



Marda Commercial & Holdings Limited

(CIN: L65929WB1990PLC048280)

September 26, 2023

To,
The Secretary,
Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata-700001

Subject: Proceedings and Voting Results of the Thirty Fourth Annual General Meeting (34th AGM) of Marda Commercials & Holdings Limited (Company) held on Tuesday, September 26, 2023

Dear Sir/Madam,

The 34th AGM of the Company was held on Tuesday, September 26, 2023 at 11.00 A.M (IST) at 81, Functional Industrial Estate, Patparganj, Delhi – 110092 and concluded at 12:00 Noon (IST) to transact the business as stated in the Notice dated August 26, 2023 convening the AGM.

In this regard, please find enclosed the following:

- Summary of Proceedings of the AGM of the Company as required under Regulation 30, Para A of Schedule - III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) - **Annexure A.**
- Voting results of the businesses transacted at the AGM as required under Regulation 44(3) of the Listing Regulations - **Annexure B.**
- Consolidated Scrutinizer Report dated September 26, 2023 pursuant to Section 108 & 109 of the Companies Act, 2013 (the Act) read with the Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Rules) - **Annexure C.**

The abovesaid information and annexures are also made available on the Company's website at www.mchl.co.in.

We request you to take the same on record.

Thanking You,
Yours faithfully

For Marda Commercials & Holdings Limited

Daulat Ram

(Daulat Ram Agarwal)
Managing Director
DIN: 00586956



Marda Commercial & Holdings Limited

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Annexure A

Summary of Proceedings of the Thirty Fourth Annual General Meeting (34th AGM) of Marda Commercials & Holdings Limited (Company)

Pursuant to Regulation 30 and Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, the summary proceedings of 34th AGM of the Company as summarized below:

The 34th AGM of the members of the Company was duly held on Tuesday, September 26, 2023 at 11.00 A.M (IST) at Crooked Lane, PS. Hare Street, Kolkata - 700 069. The Meeting was held in compliance with the applicable provisions of the Companies Act, 2013 (Act) read with the rules made thereunder, Secretarial Standard-II on General Meetings and Listing Regulations.

The Meeting was chaired by Mr. Daulat Ram Agarwal, Managing Director of the Company. Mr. Lalit Agarwal, Director of the Company, Mr. Ramesh Kumar Bissa and Ms. Jyoti Bansal are the Independent Directors of the Company. Mr. Ramesh Kumar Bissa, Chairman of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company were present at the meeting. No leave of absence was given to any of the Director of the Company. The Chairman then introduced the Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company. The Chairman also introduced CA Anil Kumar Garg, Partner of M/s. Multi Associates, Chartered Accountants, Statutory Auditors and CS Yashwant Gupta, Proprietor of M/s. Yashwant Gupta & Associates, Secretarial Auditors.

After ascertaining the requisite quorum, the Chairman called the Meeting to order. The Quorum was present throughout the meeting. Thereafter, he welcomed the members at the AGM of the Company.

The Chairman addressed the members and apprised them about the unprecedented challenges posed in the form of pandemic, geopolitical tensions & flare-up's, volatile macro environment, rise in prices, supply disruptions etc. with wide-ranging impact on people, economies and businesses including the Company. He further summarized on financial and operational performance of the Company, Company's strategies and policies for the upcoming years, road map etc. of the Company.



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The Company Secretary welcomed the members and drawn the attention of the members to the Statutory Registers, Memorandum of Association and Articles of Association and other statutory documents that were available for inspection for the members till the conclusion of the AGM. The Company Secretary apprised the members that in accordance with the provisions of the Act and Listing Regulations, the Company had provided the facility of casting the votes by the members using an electronic voting system from place other than the venue of the meeting (Remote E-voting), on all items as set out in the Notice of AGM dated August 26, 2023 (34th AGM Notice). The Remote E-voting commenced on Saturday, September 23, 2023 at 9:00 A.M. and ends on Monday, September 25, 2023 at 5:00 P.M. The members were further apprised that the members who were present in the meeting and had not casted their vote through Remote e-voting can only vote via Ballot process on all items as set out in the 34th AGM Notice. With the consent of the members present, the 34th AGM Notice of the meeting convening the meeting of the Company was taken as read. The members were further informed that the Board of Directors of the Company has appointed CS Yashwant Gupta, Practicing Company Secretary (Membership No. A-15154 & Certificate of Practice No. 15119), Proprietor of M/s. Yashwant Gupta & Associates, Company Secretaries, New Delhi, as a Scrutinizer to scrutinize the Remote e-Voting process and voting through ballot papers during the meeting in a fair and transparent manner.

The following Agenda items of business as stated in the 34th AGM Notice were transacted at the meeting:

Ordinary Business	
<u>Adoption of Audited Financial Statements</u> To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
<u>Appointment of Mr. Lalit Agarwal (DIN 00109920) as Director, liable to retire by rotation</u> 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.	Ordinary Resolution

All the above agenda matters were duly proposed.

The Chairman then provided an opportunity to the members to speak at the meeting and accordingly addressed their queries. The Chairman requested Scrutinizer to brief about the ballot voting procedure to the members, thereafter members casted their votes. The voting

Registered Office: 11, Crooked Lane, First Floor, Room No. 7, P.S.- Hare Street, Kolkata West Bengal – 700069, India

Corporate Office: 81, Functional Industrial Estate, Patparganj, Delhi – 110092, India

Phone: 011-43041400, Email: Info@mchl.co.in



Marda Commercial & Holdings Limited

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through polling process was kept open for next 15 minutes to enable the members to cast their vote.

The Members were also informed that the consolidated results of the Remote E-voting and voting through Ballot/Poll at the meeting shall be made available together with the Scrutinizer's Report at the website of the Company i.e. www.mchl.co.in, at the website of National Securities Depository Limited i.e. www.evotingnsdl.com, and at the website of Niche Technologies Pvt. Ltd., Registrars and Share Transfer Agent i.e. www.nichetechpl.com. The results shall be filed to the Calcutta Stock Exchange Limited i.e. www.cse-india.com within stipulated time from the conclusion of the meeting. The results shall also be displayed at the Registered Office at 11, Crooked Lane, PS. Hare Street, Kolkata-700069 and at the Corporate Office at 81, Functional Industrial Estate, Patparganj, Delhi - 110092.

The Chairman thanked the members, Board Members and Auditors for their continued support and participation in the AGM of the Company. The meeting was concluded at 12:00 Noon (IST).

This is for your information and records.

Thanking You,
Yours faithfully

For Marda Commercials & Holdings Limited

Daulat Ram

(Daulat Ram Agarwal)
Managing Director
DIN: 00586956



Marda Commercial & Holdings Limited

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Annexure B

Voting Results of the Thirty Fourth Annual General Meeting (34th AGM) of Marda Commercials & Holdings Limited (Company)

A copy of Voting Results in the prescribed format under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on remote e-voting and voting through ballot / poll process at the AGM is given below. The results of the Remote E-voting and voting through Ballot/Poll at the meeting shall be made available at the website of the Company i.e. www.mchl.co.in, at the website of National Securities Depository Limited i.e. www.evotingnsdl.com, at the website of Niche Technologies Pvt. Ltd., Registrars and Share Transfer Agent i.e. www.nichetechpl.com and at the website of Calcutta Stock Exchange i.e. www.cse-india.com. The results are also displayed at the Registered Office at 11, Crooked Lane, PS. Hare Street, Kolkata-700069 and at the Corporate Office at 81, Functional Industrial Estate, Patparganj, Delhi - 110092.

Following are the Voting Results of the 34th AGM of the Company:

Date of the AGM	26.09.2023
Total number of shareholders on record date	33
No. of shareholders present in the meeting either in person or through proxy:	23
Promoters and Promoter Group:	9
Public:	14
No. of Shareholders attended the meeting through Video Conferencing	Nil
Promoters and Promoter Group:	
Public:	

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1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.

Resolution Required (Ordinary/Special)	Ordinary
Whether Promoter/Promoter Group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=(2)/(1)* 100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in Favour on Votes Polled (6)=(4)/(2)]* 100	% of Votes against on Votes Polled (7)=(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	4750900	3658400	77.00	3658400	-	100	-
	Poll		1092500	23.00	1092500	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4750900	4750900	100	4750900	-	100
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	3030000	1490000	49.17	1490000	-	100	-
	Poll		1540000	50.82	1540000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3030000	3030000	100	3030000	-	100
Total		7780900	7780900	100	7780900	-	100	-

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2. **Appointment of Mr. Lalit Agarwal (DIN 00109920) as Director, liable to retire by rotation**
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.

Resolution Required (Ordinary/Special)	Ordinary
Whether Promoter/Promoter Group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in Favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4750900	3658400	77.00	3658400	-	100	-
	Poll		1092500	23.00	1092500	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4750900	4750900	100	4750900	-	100
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	3030000	1490000	49.17	1490000	-	100	-
	Poll		1540000	50.82	1540000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3030000	3030000	100	3030000	-	100
Total		7780900	7780900	100	7780900	-	100	-

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YASHWANT GUPTA & ASSOCIATES

Company Secretaries



Consolidated Scrutinizer's Report

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
Marda Commercial & Holdings Ltd.
CIN: L65929WB1990PLC048280
Reg. Off.: 11, Crooked Lane, First Floor,
Room No. 7 P.S. - Hare Street,
Kolkata, West Bengal – 700069, India

Subject: Consolidated Scrutinizer's Report on Remote e-voting process and voting through ballot / poll papers for the Thirty Fourth (34th) Annual General Meeting (AGM) of the Equity Shareholders of Marda Commercial & Holdings Ltd. (Company) held on Tuesday, 26th day of September, 2023, at 11:00 A.M. (IST) at 11, Crooked Lane, First Floor, Room No. 7 P.S. - Hare Street, Kolkata, West Bengal – 700069, India

Dear Sir,

I, Yashwant Kumar Gupta, Practicing Company Secretary and Proprietor of M/s. Yashwant Gupta & Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed at their Board Meeting held on August 26, 2023, for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through poll papers of the Company held on Tuesday, 26th day of September, 2023, at 11:00 A.M. (IST) at 11, Crooked Lane, First Floor, Room No. 7 P.S. - Hare Street, Kolkata, West Bengal – 700069, India, in compliance with the provisions of Section 96, 101, 108, 109 of the Companies Act, 2013 (Act) read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Rules) (as amended from time to time) and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the resolutions forming part of the 34th AGM Notice dated August 26, 2023.

1. My responsibility as a Scrutinizer was to:

- ensure that the voting process was conducted in a fair and transparent manner and

44-A/E- Block Extension, Shyam Vihar Phase-1 New Delhi-110043
E-Mail: csguptayash@gmail.com, Phone:9582088097

YASHWANT GUPTA & ASSOCIATES



Company Secretaries

- to submit a Consolidated Scrutinizer's report for remote e-voting and Voting at the AGM / voting through poll papers, for the resolutions set out in the 34th AGM Notice to the Chairman of the Company/Board or any person authorised by the Board.

2. I submit my report as under: -

- In compliance with the MCA Circulars and SEBI Circulars, the 34th AGM Notice along with Annual Report for the Financial Year (FY) 2022-23 was dispatched by the Company on September 02, 2023 through permitted modes to all those members, whose e-mail address were registered with the Company/ Registrar and Share Transfer Agent/ Depositories.
- The Company has engaged National Securities Depository Limited (NSDL) as the service provider for extending the facility of electronic voting to the Shareholders of the Company.
- The AGM Notice was simultaneously (i) submitted to the stock exchange i.e. Calcutta Stock Exchange at www.cse-india.com (ii) posted on the website of the Company at www.mchl.co.in, Niche Technologies Pvt. Ltd., Registrars and Share Transfer Agent (RTA) at www.nichetechpl.com and NSDL at www.evoting.nsd.com.
- The members of the Company as on the cut-off date i.e. September 19, 2023 were entitled to avail the facility of remote e-voting as well as voting through poll papers on the proposed resolutions as set out in the AGM Notice.
- The remote e-voting period commenced on September 23, 2023 at 9:00 A.M. and ends on September 25, 2023 at 5:00 P.M.
- At the 34th AGM of the Company held on September 26, 2023, the Chairman of the meeting has called the members present in the meeting who could not participate in the voting to record their votes through polling paper.
- After completion of voting at the AGM, the votes cast through remote e-voting and voting through poll papers were unblocked in the presence of two witnesses who are not in the employment of the Company.
- The data of remote e-voting and voting through poll papers was diligently scrutinized and reconciled with the records maintained by the RTA and the authorizations lodged.

44-A/E- Block Extension, Shyam Vihar Phase-1 New Delhi-110043
E-Mail: csguptayash@gmail.com, Phone:9582088097

YASHWANT GUPTA & ASSOCIATES



Company Secretaries

Detailed registers were maintained containing the summary of results of remote e-voting and voting through poll papers.

- After the time fixed for closing of the poll by the Chairman of the meeting one empty box was kept for polling were locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the RTA of the Company. Proxy form was considered. Poll Papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
- The consolidated summary of results of remote e-voting and voting through polling papers is annexed herewith as Annexure-1.
- Based on the aforesaid results, I report that all the Resolutions as contained in the Item No(s). 1 to 2 of the AGM Notice of the Company, have been passed with requisite votes.
- The electronic data, polling papers and other relevant records relating to remote e-voting and voting through poll papers are under my safe custody until the Chairman considers, approves and sign the minutes of AGM and the same will be handed over to the Company Secretary / Director authorised by the Board for safe keeping.

Countersigned By :
For Marda Commercials & Holdings
Limited

Daulat Ram

(Daulat Ram Agarwal)
Managing Director
DIN: 00586956



For Yashwant Gupta & Associates
Practising Company Secretaries

Yashwant Kumar Gupta

(Yashwant Kumar Gupta)

Proprietor

ACS No.:15154

CP No.:15119

UDIN: A015154E001084673

PR. No.: 1645/2022

Place: West Bengal

Date: 26.09.2023

44-A/E- Block Extension, Shyam Vihar Phase-1 New Delhi-110043

E-Mail: csguptayash@gmail.com, Phone:9582088097

YASHWANT GUPTA & ASSOCIATES
Company Secretaries



Annexure-I

Item No. 1:

Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	9	5148400	100	-	-	-	-	-
Voting through poll papers	14	2632500	100	-	-	-	-	-
Total	23	7780900	100	-	-	-	-	-

Result: The Ordinary Resolution has been passed with requisite consent.

YASHWANT GUPTA & ASSOCIATES

Company Secretaries



Item No. 2:

Appointment of Mr. Lalit Agarwal (DIN 00109920) as Director, liable to retire by rotation
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.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e- voting	9	5148400	100	-	-	-	-	-
Voting through poll papers	14	2632500	100	-	-	-	-	-
Total	23	7780900	100	-	-	-	-	-

Result: The Ordinary Resolution has been passed with requisite consent.

Countersigned By:
For Marda Commercials & Holdings
Limited

Daulat Ram

(Daulat Ram Agarwal)
Managing Director
DIN: 00586956



For Yashwant Gupta & Associates
Practising Company Secretaries

Yashwant Kumar Gupta

(Yashwant Kumar Gupta)
Proprietor
ACS No.:15154
CP No.:15119
UDIN: A015154E001084673
PR. No.: 1645/2022
Place: West Bengal
Date: 26.09.2023