

NOTICE

NOTICE IS HEREBY GIVEN THAT 32nd ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF MARBLE FINVEST LTD. WILL BE HELD ON FRIDAY THE 30TH DAY OF SEPTEMBER 2016 AT 4.00 P.M. AT 3, INDUSTRIAL AREA, PHASE-1, CHANDIGARH TO TRANSACT THE FOLLOWING BUSINESS

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement i.e. Balance Sheet as at 31st March 2016 and Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March 2016 alongwith Auditors Report and Board's Report thereon.
2. To appointment of a director in place of a retiring director (None of the director is liable for retirement. See note no 15 of Notes)
3. To consider and appoint Auditors and to fix their remuneration and in this regard , if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that consequent upon resignation of retiring auditors M/s Mehra Goel & Co., Chartered Accountants, New Delhi w.e.f 16.08.2016 and pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. VGM & Co. , Chartered Accountants, (Firm Registration No. 29823N) be and are hereby appointed Auditors of the Company for a period of five (5) years to hold the office as Auditors from the conclusion of 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company to be held in the year 2021, subject to ratification of appointment at every Annual General Meeting and Chairman of the Company be and is hereby authorised to decide the remuneration of the Auditors appointed."

SPECIAL BUSINESS

4. To consider and appoint Mrs. Sumiran Aggarwal (DIN 07147212) as a Director who was appointed as Additional Director and in this regard, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that Mrs. Sumiran Aggarwal (DIN 07147212), director who was earlier appointed as an Additional Director of the Company and who hold office by the date of Annual General Meeting and in respect of whom notice has been received from a shareholder for appointment as a Director, be and is hereby appointed as a Director of the Company who shall not be liable for retirement.

5. To consider and note the appointment of Mrs. Sumiran Aggarwal (DIN 07147212) as an Independent Director and in this regard, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"Resolved that pursuant to Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, the appointment of Mrs. Sumiran Aggarwal (DIN 07147212), who was appointed as a Director continue to be an Independent Director of the Company to hold office under the provisions of the Companies Act, 2013 for a term of consecutive 5 (Five) years upto conclusion of 37th Annual General Meeting of the company to be held in the year 2021 and shall not be liable for retirement by rotation."

By order of the Board
For Marble Finvest Limited

Place: Chandigarh
Dated: 23.08.2016

B.P. Nayyar
(Director)
DIN:00006691

Notes for attention of members:

1. A member entitled to attend and vote at the meeting is entitled to appoint Proxy to attend and vote instead of himself/herself and the proxyholder need not be a member of the Company. A person can act as proxy holders on behalf of members not exceeding fifty(50) and holding in aggregate not more than ten(10) percent of the total share capital of the Company. The proxy in order to be effective must be deposited with the Company at its Registered Office duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Members are informed that as per SEBI directives the Company has entered into an agreement with M/s Skyline Financial Services Pvt. Ltd, D-153A, Phase-I, New Delhi-110020, 1st Floor, Okhla Industrial Area, Ph. Nos. 011-30857575 (10 Lines), Fax-011-30857562, Email viren@skylinerta.com to act as Registrar and Transfer Agent (RTA) of the Company for all matters connected with Transfers and Transmission of shares and also dematerialization of Shares and other related functions etc.
3. Any correspondence relating to shares can be made to the company's Registrar and transfer Agents
M/s Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Tel:+91 11 30857575, Fax +91 1130857562, Contact Person-Mr. Virender Rana
Email: viren@skylinerta.com
4. In case of joint holders of shares attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 13th September 2016 to 21st September 2016 (both days inclusive).
6. Members seeking information about financial statements are requested to write at least 10 days before the date of the meeting to the Company so that it may be convenient to keep the information ready for the meeting.
7. All the documents referred to accompanying Notice are open for inspection at the Registered office of the Company on all working days except Sunday between 11.00 AM to 1.00 PM upto the date of Annual General Meeting
8. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
9. Members are requested to bring their copy of Annual Report at the Meeting and proxies should bring attendance slips duly filled in for attending the Meeting.
10. Members are requested to notify immediately any change in their addresses quoting their folio numbers to RTA of the Company.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the RTA. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to RTA. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s)/RTA directly. Members of the Company, who have not registered their email-address, are entitled to receive such communication in physical form upon request.
13. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners whose name will appear in the register of the members/list of beneficiaries received from the depositories as or 26th day of August, 2016.
14. As per the requirement of Regulations 36 (3) of the SEBI (LODR) Listing Regulation 2015 the details of Directors appointed or re-appointed, under the provision of Companies Act, 2013 at the Annual General Meeting is annexed given below

Particulars	Name of Directors to be Appointed					
Name & Designation	Date of Birth	Expertise/Experience in Area	Qualification	Shareholding in the Company as on 31.03.2016	Directorship in other Companies/membership of Committees of the Board	Inter-se relationship between Directors
Mrs. Sumiran Aggarwal Independent Director	08.08.1988	Finance	MBA	NIL	Nova Iron & Steel Limited	NIL

15. All the directors of the Company namely Mr. R.P. Goyal, Mr. B. P. Nayyar and Mrs. Sumiran Aggarwal are Independent Directors and continue to be independent director as Informed to Stock exchange. Pursuant to section 152 of the Act, independent Director are not liable for retirement. Hence no director is liable for retirement.
16. ITEM NO. 3 - M/s. Mehra Goel & Co., Chartered Accountants, New Delhi resigned as Statutory Auditors of the Company w.e.f. 16.08.2016 resulting into casual vacancy in the office of Statutory Auditors. Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board received offer from M/s. VGM & Co. Chartered Accountant, (Firm Registration No. 29823N), New Delhi to consider the appointment and payment of remuneration as Auditors in accordance with section 139 of the Companies Act, 2013. M/s VGM & Co. has confirmed their eligibility under section 139 and 141 of the Companies Act, 2013.(Act) and company has received the certificate to this effect. Pursuant to section 139(1) of the Act an Auditor will be appointed for a period of 5 years and his re-appointment will be ratified each year in the annual general meeting. Board of Directors in their meeting held on 23.08.2016 recommend the appointment of M/s. VGM & Co. , Chartered Accountant, (Firm Registration No. 29823N) as Auditors of the Company to hold office from the conclusion of 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company to be held in the year 2021, subject to ratification as to the re - appointment at every Annual General Meeting.
17. **Voting through electronic means**
- (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL):

The Process and Manner for voting by electronic means shall be as under:-

- (i) The voting period begins on 27.09.2016 at 10:00 am and ends on 29.09.2016 at 05:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>? 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 Folio number / Client ID in the PAN field.</p> <p>? 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 Folio/ Client ID 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR DOB	<p>Enter your Dividend Bank account details or Date of Birth (dd/mm/yyyy) as recorded in your demat account or in the company records in order to login.</p> <p>•If both the details are not recorded with the depository or company please enter the Number of Shares in the Dividend Bank A/c details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
 - (x) 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 used by the demat holders for E-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.
 - (xi) For Members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant Marble Finvest Limited on which you choose to vote.
 - (xiii) 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.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) 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.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to 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.
 - (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23.09.2016 may follow the same instructions as mentioned above for e-Voting.
 - (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com
18. A member can opt for only one mode of voting i.e. either through remote e-voting or at the meeting. If a member casts votes by both mode then voting done through remote e-voting shall prevail
19. The member who have 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.
20. Scrutinizer
- (a) M/s V. P. Chhabra & Associates, Company Secretary in Practice, 386-C, Rajguru Nagar, Ludhiana has been appointed Scrutinizers

STATEMENT ANNEXED IN RESPECT OF THE SPECIAL BUSINESS PURSAUNT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("Act")

ITEM NO. 4

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Sumiran Aggarwal as an Additional Director on 14th November 2015 under Section 161(1) of the Companies Act, 2013. Mrs. Sumiran Aggarwal is a MBA Finance and has wide experience in Finance (Refer note no. 14). She is an Independent Director in terms of Section 149 of the Companies Act, 2013. Under Section 161(1) of the Companies Act, 2013, Mrs. Sumiran Aggarwal will cease to be a director by the date of ensuing Annual General Meeting. The Company has received a Notice from a shareholder in writing under the provisions of section 160 of the Companies Act, 2013, along with requisite deposit proposing her candidature as a Director. Also refer note no 14 of the Notes for attention of members. Board recommended that the services of Mrs. Sumiran Aggarwal should be continued to be availed by the company. Board recommend to the shareholders for approval of resolution at Sr. No. 4 of the Notice.

Except Mrs. Sumrinal Aggarwal or her relatives, none of the director or key managerial personnel or their relatives are concerned or interested financially or otherwise in the resolution at Sr No 4 of the Notice.

ITEM NO. 5

Mrs. Sumiran Aggarwal under the provisions of Companies Act and rules made thereunder is an Independent Director of the Company and is independent of the management and she has tendered declaration to this effect. Board recommend appointment of Mrs. Sumiran Aggarwal as an Independent Director for a term of 5 (Five) consecutive years. Copy of the draft letter for appointment of Mrs. Sumiran Aggarwal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of AGM. Mrs. Sumiran Aggarwal will not be liable to retire by rotation.

Board recommended to note that the appointment of Mrs. Sumiran Aggarwal continued to be independent Director and she will not retire by rotation. Board recommend to the shareholders for approval of resolution at Sr No 5 of the Notice.

Except Mrs. Sumiran Aggarwal or her relatives none of the director or key managerial personnel or their relatives are concerned or interested financially or otherwise in the resolution at Sr. No. 5 of the Notice.

By order of the Board
For Marble Finvest Limited

Place: Chandigarh
Dated: 23.08.2016

B.P. Nayyar
Director
DIN:00006691

MARBLE FINVEST LIMITED

MARBLE FINVEST LIMITED

Registered Office: 3, Industrial Area, Phase-I, Chandigarh

CIN No. L65910CH1984PLC021285

Email id: marblefinltd@gmail.com, website: www.marblefinvest.com,

Ph.:0172-3911702/68/60 Fax: 0172-3911704

ATTENDANCE SLIP

Full Name of Shareholder / Proxy	Regd. Folio No.	No. of Shares	Client ID	DP ID No.

If, Proxy, Full Name of Shareholder

I hereby record my presence at the 32nd Annual General Meeting of the Company held at 3, Industrial Area, Phase-I, Chandigarh PIN- 160002 on Friday, 30th day of September, 2016 at 4.00 P.M.

(Signature of Shareholder / Proxy)

Name of Member/Proxy

Note:

Please complete the Folio, DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.

MARBLE FINVEST LIMITED

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 L65910CH1984PLC021285
Name of the Company **MARBLE FINVEST LIMITED**
Address Registered Office: 3, Industrial Area, Phase-I, Chandigarh
Email id: marblefinltd@gmail.com, website: www.marblefinvest.com,
Ph.:0172-3911702/68/60 Fax: 0172-3911704

Proxy Form

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 above named company, hereby appoint:

1. Name :Address
E-mail Id :Signature :, or failing him
2. Name :Address
E-mail Id :Signature :, or failing him
3. Name :Address
E-mail Id :Signature :, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on Friday, 30th day of September 2016 at 4.00 P.M. At 3, Industrial Area, Phase-I, Chandigarh and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions in Brief
Ordinary Business	
1.	To adopt Financial Statements of the Company for the year ended 31.03.2016 i.e. Audited Balance Sheet, Statement of Profit and loss and Cash Flow Statement for the year ended as on that date together with Auditors' Report and Board's Report thereon.
2.	To appointment of Director in place of retiring Director (None of the Director is liable for retirement)
3.	To Considered and appoint Auditors and to fix their Remuneration
Special Business	
4.	To Considered and appoint Mrs. Sumiran Aggarwal DIN(07147212) as a Director who was appointed as Additional Director.
5.	To note the appointment of Mrs. Sumiran Aggarwal DIN(07147212) as an Independent Director

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

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of
Rs 1/ each

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 resolution, explanatory statement and notes please refer to the notice of 32nd Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.

Route Map to AGM Venue

Marble Finvest Limited
3, Industrial Area, Phase-I,
Chandigarh-160002

