

**MARDA COMMERCIAL &
HOLDINGS LIMITED**

**35TH NOTICE OF ANNUAL GENERAL
MEETING FOR THE F.Y. 2023-2024**



MARDA COMMERCIAL & HOLDINGS LIMITED

CIN: L65929WB1990PLC048280

Registered Office: 11, Crooked Lane, PS. Hare Street, Kolkata-700069, India
Corporate Office: 81, Functional Industrial Estate, Patparganj, Delhi -110092, India
Email: info@mchl.co.in | Website: www.mchl.co.in | Tel.: 011-43041400

NOTICE

(Pursuant to Section 101 of the Companies Act, 2013)

Dear Member,

Notice is hereby given that the 35th Annual General Meeting “AGM” of the members of **Marda Commercials & Holdings Limited** “Company” will be held on Monday, the 29th day of July, 2024 at 11.00 A.M. at the registered office of the company situated at 11, Crooked Lane, PS. Hare Street, Kolkata-700069, India to transact the following business(es): -

ORDINARY BUSINESS(ES)

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Lalit Agarwal (DIN: 00109920) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESS(ES)

3. **Appointment of Ms. Ankita Mathpal (DIN: 10642403) as a Non-Executive Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, Regulation 16(1)(b) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee, Ms. Ankita Mathpal (DIN:10642403) who was appointed as an Additional Director in the category of Independent Director of the Company with effect from June 01, 2024 by the Board of Directors based on recommendation of Nomination and Remuneration Committee and who holds office upto the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Act or within three months from her appointment, whichever is earlier in terms of Listing Regulations and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations and whose period of office shall not be liable to retire by rotation and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director to hold office for a term of five years, effective from June 01, 2024 to May 31, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Ms. Ankita Mathpal shall be entitled to receive the remuneration or fees as permitted to be received in a capacity of Non-Executive Independent Director under the Act and Listing Regulations, from time to time and mutually discussed.

RESOLVED FURTHER THAT any of the Board of Directors of the Company, be and is hereby severally authorised to sign and execute all such documents and papers as may be required for the purpose and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

4. To make Investment, Give Loans, Guarantees and Provide Securities under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), if any, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (“Board”) (which term shall include any committee constituted by the Board or any person(s) authorized by the Board) to (i) Give any Loan to any person or other Body corporate; or (ii) Give any Guarantee or provide any Security in connection with a Loan to any other Body Corporate or person; and (iii) Acquire by way of Subscription, Purchase or otherwise, the Securities of any other Body Corporate, as the Board may in its absolute discretion deems beneficial in the interest of the Company, subject to maximum aggregate of the Loans and Investments so far made in and the amount for which Guarantees or Securities have so far been provided to all persons or Body Corporates along with the additional Investments, Loans, Guarantees or Securities proposed to be made or given or provided by the Company, from time to time, in future, may exceed over and above the limits of higher of 60% of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company, as prescribed under Section 186 of the Companies Act, 2013, but shall not exceed a sum of ₹ 75,00,00,000/- (Rupees Seventy Five Crore only).

RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**By order of the Board
For Marda Commercial & Holdings Limited**

**Place: Delhi
Date: 21/05/2024**

**Sd/-
(Daulat Ram Agarwal)
Managing Director
DIN: 00586956**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and Vote on Poll instead of himself / herself and such Proxy need not be a member of the company. Proxies in order to be effective must be received at the Registered Office / Corporate Office of the Company not less than forty-eight hours (48) hours before the meeting. The instrument appointing the proxy, in order to be effective, must be deposited in original at the Registered Office / Corporate Office of the Company duly completed and signed not less than 48 hours before the commencement of the meeting. Members / Proxies should fill the attendance slip for attending the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 (“Act”), read with the applicable rules thereon a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10 percent (10%) of the Total Share Capital of the company carrying voting rights may appoint a single person as proxy who shall not act as a proxy for any other member.

2. During the period, beginning 24 hours, before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company
3. Corporate members / Institutional Investors (i.e. other than individuals, HUF’s, NRI’s etc.) intending to send their authorized representative(s) to attend the meeting in terms of Section 113 of the Act are requested to send the Company a certified copy of the Board Resolution / Power of Attorney / Authority Letter authorizing their representative(s) with attested specimen signature of the duly authorized signatory(ies) who are authorized for attending and voting on their behalf at the meeting. Corporate Members / Institutional investors (i.e. other than individuals, HUF’s, NRI’s etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
4. Members / Proxies / Authorised Representatives are requested to bring the attendance slip duly filled in for attending the Meeting and shall handover at the entrance for attending the meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number on the attendance slip for attending the Meeting. *Members of the Company under the category of Corporate Members / Institutional Investors are encouraged to attend and participate in the AGM.*

5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. The Notice of AGM [along with Proxy Form, Attendance Slip, Route Map and Annual Report] will be sent to those members / beneficial owners whose names will appear in the Register of Members / list of Beneficial Owners received from the Depositories as on Cut Off date i.e. Friday, June 28, 2024. These documents are being sent electronically to the members whose E-mail IDs are registered with the Company / Depository Participant(s) (DP) unless any member has requested for a physical copy of the same. For members who have requested physical copy or who have not registered their email address, physical copies of the Notice and Annual Report are being sent through permitted mode. In case member wish to get a physical copy of the Annual Report, member may send their request at info@mchl.co.in and/or nichetechpl@nichetechpl.com mentioning their Folio No. / DP ID and Client ID.
7. Members may note that the Notice of the 35th AGM and Annual Report for 2023-24 will also be available on Company's website at www.mchl.co.in, website of the Calcutta Stock Exchange of India Limited i.e. www.cse-india.com and on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection by the members at the AGM. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at info@mchl.co.in
9. The Explanatory Statement pursuant to the provisions of Section 102 of the Act setting out material facts concerning the special business(es) to be transacted under Item Nos. 3 to 4 of this Notice, is provided herein. The Board of Directors of the Company at its meeting held on Tuesday, May 21, 2024, considered special businesses mentioned under Item Nos. 3 to 4 and recommending to the members to transact at the 35th AGM of the Company.
10. A statement giving additional details of the Director seeking appointment /re-appointment at the ensuing AGM of this Notice are annexed herewith as required under Regulations 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by 'The Institute of Company Secretaries of India'.
11. Members desiring any information about financial statements or any other matter are requested to write to the Company at info@mchl.co.in by mentioning their name, DP ID and Client ID number /folio number and mobile number at least 10 days in advance of the AGM to facilitate

compliance thereof. Queries that remain unanswered at the AGM will be appropriately responded to the members by the Company at the earliest, post conclusion of the AGM.

12. Members holding shares in physical form are requested to intimate the changes in their registered address in Block Letters with PIN Code of the Post Office, Email-ID, Bank particulars and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their DP immediately.
13. The Company has a dedicated e-mail address i.e., info@mchl.co.in for members to mail their queries or lodge grievances, via email or may send their queries at the Corporate Office address of the Company. We will endeavour to reply the queries at the earliest.
14. Niche Technologies Private Limited is the Registrar and Share Transfer Agent of the Company. All the shares related to communication may be addressed to the following address:

Niche Technologies Private Limited
3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata – 700017
Phones: (033) 2280 6616 / 6617 / 6618; E-Mail: nichetechpl@nichetechpl.com
15. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website at https://mchl.co.in/investor_information.php.
16. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, July 23, 2024 to Monday, July 29, 2024 (both days inclusive) for the purpose of the 35th AGM.
17. The Company has not recommended any Final Dividend nor declared any Interim Dividend during the year. Further, in pursuant to the provisions of Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the MCA. The said requirement does not apply to the shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. Accordingly, the unclaimed dividend with respective shares and dividend in respect of financial year 2016-17 is not due to transfer to the IEPF.

18. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their members in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at www.mchl.co.in. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

19. Updation of PAN and other details

Pursuant to SEBI Master Circular dated May 17, 2023 ('SEBI Master Circular'), it is mandatory to furnish PAN, KYC details (i.e. postal address with pin code, e-mail address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1.

Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at https://mchl.co.in/investor_information.php and furnish the requisite details.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA at nichetechpl@nichetechpl.com in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

A communication is being sent by the Company to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at https://mchl.co.in/investor_information.php to furnish the abovementioned details.

Further, relevant FAQs published by SEBI on its website can be viewed at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

20. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members

holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization.

Further, Members may please note that pursuant to aforesaid SEBI Master Circular, listed companies are mandated to issue securities in demat form only, while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 or Form ISR-5 (for transmission), the formats of which are available on the website of the Company at https://mchl.co.in/investor_information.php. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

21. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrar to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1. Members holding shares in physical form are requested to submit the filled-in form to the Company or to the Registrar in original as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the Company or RTA.
22. Nomination Facility: As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the members in respect of shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register nomination or would want to opt-out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website. Members are requested to submit the said form(s) to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form quoting their folio no.
23. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated Share Certificate will be issued to such Members after making requisite changes. The consolidation will be processed in demat form.
24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are

also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

GENERAL INSTRUCTIONS AND GUIDELINES FOR ACCESSING AND PARTICIPATING IN THE 35TH AGM

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards on General Meetings (SS-2) issued by 'The Institute of Company Secretaries of India' (ICSI) and Regulation 44 of Listing Regulations, the Company is providing Remote e-Voting facility to its Members in respect of the business to be transacted at the 35th AGM and facility for those Members participating in the 35th AGM to cast vote through ballot paper / poll paper during the 35th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as voting through ballot papers / poll paper on the date of the AGM will be provided.
- A person who has acquired the shares and has become a member of the Company and whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories after the dispatch of the Notice of the AGM and prior to the **Cut-off date i.e., Monday, July 22, 2024** shall be entitled to avail the facility of remote e-voting before AGM as well as voting through ballot papers / poll papers on the date of the AGM at the venue of the meeting. Any recipient of the Notice who has no voting rights as on the Cut-off date shall treat this Notice for informative purpose only.
- The remote e-voting period begins on **Friday, July 26, 2024 at 9:00 A.M.** and ends on **Sunday, July 28, 2024 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **Monday, July 22, 2024** may cast their vote electronically.
- The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., **Monday, July 22, 2024.**
- The members can opt for only one mode of voting i.e., remote e-voting or physical voting through poll paper at the meeting. In case of voting by both the modes, vote cast through remote e-voting, will be considered final and voting through physical voting at the meeting will not be considered.
- The facility for voting through Poll would be made available at the AGM and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by

remote e-voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their vote again.

- Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- The Board of Directors of the Company has appointed CS Vipin Shukla, Practicing Company Secretary (Membership No. F-6798 & Certificate of Practice No. 18011), Proprietor of M/s. Vipin Shukla & Company, Company Secretaries, Delhi, as Scrutinizer to scrutinize the remote e-Voting process and voting through ballot / poll papers during the meeting in a fair and transparent manner.
- The Scrutinizer shall after the conclusion of voting at the 35th AGM, unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes casted in favor or against, invalid votes, if any, and whether the resolution has been carried or not and such report shall then be sent to the Chairman of the meeting or a person authorized by him within the time prescribed under the Listing Regulations and / or the Act, who shall then countersign and declare the result of the voting forthwith.
- The Chairman shall at the end of discussion on the resolutions placed at the AGM on which voting is to be held allow voting with the assistance of the Scrutinizer by use of Polling Paper for all those members / proxies who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mchl.co.in and at the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman of the meeting or a person authorized by him. The results shall also be immediately forwarded to the Calcutta Stock Exchange. The results shall be displayed at the Registered Office at 11, Crooked Lane, PS. Hare Street, Kolkata-7000069, India and at the Corporate Office at 81, Functional Industrial Estate, Patparganj, Delhi – 110092, India.

**By order of the Board
For Marda Commercial & Holdings Limited**

**Place: Delhi
Date: 21/05/2024**

**Sd/-
(Daulat Ram Agarwal)
Managing Director
DIN: 00586956**

OTHER INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Login method for Remote e-Voting for Individual Members (You) holding securities in Demat mode (NSDL / CDSL) are given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Members holding securities in demat mode

Pursuant to above said SEBI Circular on e-Voting facility provided by Company, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants (DP). Members are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. You can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Members holding securities in demat mode with CDSL

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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

Login type	Helpdesk details
Individual Members 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 - 4886 7000
Individual Members 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

B) Login Method for e-Voting for members other than Individual Members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those members whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event,

you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Manager at evoting@nsdl.com

Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in **physical mode** please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to info@mchl.co.in and evoting@nsdl.com.
2. In case shares are held in **demat mode**, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) to info@mchl.co.in and evoting@nsdl.com. If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting for Individual Members holding securities in demat mode.**
3. Alternatively, members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

**By order of the Board
For Marda Commercial & Holdings Limited**

**Place: Delhi
Date: 21/05/2024**

**Sd/-
(Daulat Ram Agarwal)
Managing Director
DIN: 00586956**

Explanatory Statement

For Item No. 3

(Pursuant to Section 102 of the Act and other applicable provisions)

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (Board) at its meeting held on May 21, 2024 has appointed Ms. Ankita Mathpal (DIN:10642403) as an Additional Director (Non-Executive, Independent) of the Company for a first term of five (5) years effective from June 01, 2024, not liable to retire by rotation, subject to approval of the Shareholders of the Company.

The Company has received from Ms. Ankita Mathpal consents in writing to act as Directors in Form DIR-2 in pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. She does not hold any equity shares of the Company.

In terms of provisions contained under Section 160 of the Act and the rules made thereunder, a person who is not a retiring director in terms of Section 152 of the Act shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at the next General Meeting. The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Ms. Ankita Mathpal for the office of Directors of the Company.

Further, in terms of the amended Regulation 17(1C) of the Listing Regulations, Company shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to take either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the said Regulations.

In the opinion of the Board, Ms. Ankita Mathpal is a person of integrity, possesses the relevant expertise / experience and balance of skills, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as a Non-Executive Independent Director and she is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Ms. Mathpal has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

The disclosures including brief resume and other details prescribed under Regulation 36(3) of the Listing Regulations read with the provisions of the Secretarial Standard-2 on General Meetings issued by 'The Institute of Company Secretaries of India' are provided in Annexure A to this Notice.

Except Ms. Mathpal being appointee, none of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the appointment of Ms. Ankita Mathpal (DIN:10642403), effective from June 01, 2024 to May 31, 2029 for approval of the members through Special Resolution set out at Item No. 3 of the Notice.

For Item No. 4

(Pursuant to Section 102 of the Act and other applicable provisions)

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013, the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of ₹75,00,00,000 /- (Rupees Seventy-Five Crores only) as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at item No.4 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at item no. 4 of the accompanying notice. The Board recommends the resolution at item no. 4 to be passed as Special Resolution.

Additional details of director seeking appointment and / or re-appointment at the 35th AGM in terms of Regulation 36(3) of Listing Regulations and SS-2

Resolution No.	2	3
Name of Director	Mr. Lalit Agarwal	Ms. Ankita Mathpal
Director Identification Number (DIN)	00109920	10642403
Designation	Non - Executive and Promoter Director	Non - Executive Independent Director
Date of First Appointment	November 17, 2005	June 01, 2024
Date of Birth	October 07, 1960	May 15, 1999
Nationality	Indian	Indian
Qualification	Mr. Agarwal is graduate in Commerce from The Bhawanipur Education Society College, University of West Bengal.	Ms. Mathpal holds degree in Bachelors in Commerce from University of Delhi.
Terms & conditions of appointment / reappointment	Pursuant to the provisions of Section 152 of the Act and other applicable provisions and as per the Company's Articles of Association.	As an Independent Director of the Company to hold office for a period starting from June 01, 2024 to May 31, 2029 and shall not be liable to retire by rotation.
Brief Profile including experience and expertise in specific functional area	Mr. Agarwal is very dynamic & forward looking at any stage of business. He has contributed a large to the Company and its group Companies where he is associated. He has got good presence in the field of PVC/HDPE Pipe, Water Tanks and fittings etc. He holds commanding position in the business and has performed drastically during his business exposure of more than three decades. His endeavor, experience, and vast knowledge	Ms. Mathpal is a working Professional having a core experience in handling Secretarial Compliances and various registrations required by the Company. She holds brief knowledge of GST, Income Tax, IRDAI and RERA. She is having experience in working of due diligence.

	will definitely make the project a grand success and upto the mark.	
Number of Equity Shares held in the Company	350000 Equity Shares	Nil
Number of Board Meetings attended during the F.Y 2023-24	Six (6)	Not eligible to attend the Board Meetings during the FY 2023-2024
Directorship held in other Companies	Mr. Agarwal holds directorship in the following Companies other than Marda Commercial & Holdings Ltd.: Sophia Exports Limited, Advance Steel Tubes Limited, Tirupati Structural Limited, TSL Piping Solutions Private Limited, Advance Ispat (India) Limited, Advance Enterprises Private Limited, Tak Buildtech Private Limited and Techzzler International Private Limited.	Nil as on reporting date.
Chairman of Committees	-	-
Member of Committees	He is member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.	She is a member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee w.e.f. June 01, 2024.
Relationship with other Directors, Managers, and other Key Managerial Personnel	Not related to any of the Director(s), Managers, and Key Managerial Personnel of the Company.	Not related to any of the Director(s), Managers, and Key Managerial Personnel of the Company.
Details of remuneration last drawn	Not Applicable	Not Applicable

Details of remuneration sought to be paid	Remuneration to be paid as per approval received.	Remuneration to be paid as per approval received.
Affirmation w.r.t. SEBI Letter	He affirms that he is not debarred from holding the office by virtue of any SEBI Order or any other authority.	She affirms that she is not debarred from holding the office by virtue of any SEBI Order or any other authority.
Affirmation pursuant to provisions of Section 164 of the Companies Act, 2013	He confirms that he is not disqualified from holding the office of Director.	She confirms that she is not disqualified from holding the office of Director.

**By order of the Board
For Marda Commercial & Holdings Limited**

**Place: Delhi
Date: 21/05/2024**

**Sd/-
(Daulat Ram Agarwal)
Managing Director
DIN: 00586956**

Form No. MGT-11

Proxy form

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

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

I / We, being the member(s) of _____ shares of the Marda Commercial & Holdings Limited hereby appoints

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

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

Name : E-mail Id:
Address:
Signature:

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Marda Commercial & Holdings Limited to be held on the Monday, 29th day of July, 2024 at 11:00 A.M. at registered office situated at 11, Crooked Lane, PS. Hare Street, Kolkata-7000069, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Lalit Agarwal (DIN: 00109920) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

Special Business:

3. Appointment of Ms. Ankita Mathpal, (DIN: 10642403) as a Non-Executive Independent Director
4. To make Investment, Give Loans, Guarantees and Provide Securities under Section 186 of the Companies Act, 2013

Signature of Member(s) / Shareholder(s):

Signature of Proxy holder(s):

**Affix
Revenue
Stamp**

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.

Attendance Slip for attending 35th Annual General Meeting of Marda Commercial & Holdings Limited

ATTENDANCE SLIP – MARDA COMMERCIAL & HOLDINGS LIMITED

35th Annual General Meeting, Monday, July 29, 2024, 11:00 A.M.

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered member/proxy for the registered member of the Company and hereby record my presence at the 35th Annual General Meeting of the Company on Monday, July 29, 2024, 11:00 A.M. at 11, Crooked Lane, Room No. 7, PS. Hare Street, Kolkata – 700069.

Member’s/Proxy’s name in Block Letters.....

Member’s/Proxy’s Signature.....

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

ROUTE MAP TO 35TH AGM VENUE OF MARDA COMMERCIAL & HOLDINGS LIMITED

