

## MARBLE CITY INDIA LIMITED

CIN: L74899DL1993PLC056421

Regd. Office: A - 30, S - 11, Second Floor, Kailash Colony, New Delhi-110048

E-mail: pgindustry93@gmail.com

Website: www.pgil.com

### **NOTICE OF 3/2024-25 EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the 3/2024-25 Extra-Ordinary General Meeting (“**EGM**”) of the Members of Marble City India Limited will be held on **Saturday, the 30<sup>th</sup> November, 2024** at 05.00 P.M (IST) through Video Conferencing (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”), to transact the following businesses. The venue of the EGM shall be deemed to be the Registered Office of the Company and the proceedings of the EGM shall be deemed to be made there at, to transact the following Special Businesses:

#### **SPECIAL BUSINESSES:**

##### **Item No. 1**

#### **1. ISSUE OF EQUITY SHARES TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS**

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

**“RESOLVED THAT** pursuant to and in terms of the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (hereinafter referred to as “**the Act**”), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, from time to time, to the extent applicable (“**ICDR Regulations**” or “**SEBI ICDR Regulations**”) (each including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and any other rules/regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, BSE Limited (“**Stock Exchange**”) where the equity shares of the Company are listed, and/ or any other statutory/regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”) and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis up to maximum of 10,98,000 (Ten Lakhs Ninety Eight Thousand Only) equity shares of the company of the face value of Rs. 5/- (Rupees Five Only) each (“**Equity Shares**”) at an price of Rs. 100.50/- (Rupees Hundred and paisa Fifty Only), which includes a premium of Rs. 95.50/- per equity share (**hereinafter referred to as the “Issue Price”**), calculated after taking in to consideration and in compliance with the provisions of Regulation 164(1) of SEBI ICDR Regulations, 2018 or such other higher prices if any, determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, 2018, in such manner and on such other terms and conditions, as may be approved or finalized

by the Board, to the following “Proposed Allottees” on preferential basis as detailed herein below:

<b>Sr. No</b>	<b>Name of Proposed Allottee</b>	<b>Maximum Number of Equity Shares proposed to be allotted</b>	<b>Category</b>
1	ALL ROUNDER MARKETING PVT LTD	50000	Non-Promoter
2	AJAY MEHTA	50000	Non-Promoter
3	NIDHI GUPTA	30000	Non-Promoter
4	ROBIN MALIHAN	10000	Non-Promoter
5	ABHISHEK SINGHANIA	15000	Non-Promoter
6	Armaan Arora	50000	Non-Promoter
7	PRAVEEN KUMAR ARORA	100000	Non-Promoter
8 9	Rajiv Singh	50000	Non-Promoter
10	DINERO FINANCE & INVESTMENT PVT LTD	10000	Non-Promoter
11	PRANJALI GROWCAP PVT LTD	10000	Non-Promoter
12	ANIL KUMAR RAWAL	10000	Non-Promoter
13	NITIN RAJ BALDEV	5000	Non-Promoter
14	RAKESH MAKKAR	5000	Non-Promoter
15	NITIN KUMAR VERMA	20000	Non-Promoter
16	KULDIP SOBTI	15000	Non-Promoter
17	Meena Saggar	10000	Non-Promoter
18	NEERAJ MADAN	10000	Non-Promoter
19	MANISH LAMBA	10000	Non-Promoter
20	KUSUM YADAV	10000	Non-Promoter
21	PRAVIN GUPTA HUF	20000	Non-Promoter
22	M/S. OMNIBULLS TRAINING AND EDUCATION PRIVATE LTD	10000	Non-Promoter
23	Kunal Gupta	10000	Non-Promoter
24	RAGHAV TANDON	5000	Non-Promoter
25	DHANSURGE PRIVATE LIMITED	10000	Non-Promoter
26	KULDIP SINGH RATHEE	100000	Non-Promoter
27	Dr RAJEEV	10000	Non-Promoter
28	ANKIT KAUL	10000	Non-Promoter
29	Noida Holding Pvt Ltd	25000	Non-Promoter
30	INDU KOTHARI	25000	Non-Promoter
31	MANISH KHANDELWAL	25000	Non-Promoter

32	A K GOEL(HUF)	25000	Non-Promoter
33	ANJU BAID	50000	Non-Promoter
34	RAJESH KUMAR JINDAL	50000	Non-Promoter
35	ROHIT KADAM	25000	Non-Promoter
36	Preeti Joshi	20000	Non-Promoter
37	AMIT MEHRA	10000	Non-Promoter
38	SHOBHIT KUMAR SHRIVASTAVA	10000	Non-Promoter
39	NEENA SINGH	10000	Non-Promoter
40	SANSKRITI BANSAL	10000	Non-Promoter
41	Sushil Jain	15000	Non-Promoter
42	Manpreet Singh	20000	Non-Promoter
43	ARVIND JAIN	40000	Non-Promoter
44	MAMATHA B	40000	Non-Promoter
45	PINKY CHOPRA	15000	Non-Promoter
46	RAKESH PRITHVIRAJ MEHTA	13000	Non-Promoter
47	SHAH NILESHMAHESH BHAI	25000	Non-Promoter

**RESOLVED FURTHER THAT** in terms of the provisions of SEBI ICDR Regulations, the “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned Preferential Issue of Equity Shares is **Thursday, 31<sup>st</sup> October, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed, i.e., **Saturday, 30<sup>th</sup> November, 2024**.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- a) That the said equity shares shall be issued and allotted by the company to the proposed allottees within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval;
- b) The equity shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari- passu in all respects including dividend, with the existing equity shares of the Company;
- c) The equity shares allotted shall be subject to a lock-in for such period as specified under relevant regulations of Chapter V of ICDR Regulations relating to Preferential Issues.
- d) Each Proposed Allottee shall be required to bring in 100% of the consideration for the proposed issuance of equity shares on or before the date of allotment thereof.

- e) The consideration for allotment of the relevant issuance of equity shares shall be paid to the Company from the bank account of each Proposed Allottee, respectively.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to make an offer to the Proposed Allottees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** subject to applicable SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size/issue price of the issue, as it may deem expedient.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents including approval of Form PAS-4 on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

## **Item No. 2**

### **2. ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO NON- PROMOTER CATEGORY ON PREFERENTIAL BASIS.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR

Regulations”); and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 22,45,000 (Twenty- Two Lakhs Forty- Five Thousand Only) Convertible Warrants (“**Warrants**”) of Rs. 5/- each fully paid up in cash, entitling the proposed allottees/ warrant holder to exercise option to convert and get allotted one equity share of face value of Rs. 5/- (Rupees Five Only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the explanatory statement annexed to the notice at a price of Rs. 100.50/- (Rupees Hundred and paisa Fifty Only) (including premium of Rs. 95.50/- each) (**hereinafter referred to as the “Warrant Issue Price”**)” or such other higher prices if any, determined in accordance with the provisions of Regulation 164(1) of SEBI ICDR Regulations, 2018, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the person belonging to Non-Promoters entities (hereinafter referred to as the “Proposed Allottees”) as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder, to the “Proposed Allottees” as detailed herein below:

Sr. No	Name of Proposed Allottee	Maximum Number of Convertible Warrants proposed to be allotted	Category
1	ALL ROUNDER MARKETING PVT LTD	150000	Non-Promoter
2	AARTI SHARMA	15000	Non-Promoter
3	LEENA MEHTA	100000	Non-Promoter
4	NIDHI GUPTA	30000	Non-Promoter
5	ABHISHEK SINGHANIA	50000	Non-Promoter
6	Rajiv Singh	150000	Non-Promoter
7	DINERO FINANCE & INVESTMENT PVT LTD	50000	Non-Promoter

8	ANIL KUMAR RAWAL	10000	Non-Promoter
9	NITIN RAJ BALDEV	5000	Non-Promoter
10	RAKESH MAKKAR	5000	Non-Promoter
11	MANISH LAMBA	10000	Non-Promoter
12	Debashish Neogi	100000	Non-Promoter
13	KUSUM YADAV	10000	Non-Promoter
14	PRAVIN GUPTA HUF	30000	Non-Promoter
15	ASHISH DOLATRAI DESAI	50000	Non-Promoter
16	MOKSHA ENTERPRISES	50000	Non-Promoter
17	CHHAMA DHANUKA	20000	Non-Promoter
18	Noida Holding Pvt Ltd	100000	Non-Promoter
19	HRIDYA CARS PRIVATE LIMITED	10000	Non-Promoter
20	MONEY SPINNERS	750000	Non-Promoter
21	Shreem Advisors	150000	Non-Promoter
22	S&S financial services	50000	Non-Promoter
23	Sumit Bhutani	25000	Non-Promoter
24	Madan bhardwaj	25000	Non-Promoter
25	SUNILA SABHARWAL	100000	Non-Promoter
26	JATIN SABHARWAL	100000	Non-Promoter
27	PRIYA RANJAN	100000	Non-Promoter

**RESOLVED FURTHER THAT** the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned Preferential Issue of Warrants is **Thursday, 31<sup>st</sup> October, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. **Saturday, 30<sup>th</sup> November, 2024**.

b) Amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into equity shares would be 75% of the total consideration.

c) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

d) The equity shares allotted on conversion of the warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.

f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants and upon exercise of the option by Proposed Allottees, the company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Proposed Allottees.

g) In case the Warrant holder does not apply for the conversion of the outstanding warrants into equity shares of the company within 18 (eighteen) months from the date of allotment of the said warrants, then the amount paid on each of the said outstanding warrants shall be forfeited and all the rights attached to the said warrants shall lapse automatically.

h) The said warrants by itself, until exercise of conversion option into equity shares allotted, does not give to the warrant holder any rights with respect to that of the shareholders of the company.

i) The warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

j) The issue of the warrants as well as equity shares arising from the exercise of the warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof from time to time.

k) Upon exercise of the option by the allottee to convert the warrants into the equity shares within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

l) The Warrants and the equity shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI ICDR Regulations.

m) The Company shall procure the listing and trading approvals for the equity shares to be issued and allotted to the warrant holders upon exercise of the warrants from the relevant stock exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said warrants and that equity shares shall be subject to the provisions of the Articles of Association of the company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing equity shares of the company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the warrants and/ or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to make an offer to the Proposed Allotees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**By Order of the Board of Directors of  
Marble City India Limited  
Sd/-  
Saket Dalmia  
Managing Director  
DIN: 00083636**

Date: 6<sup>th</sup> November, 2024  
Place: Delhi

**CIN: L74899DL1993PLC056421**  
**Regd. Office: A - 30, S - 11, Second Floor, Kailash Colony,**  
**New Delhi-110048**  
**E-mail: pgindustry93@gmail.com**  
**Website: www.pgil.com**



## NOTES:

1. In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, (collectively the '**MCA Circulars**') and Securities Exchange Board of India vide SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred as 'SEBI Circular') (MCA Circulars and SEBI Circular collectively referred as 'Circulars') permitted holding of General Meetings through VC/OAVM and have dispensed the physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and MCA Circulars, the present meeting is proposed to be convened through VC/OAVM. The facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform available during the meeting. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM Notice are considered unavoidable and forms part of this Notice.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s **MAS Services Limited**, a SEBI registered Registrar and Transfer Agent (RTA) is appointed to provide a platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting, and processing of data relating to the meeting and voting, etc.
3. Notice of the meeting is being sent to all such equity shareholders who hold shares as on the cut-off date **i.e. Friday, 1<sup>st</sup> November, 2024**.
4. In compliance with the aforesaid circulars the Notice of the EGM is being sent to the Members and all other persons so entitled in electronic mode only, whose email addresses are registered with the Company/Depositories. Members whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of this EGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
  - a. Members holding shares in physical form may send scan copy of a signed request letter in prescribed form ISR-1 available on the website of the Company, mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at [pgindustry ltd@gmail.com](mailto:pgindustry ltd@gmail.com) or to the registered office address of RTA or email the RTA at **[www.masserv.com](http://www.masserv.com)**.
  - b. Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
5. Institutional/Corporate Equity Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization, etc., authorizing its representative pursuant to Section 113 of

the Act to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at [csskbhatnagar@gmail.com](mailto:csskbhatnagar@gmail.com).

6. **Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.**
7. Voting may be made through remote e-voting which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

<b>Commencement of remote e-voting</b>	<b>Wednesday, 27<sup>th</sup> November, 2024 at 9:00 A.M. IST</b>
<b>End of remote e-voting</b>	<b>Friday, 29<sup>th</sup> November, 2024 at 5:00 P.M. IST</b>

8. All the equity shareholders will be entitled to attend the meeting through Video Conferencing. However, the Equity Shareholders who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting again.
9. Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.
10. In the 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 EGM.
11. Notice of the meeting, Explanatory Statement, and other documents are also being placed on the following website(s):

<b>Particulars</b>	<b>Website</b>
Marble City India Limited	<a href="http://www.pgil.com">www.pgil.com</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>
NSDL (For providing the Remote e-Voting facility)	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>

12. All documents referred to in this Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Mr. Davender Kumar, Company Secretary & Compliance Officer of the Company at [pgindustry93@gmail.com](mailto:pgindustry93@gmail.com)
13. The Board of Directors of the Company has appointed Sameer Kishore Bhatnagar, Company Secretary in Practice (Membership No. A – 30997), Proprietor of M/s Samir Bhatnagar & Company, Practicing Company Secretaries, as the Scrutinizer to scrutinize the process for remote e-Voting and e-Voting at the EGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
14. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
15. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchange i.e BSE Limited, where the shares of the Company are listed. The Results shall also be simultaneously be placed on the website of the Company at [www.pgil.com](http://www.pgil.com) and on the website of Registrar MAS Services Limited at [www.masserv.com](http://www.masserv.com).

16. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be the date of the EGM.

**Instructions:**

1. In view of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circulars, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on a first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first-come-first-served basis.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER: -**

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on **27<sup>th</sup> November, 2024 at 9:00 AM IST and ends on 29<sup>th</sup> November, 2024 at 5:00 PM IST**. 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<sup>rd</sup> November, 2024** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Saturday, 23<sup>rd</sup> November, 2024**.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

### **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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

<b>Particulars</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

3. 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. 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 or joining virtual meeting & voting during the meeting.
4. Shareholders/Members 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 Shareholders 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
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](http://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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

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 or joining virtual meeting & voting during the meeting.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders 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 and the EVEN for EGM is 129443

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 129443 then user ID is 101456001\*\*\*

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - If your email ID is not registered, please follow steps mentioned below in process for those shareholders 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:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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 and join General Meeting on NSDL e-Voting system.**

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".



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.

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#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csskbhatnagar@gmail.com](mailto:csskbhatnagar@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI 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.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **Process for those shareholders 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 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 [pgindustry93@gmail.com](mailto:pgindustry93@gmail.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), AADHAR (self-attested scanned copy of Aadhar Card) to [pgindustry93@gmail.com](mailto:pgindustry93@gmail.com). If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at pgindustry93@gmail.com. The same will be replied by the company suitably.

**By Order of the Board of Directors of  
Marble City India Limited  
Sd/-  
Saket Dalmia  
Managing Director  
DIN: 00083636**

Date: 6<sup>th</sup> November, 2024  
Place: Delhi

**CIN: L74899DL1993PLC056421**  
**Regd. Office: A - 30, S - 11, Second Floor, Kailash Colony,  
New Delhi-110048**  
**E-mail: pgindustry93@gmail.com**  
**Website: www.pgil.com**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS OF SPECIAL BUSINESSES AS SET OUT IN ITEM NO. 1 AND 2.**

**ITEM NO. 1 & 2:**

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares and warrants convertible in to equity shares ("**Warrants**") to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

**The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:**

1. The allotment of the equity shares and convertible warrants is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.
2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

**(i) Particulars of the Preferential Issue including date of passing of Board Resolution**

The Board of Directors in its meeting held on 6<sup>th</sup> November, 2024, had approved the issue of equity shares and convertible warrants and accordingly proposes to issue and allot in aggregate up-to maximum of 10,98,000 (Ten Lakhs Ninety- Eight Thousand Only) equity shares and 22,45,000 (Twenty- Two Lakhs Forty- Five Thousand Only) number of convertible warrants at a price of Rs. 100.50/- (Rupees Hundred and paisa Fifty Only) each, to the entities belonging to the Non-Promoter, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

**(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised**

The amount proposed to be raised by way of present preferential allotment shall be utilized as under:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount (Rs. In Crore)</b>
1	To Repayment of Loan	15.00
2	To Meet working capital requirement of the company and its subsidiaries	12.00
3	General Corporate Purpose	6.60
<b>TOTAL</b>		<b>33.60</b>

Till the time the issue proceeds are not fully utilized, the same shall be kept under interest bearing instruments, if applicable.

**(iii) Maximum number of specified securities to be issued:**

The resolutions set out in this notice authorize the Board to issue up to maximum of 10,98,000 (Ten Lakhs Ninety-Eight Thousand Only) equity shares and 22,45,000 number of convertible warrants convertible in to equivalent number of equity shares at a price of Rs. 100.50/- including premium of Rs. 95.50/-.

**(iv) Relevant Date**

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, Relevant Date for determining the minimum issue price for the Preferential Allotment of the Equity Shares and Convertible Warrants is **Thursday, 31<sup>st</sup> October, 2024**, being the date 30 days prior to the date on which the resolution is deemed to be passed.

**(v) Basis on which the Price has been arrived**

In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the shares of the company are listed on BSE Limited ("BSE") for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is required to be determined by taking into account following parameters:

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a) the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.
- b) the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.

**"Stock Exchange"** for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

**"Frequently traded shares"** means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total shares of such class of the issuer company shall represent the total number of shares.

Equity Shares of the Company are listed on BSE Limited ("BSE") and are most frequently traded at BSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading

Days preceding the relevant date. Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum Issue Price has been computed as Rs. 100.49 per equity shares/warrant.

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations and after taking in to consideration minimum price as calculated above, the Issue Price has been fixed as Rs. 100.50/- per equity shares and warrants convertible in to equivalent number of equity shares of face value of Rs 5/- each including premium of Rs. 95.50/-.

A Certificate regarding arriving at Minimum Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended has been taken from Mr. Sameer Kishore Bhatnagar, Company Secretary in Practice (Membership No. A – 30997), confirming the minimum issue price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 and is made available and published on the website of the Company i.e. [www.pgil.com](http://www.pgil.com).

- The allotment of warrants are subject to the Investor(s) not having sold any equity shares during the 90 trading days preceding the Relevant Date.
- The Company, its Promoters and Directors and Proposed allottees are not declared as wilful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the equity shares and warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees\*.

**(vi) Amount which the Company intends to raise by way of such convertible warrants.**

Up to a maximum of Rs. 33,59,71,500/- (Rupees Thirty-Three Crore Fifty-Nine Lakhs Seventy-One Thousand Five Hundred Only)

**(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment**

None of the Promoters, Directors or Key Managerial Personnel have shown their intention to subscribe to the proposed issue:

**(viii) Time frame within which the Preferential Allotment shall be completed**

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares and convertible warrants shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity shares and convertible warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

**(ix) Principal terms of assets charged as securities**

Not applicable.

**(x) Shareholding pattern of the Company before and after the Preferential Allotment of warrants on fully diluted basis is given as under.**

Sr. No.	Category	Pre -Issue		Post Issue	
		No. of Shares Held	% of shareholding	No. of Shares Held post allotment of shares and warrants	Percentage of Shareholding Post Preferential/ Fully Diluted Capital#
<b>A</b>	<b>Promoter's holding:</b>				
1	<b>Indian</b>				
	Individuals/ HUF	1509395	6.72	3409395#	12.31
	<b>TOTAL</b>	<b>1509395</b>	<b>6.72</b>	<b>3409395#</b>	<b>12.31</b>
	Bodies Corporate	6848078	30.51	6848078	24.73
	Trust	0	0	0	
2	<b>Foreign Promoters</b>	0	0	0	
	<b>Sub Total (A)</b>	<b>8357473</b>	<b>37.23</b>	<b>10257473</b>	<b>37.04</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
1	<b>Institutional Investors</b>				
	Mutual Funds	290000	1.29	290000	1.05
	Venture Capital Funds	0	0	0	0
	Alternate Investment Funds	0	0	0	0
	Foreign Venture Capital Investors	0	0	0	0
	Foreign Portfolio Investors	0	0	0	0
	Financial Institutions/Banks	0	0	0	0
	Insurance Companies	0	0	0	0
	Provident Funds/Pension Funds	0	0	0	0
	Any Other (Specify)	0	0	0	0
	Trust	0	0	0	0
2	<b>Central Government/State Government(s)/ President of India</b>	0	0	0	0

3	Non-Institution	0	0	0	0
	Investors				
	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0	0
	Relatives of promoters (other than 'immediate relatives of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0	0
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	2016878	8.98	3859878	13.95
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	1462108	6.51	1462108	5.28
	NBFCs Registered with RBI	0	0	0	0
	Employee Trusts	0	0	0	0
	Any Other	0	0	0	0
	Non- Resident Indians	4270	0.02	4270	
	HUF	0	0	75000	0.27
	Bodies Corporate	10307685	45.92	11732685	42.38
	Clearing Member	8894	0.04	8894	0.03
	Trust	0	0	0	0
	<b>Sub Total (B)</b>	<b>14089835</b>	<b>62.77</b>	<b>17432835</b>	<b>62.96</b>
	<b>TOTAL (A+B)</b>	<b>22447308</b>	<b>100.00</b>	<b>27690308</b>	<b>100.00</b>
C.	<b>Employee Stock Grant Scheme (ESGS) Grant Outstanding</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>
	<b>Sub Total (C)</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>22447308</b>	<b>100.00</b>	<b>27690308</b>	<b>100.00</b>

**Notes:**

1. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares and full conversion of warrants to be allotted under the present issue and 1900000 warrants pending for conversion
2. The pre-preferential shareholding pattern is prepared on the basis of 1<sup>st</sup> November, 2024.
3. # This shareholding also includes 1900000 warrants outstanding for conversion allotted to the promoters through previous preferential allotment.

**(xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any**

The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares that may be allotted.

S. No.	Name of the Proposed Allottee	Natural persons who are the ultimate beneficial owners <sup>1</sup>	Pre-Issue Shareholding <sup>2</sup>		No. of equity shares to be allotted including No. of equity shares to be allotted post exercise of Warrants	Post Preferential issue/Fully Diluted Capital Shareholding <sup>3</sup>	
			No. of equity shares	% age		No. of equity shares	% age <sup>4</sup>
1	ALL ROUNDER MARKETING PVT LTD	RAJIV MEHTA	Nil	NA	200000	200000	0.72
2	AARTI SHARMA	NA	Nil	NA	15000	15000	0.05
3	LEENA MEHTA	NA	Nil	NA	100000	100000	0.36
4	AJAY MEHTA	NA	Nil	NA	50000	50000	0.18
5	NIDHI GUPTA	NA	Nil	NA	60000	60000	0.22
6	ROBIN MALIHAN	NA	Nil	NA	10000	10000	0.04
7	ABHISHEK SINGHANIA	NA	Nil	NA	65000	65000	0.23
8	Armaan Arora	NA	Nil	NA	50000	50000	0.18
9	PRAVEEN KUMAR ARORA	NA	Nil	NA	100000	100000	0.36
10	Rajiv Singh	NA	Nil	NA	200000	200000	0.72
11	DINERO FINANCE & INVESTMENT PVT LTD	ARUN KAPOOR	Nil	NA	60000	60000	0.22
12	PRANJALI GROWCAP PVT LTD	SAURABH GUPTA	Nil	NA	10000	10000	0.04
13	ANIL KUMAR RAWAL	NA	Nil	NA	20000	20000	0.07

14	NITIN RAJ BALDEV	NA	Nil	NA	10000	10000	0.04
15	RAKESH MAKKAR	NA	Nil	NA	10000	10000	0.04
16	NITIN KUMAR VERMA	NA	Nil	NA	20000	20000	0.07
17	KULDIP SOBTI	NA	Nil	NA	15000	15000	0.05
18	Meena Saggar	NA	Nil	NA	10000	10000	0.04
19	NEERAJ MADAN	NA	Nil	NA	10000	10000	0.04
20	MANISH LAMBA	NA	Nil	NA	20000	20000	0.07
21	Debashish Neogi	NA	Nil	NA	100000	100000	0.36
22	KUSUM YADAV	NA	Nil	NA	20000	20000	0.07
23	PRAVIN GUPTA HUF	PRAVIN KUMAR GUPTA	Nil	NA	50000	50000	0.18
24	ASHISH DOLATRAI DESAI	NA	Nil	NA	50000	50000	0.18
25	M/S. OMNIBULLS TRAINING AND EDUCATION PRIVATE LTD	HARDEEP MALIK	Nil	NA	10000	10000	0.04
26	Kunal Gupta	NA	Nil	NA	10000	10000	0.04
27	MOKSHA ENTERPRISE S	CHANDANI KADAM SHAH	Nil	NA	50000	50000	0.18
28	RAGHAV TANDON	NA	Nil	NA	5000	5000	0.02
29	CHHAMA DHANUKA	NA	Nil	NA	20000	20000	0.07
30	DHANSURGE PRIVATE LIMITED	Madhuri Thakur	Nil	NA	10000	10000	0.04
31	KULDIP SINGH RATHEE	NA	Nil	NA	100000	100000	0.36
32	Dr RAJEEV	NA	Nil	NA	10000	10000	0.04
33	ANKIT KAUL	NA	Nil	NA	10000	10000	0.04
34	Noida Holding Pvt Ltd	PANKAJ SARAOGI	Nil	NA	125000	125000	0.45
35	INDU KOTHARI	NA	Nil	NA	25000	25000	0.09
36	MANISH KHANDELWAL	NA	Nil	NA	25000	25000	0.09



37	A K Goel HUF	A K GOEL	Nil	NA	25000	25000	0.09
38	ANJU BAID	NA	Nil	NA	50000	50000	0.18
39	RAJESH KUMAR JINDAL	NA	Nil	NA	50000	50000	0.18
40	ROHIT KADAM	NA	Nil	NA	25000	25000	0.09
41	Preeti Joshi	NA	Nil	NA	20000	20000	0.07
42	AMIT MEHRA	NA	Nil	NA	10000	10000	0.04
43	SHOBHIT KUMAR SHRIVASTAVA	NA	Nil	NA	10000	10000	0.04
44	NEENA SINGH	NA	Nil	NA	10000	10000	0.04
45	HRIDYA CARS PRIVATE LIMITED	MOHIT GARG	Nil	NA	10000	10000	0.04
46	SANSKRITI BANSAL	NA	Nil	NA	10000	10000	0.04
47	Sushil Jain	NA	Nil	NA	15000	15000	0.05
48	Manpreet Singh	NA	Nil	NA	20000	20000	0.07
49	ARVIND JAIN	NA	Nil	NA	40000	40000	0.14
50	MAMATHA B	NA	Nil	NA	40000	40000	0.14
51	PINKY CHOPRA	NA	Nil	NA	15000	15000	0.05
52	RAKESH PRITHVIRAJ MEHTA	NA	Nil	NA	13000	13000	0.05
53	SHAH NILESHMAHES H BHAI	NA	Nil	NA	25000	25000	0.09
54	MONEY SPINNERS acting through partners	Avni Jain & Kanchi Chawla	Nil	NA	750000	750000	2.71
55	Shreem Advisors acting through partners	Richa Gupta and Amit Gupta	Nil	NA	150000	150000	0.54
56	S&S financial services acting through partners	Surbhi Arora & Saumya Srivastava	Nil	NA	50000	50000	0.18
57	Sumit Bhutani	NA	Nil	NA	25000	25000	0.09
58	Madan bhardwaj	NA	Nil	NA	25000	25000	0.09
59	SUNILA SABHARWAL	NA	Nil	NA	100000	100000	0.36
60	JATIN SABHARWAL	NA	Nil	NA	100000	100000	0.36
61	PRIYA RANJAN	NA	Nil	NA	100000	100000	0.36

**Note:**

1. The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre issue shareholding is as on 1<sup>st</sup> November, 2024.

3. Post Preferential Shareholding/Diluted Capital and percentage has been calculated assuming full subscription of equity shares and full conversion of warrants to be issued under the said issue and 1900000 warrants pending for conversion.
4. There shall not be any change in control consequent to the present preferential issue of equity shares and convertible warrants.

**(xii) Lock-in Period**

The equity shares to be issued and allotted and equity shares to be issued and allotted pursuant to conversion of warrants on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

**(xiii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

This is not applicable in the present case since the Company, being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

**(xiv) The Current and proposed Status of the allottee (s) post the preferential issues are as under:**

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
1	ALL ROUNDER MARKETING PVT LTD	Not holding share of company	Non-Promoter
2	AARTI SHARMA	Not holding share of company	Non-Promoter
3	LEENA MEHTA	Not holding share of company	Non-Promoter
4	AJAY MEHTA	Not holding share of company	Non-Promoter
5	NIDHI GUPTA	Not holding share of company	Non-Promoter
6	ROBIN MALIHAN	Not holding share of company	Non-Promoter
7	ABHISHEK SINGHANIA	Not holding share of company	Non-Promoter
8	Armaan Arora	Not holding share of company	Non-Promoter
9	PRAVEEN KUMAR ARORA	Not holding share of company	Non-Promoter
10	Rajiv Singh	Not holding share of company	Non-Promoter
11	DINERO FINANCE & INVESTMENT PVT LTD	Not holding share of company	Non-Promoter
12	PRANJALI GROWCAP PVT LTD	Not holding share of company	Non-Promoter

		Not holding share of	Non-Promoter
13	ANIL KUMAR RAWAL	company	
14	NITIN RAJ BALDEV	Not holding share of company	Non-Promoter
15	RAKESH MAKKAR	Not holding share of company	Non-Promoter
16	NITIN KUMAR VERMA	Not holding share of company	Non-Promoter
17	KULDIP SOBTI	Not holding share of company	Non-Promoter
18	Meena Saggar	Not holding share of company	Non-Promoter
19	NEERAJ MADAN	Not holding share of company	Non-Promoter
20	MANISH LAMBA	Not holding share of company	Non-Promoter
21	Debashish Neogi	Not holding share of company	Non-Promoter
22	KUSUM YADAV	Not holding share of company	Non-Promoter
23	PRAVIN GUPTA HUF	Not holding share of company	Non-Promoter
24	ASHISH DOLATRAI DESAI	Not holding share of company	Non-Promoter
25	M/S. OMNIBULLS TRAINING AND EDUCATION PRIVATE LTD	Not holding share of company	Non-Promoter
26	Kunal Gupta	Not holding share of company	Non-Promoter
27	MOKSHA ENTERPRISES	Not holding share of company	Non-Promoter
28	RAGHAV TANDON	Not holding share of company	Non-Promoter
29	CHHAMA DHANUKA	Not holding share of company	Non-Promoter
30	DHANSURGE PRIVATE LIMITED	Not holding share of company	Non-Promoter
31	KULDIP SINGH RATHEE	Not holding share of company	Non-Promoter
32	Dr RAJEEV	Not holding share of company	Non-Promoter
33	ANKIT KAUL	Not holding share of company	Non-Promoter
34	Noida Holding Pvt Ltd	Not holding share of company	Non-Promoter
35	INDU KOTHARI	Not holding share of company	Non-Promoter
36	MANISH KHANDELWAL	Not holding share of company	Non-Promoter
37	A K GOEL(HUF)	Not holding share of company	Non-Promoter
38	ANJU BAID	Not holding share of company	Non-Promoter
39	RAJESH KUMAR JINDAL	Not holding share of company	Non-Promoter
40	ROHIT KADAM	Not holding share of company	Non-Promoter
41	Preeti Joshi	Not holding share of company	Non-Promoter
42	AMIT MEHRA	Not holding share of company	Non-Promoter
43	SHOBHIT KUMAR SHRIVASTAVA	Not holding share of company	Non-Promoter
44	NEENA SINGH	Not holding share of company	Non-Promoter
45	HRIDYA CARS PRIVATE LIMITED	Not holding share of company	Non-Promoter
46	SANSKRITI BANSAL	Not holding share of company	Non-Promoter
47	Sushil Jain	Not holding share of company	Non-Promoter
48	Manpreet Singh	Not holding share of company	Non-Promoter
49	ARVIND JAIN	Not holding share of company	Non-Promoter
50	MAMATHA B	Not holding share of company	Non-Promoter
51	PINKY CHOPRA	Not holding share of company	Non-Promoter
52	RAKESH PRITHVIRAJ MEHTA	Not holding share of company	Non-Promoter
53	SHAH NILESHMAHESH BHAI	Not holding share of company	Non-Promoter
54	MONEY SPINNERS	Not holding share of company	Non-Promoter
55	Shreem Advisors	Not holding share of company	Non-Promoter
56	S&S financial services	Not holding share of company	Non-Promoter
57	Sumit Bhutani	Not holding share of company	Non-Promoter
58	Madan bhardwaj	Not holding share of company	Non-Promoter
59	SUNILA SABHARWAL	Not holding share of company	Non-Promoter

60	JATIN SABHARWAL	Not holding share of company	Non-Promoter
61	PRIYA RANJAN	Not holding share of company	Non-Promoter

**(xv) Undertakings**

- a) None of the Company, its Promoters and Directors is declared as wilful defaulter and fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- b) The Company is eligible to make the Preferential Allotment to its Promoter and Non-Promoter under Chapter V of the SEBI (ICDR) Regulations.
- c) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(2) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares and Warrants shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- e) The Equity Shares held by the proposed allottees if any in the Company are in dematerialized form only.
- f) The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- g) Due to above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- h) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- i) **Report of Independent Registered Valuer:** As the said Preferential Issue is not being made for consideration other than cash, valuation report from Independent Valuer is not required for the said Preferential Issue.

**(xvi) Practicing Company Secretary's Certificate**

The Certificate from Mr. Sameer Kishore Bhatnagar, Company Secretary in Practice (Membership No. A – 30997), certifying that the Preferential Allotment is being made in accordance with the requirements of Regulation 163 (2) of Chapter V of the SEBI (ICDR) Regulations, has been obtained and the same shall be available for inspection at our website at [www.pgil.com](http://www.pgil.com)

**(xvii) Approval under the Companies Act:**

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought

pursuant to the provisions of section 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the warrants to entities belonging to the Promoter Group and Non-Promoter Group, is being sought by way of a "Special Resolution" as set out in the said Item No. 1 and 2 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

None of the Directors and KMPs except those mentioned above are concerned or interested financially or otherwise in this resolution.

**By Order of the Board of Directors of  
Marble City India Limited  
Sd/-  
Saket Dalmia  
Managing Director  
DIN: 00083636**

Date: 6<sup>th</sup> November, 2024  
Place: Delhi

**CIN: L74899DL1993PLC056421  
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