... 2016

Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix Revenue  
Stamp

**Note:**

1. 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.

2. For the RESOLUTIONS, Explanatory Statement and Notes please refer to the Notice of the Annual General Meeting.

## MARSONS LIMITED

Regd. Office: Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala  
Kolkata- 700142, West Bengal, India  
Phone: 033- 249207244, e-mail: info@marsonsonline.com  
Website : www.marsonsonline.com

Date of EGM	Monday , 28 <sup>th</sup> day of March, 2016
Time	11.30 A.M.
Venue	Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata-700142

### BALLOT PAPER

Sl. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	
5.	No. of shares	

I hereby exercise my vote in respect of resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Item No.	SPECIAL BUSINESS	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Increase of Authorized share capital of the company			
2.	Allotment of equity shares to creditor consideration other than cash for settle of their dues			

Place: Kolkata  
Date: 28.03.2016

(Signature of the shareholder)