

NOTICE

NOTICE IS HEREBY GIVEN THAT 39th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF MARBLE FINVEST LIMITED WILL BE HELD ON MONDAY THE 11TH DAY OF SEPTEMBER 2023 AT 11.00 AM AT REGISTERED OFFICE OF THE COMPANY, PLOT NO. 78 INDUSTRIAL AREA PHASE - 1, CHANDIGARH – 160002, 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 2023 and Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March 2023 along with Auditors Report and Board's Report thereon.

SPECIAL BUSINESS

2. **To consider appoint Mr. Devinder Kumar (DIN: 09718130) as independent director of the company who was appointed as an Additional Director by the Board of directors.**

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

“Resolved that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time and Regulation 25 (2A) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Mr. Devinder Kumar (DIN: 09718130) who was appointed as an Additional Director by the Board on 04th July 2023 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years to hold office and who shall not be liable to retire by rotation.”

3. **To consider appoint Mrs. Palak Garg (DIN: 10264720) as independent woman director of the company who was appointed as an Additional Director by the Board of directors.**

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

“Resolved that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time and Regulation 25 (2A) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Mrs. Palak Garg (DIN: 10264720) who was appointed as an Additional Director by the Board on 14th August 2023 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as an Independent Woman Director of the Company for a term of five consecutive years to hold office and who shall not be liable to retire by rotation.”

**By Order of the Board
For Marble Finvest Limited**

**Place: Chandigarh
Dated: 14/08/2023**

**Arpit Sharma
Company Secretary & Compliance Officer**

NOTES FOR MEMBERS ATTENTION:

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 PROXY HOLDER 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. M/s Skyline Financial Services Pvt. Ltd, D-153A, Phase-I, New Delhi-110020, 1st Floor, Okhla Industrial Area, Ph. Nos. 011 - 40450193 (10 Lines), Fax-011-30857562, Email viren@skylinertta.com, 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. In compliance with the Circulars of MCA dated 05/05/2022 and SEBI Circular dated 13/05/2022 a Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.marblefinvest.com and Stock exchange website www.mseil.in, Stakeholders can access to the notice and Annual Report on the respective websites.
4. The Register of Members and the Share Transfer Books shall remain closed from 05th September, 2023 to 11th September, 2023 (both days inclusive).
5. 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 on 11th August, 2023.
6. 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.
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 and National Holiday between 11.00 AM to 1.00 PM upto the date of Annual General Meeting.
8. Members seeking information about the accounts 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.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, companies will serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail

address either with the Company or 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) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

10. Members are requested to notify the change of Address if any.
11. Non Resident members are requested to inform immediately to RTA -
 - (a) Change in residential status on relating to India for permanent settlement,
 - (b) Particulars of bank account maintained in India with complete name of bank, branch address, account type, account number, If not furnished earlier.
12. 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.
13. 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.
14. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to be sent a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to cskaranvirbindra@gmail.com with a copy marked to marblefinltd@gmail.com.
15. M/s Ashwani & Associates, Chartered Accountants, Firm Regd. No. 000497N, Ludhiana, Statutory Auditors of the Company appointed in the 36th Annual General Meeting of the company for the period of 5 years, will Continue to hold the Position of Statutory Auditor of the company till his tenure of 5 year lapsed or resignation received from Statutory Auditor himself and in case removed by Shareholders at the meeting of members.

16. Voting through electronic means:

The Company is pleased to provide to its members, facility to exercise their right to vote on resolutions proposed to be considered at the 39th 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 instructions and procedure for shareholders voting through electronically are as under:

- (i) The voting period begins on 08th September, 2023 at 10:00 AM and ends on 10th September, 2023 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 01st September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now Enter your User ID a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> 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.
	<ul style="list-style-type: none"> 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 Arun Kumar with Folio/ Client ID 1 then enter AR00000001 in the PAN field.
Dividend Bank Account Details OR DOB	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.
	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)

(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 also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(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) Any person, who acquires shares of the Company and become Member of the Company after dispatch (through email) of the Notice and holding shares as on the cut-off date i.e.01/09/2023 may follow the same instructions as mentioned above for e-Voting.

(xx) 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

17. 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 modes then voting done through remote e-voting shall prevail.
18. The member who has 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.
19. The scrutinizor for voting is M/s K.V. Bindra & Associates, Practising Company Secretaries, Kothi No. 9577, Sector 125, Sunny Enclave, Kharar.
20. **Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice :**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder,

scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

21. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; marblefinltd@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Bhavesh Pimpulkar (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

22. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1st April 2019, the transfer of securities (except transmission or transposition of shares) shall

not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.

23. 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.
24. The detail of Directors proposed to be appointed, under the provisions of Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the Annual General Meeting are given below:

Sr. No.	Detail of Directors to be Re – Appointed	
1.	Name	Mr. Devinder Kumar
2.	DIN	09718130
3.	Date of Birth	06/10/1975
4.	Expertise/ Experience in Area	Accounts & Finance
5.	Qualification	Graduation
6.	Relationships between directors inter-se	Not directly or indirectly related inter-se
7.	Directorship/ Chairmanship of Committees in other Listed Companies in the current year or Past 3 Years	Nil
8.	Shareholding / shareholding as a beneficial owner in the Listed Entities as on 31/03/2022	Nil
Sr. No.	Detail of Directors to be Re – Appointed	
1.	Name	Mrs. Palak Garg
2.	DIN	10264720
3.	Date of Birth	26/11/1991
4.	Expertise/ Experience in Area	Accounts & Finance
5.	Qualification	Graduation
6.	Relationships between directors inter-se	Not directly or indirectly related inter-se
7.	Directorship/ Chairmanship of Committees in other Listed Companies in the current year or Past 3 Years	Nil
8.	Shareholding / shareholding as a beneficial owner in the Listed Entities as on 31/03/2022	Nil

**STATEMENT ANNEXED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
IN RESPECT OF THE SPECIAL BUSINESS****ITEM NO.2**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Devinder Kumar as an Additional Director on 04/07/2023 under Section 161(1) of the Companies Act, 2013. He is an Independent Director in terms of Section 149 of the Companies Act, 2013. In terms of the provisions of Section 161(1) of the Companies Act, 2013, he will hold office till the date of ensuing Annual General Meeting. Mr. Devinder Kumar full fill the conditions specified in the Act and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Mr. Devinder Kumar, being eligible has offered himself for appointment as a Director, Board recommend appointment of Mr. Devinder Kumar as an Independent Director for a term of 5(Five) years. Copy of the draft letter for appointment of Mr. Devinder Kumar 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.

Except Mr. Devinder Kumar and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2.

ITEM NO.3

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Palak Garg as an Additional Director on 14/08/2023 under Section 161(1) of the Companies Act, 2013. She is an Independent Director in terms of Section 149 of the Companies Act, 2013. In terms of the provisions of Section 161(1) of the Companies Act, 2013, she will hold office till the date of ensuing Annual General Meeting. Mrs. Palak Garg full fill the conditions specified in the Act and rules made there under for her appointment as an Independent Director of the Company and is independent of the management. Mrs. Palak Garg, being eligible has offered herself for appointment as a Director, Board recommend appointment of Mrs. Palak Garg as an Independent Director for a term of 5(Five) years. Copy of the draft letter for appointment of Mrs. Palak Garg 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.

Except Mrs. Palak Garg and her relatives, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3.

**By Order of the Board
For Marble Finvest Limited**

Place: Chandigarh

Dated: 14/08/2023

**Arpit Sharma
(Company Secretary & Compliance Officer)**

MARBLE FINVEST LIMITED

Registered Office: Plot No.78, Industrial Area, Phase-I, Chandigarh

CIN No. L65910CH1984PLC021285 Ph.:0172-2993903

Email Id: marblefinltd@gmail.com, website: www.marblefinvest.com**ATTENDANCE SLIP**

Full Name of Shareholders/Proxy	Regd. Folio No	No of Shares	Client id	D P Id No

If Proxy, Full Name of Shareholders:

I hereby record my presence at 39th Annual General Meeting of the Company held at Plot No.78 Industrial Area, Phase 1 Chandigarh – 160002 on Monday, 11th day of September, 2023 at 11.00 A.M.

(Signature of Shareholder / Proxy)

Name of Member/Proxy

Note:

1. 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.

MGT 11

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

PROXY FORM

CIN No.: L65910CH1984PLC021285

Name of the Company: Marble Finvest Limited

Address Registered Office: Plot No.78 Industrial Area, Phase 1 Chandigarh - 160002

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 39th Annual General Meeting of the company, to be held on Monday, 11th day of September, 2023 at 11.00 A.M. at Plot No.78 Industrial Area, Phase 1 Chandigarh – 160002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1	To receive, consider and adopt the Audited Financial Statement i.e. Balance Sheet as at 31st March 2023 and Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March 2023 along with Auditors Report and Board's Report thereon.
Special Business	
2	To consider appoint Mr. Devinder Kumar (DIN: 09718130) as independent director of the company who was appointed as an Additional Director by the Board of directors.
3	To consider appoint Mrs. Palak Garg (DIN: 10264720) as independent woman director of the company who was appointed as an Additional Director by the Board of directors

Signed this..... day of..... 2023

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 and notes please refer to the Notice of 39th Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.

Route Map of the Venue

