CIN : L29299PB1994PLC014605

Marshall Machines Limited

Regd. Office & Works :
C-86, Phase-V, Focal Point, LUDHIANA-141 010 (India)
Ph.: +91-161-5012406, 5012407, 5019648, 4600237, 4600238
Email: headoffice@marshallcnc.com Web: www.marshallcnc.com
Automated Solutions Division :
D-116A, Phase-V, Focal Point, LUDHIANA-141 010 (India)
MARSHALL IoTQ CENTRE
75-B, Sector-5, IMT Manesar, Gurgaon. Ph.: 0124-4241813/14/15
Helpline No. 1800-102-4288, 1800-103-4288, 1800-103-3288
MARSHALL AUTOMATION AMERICA, INC.
Suite #23, 2885 North Berkeley Lake Road, NW,
Duluth, GEORGIA-30096 (USA)
Email: sales@marshallautomationamerica.com
Web: www.marshallautomationamerica.com

MARSHALL/2023-24 ***11-07-2023***

To

National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Subject: Notice of Postal Ballot
Ref: MARSHALL- INE00SZ01018

Pursuant to the specified regulation of the SEBI (LODR) 2015, the meeting of Board of Directors held today i.e. **Tuesday, the 11th day of July 2023** at the Registered Office of the Company at C-86, Phase V, Focal Point, Ludhiana, Punjab, inter alia, considered / approved the Notice of Postal Ballot / E-voting.

The Notice of Postal Ballot is attached herewith.

This is for your information please.

Sincerely Yours
For MARSHALL MACHINES LIMITED

SIDDHANT SARUP
Digitally signed by SIDDHANT SARUP
Date: 2023.07.11 17:39:32 +05'30'

(SIDDHANT SARUP)
(Director)
(DIN: 07779416)

Cc:

Central Depository Services (India) Limited

Bigshare Services Pvt Limited

SmartFAC
Industry 4.0.. Reimagined!

MARSHALL MACHINES LIMITED

(CIN: L29299PB1994PLC014605)
Registered Office: C-86, Phase -V, Focal Point, Ludhiana - 141010
Email: csmarshall@marshallcnc.com Website: https://marshallcnc.com/

NOTICE OF POSTAL BALLOT / E-VOTING

[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration Rules, 2014)]

To
Members,
Marshall Machines Limited

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), read with the General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (''Listing Regulations") and also Circulars dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that approval of the Members through Postal Ballot (Voting through electronic means only i.e. Remote e-voting) is being sought in respect of resolution(s) set out hereinafter.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote E-voting system only.

The Board of Directors of the Company proposes to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the resolution is also annexed herewith.

By order of the Board of Directors,
MARSHALL MACHINES LIMITED

Sd/-

Date: **11.07.2023**
Place: **Ludhiana**

GAURAV SARUP
(MANAGING DIRECTOR)
(DIN: 00777489)

SPECIAL BUSINESS :-

ITEM NO. 1 - Regularisation of Appointment of Mr. Surinder Bir Singh (DIN: 10216266) as an Independent Director of the Company. (Ordinary Resolution)

"RESOLVED THAT pursuant to the applicable provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Surinder Bir Singh (DIN: 10216266), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company w.e.f. 27.06.2023 in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice and declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company for five (5) consecutive years w.e.f. 27.06.2023.

RESOLVED FURTHER THAT Mr. Gaurav Sarup, Managing Director and Mr. Siddhant Sarup, Wholetime Director of the Company be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

ITEM NO. 2 - Increase in Authorised Share Capital of the Company from Rs. 15 Crores to Rs. 65 Crores

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment (s) thereof for the time being in force) and the rules framed thereunder and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 65,00,00,000 /- (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each by the creation of additional 5,00,00,000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

V. "The Authorized Share Capital of the Company is Rs. 65,00,00,000 (Rupees Sixty-Five Crores) divided into 6,50,00,000 (Six Crores Fifty Lakh) Equity Shares of Rs. 10 each. With the power to the Board to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights, as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or the Company in General Meeting, as applicable in conformity with the provisions of the Act and to vary, modify,

amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and to issue share of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company.

FURTHER RESOLVED THAT Mr. Gaurav Sarup, Managing Director, Mr. Siddhant Sarup, Wholetime Director and Mr. Prashant Sarup, Wholetime Director be and are hereby severally authorized to do all such acts, things and deeds, to sign and execute all the necessary documents to give full effect to the resolution."

ITEM NO. 3 - Re-Appointment of Mr. Siddhant Sarup (DIN: 07779416) as Wholetime Director of the Company.

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Consent of the members be and is hereby accorded to re-appoint Mr. Siddhant Sarup (DIN: 07779416), as Wholetime Director of the Company for a period of three years w.e.f. 23.05.2023 upon terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment).

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Siddhant Sarup, Wholetime Director, the remuneration approved in this meeting as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary/alter, at any time, the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Mr. Siddhant Sarup, Wholetime Director of the Company as permissible under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make necessary filings of any statutory forms or other documents and to do all such acts and things as may be necessary in this regard."

ITEM NO. 4 - Re-Appointment of Mr. Satvinder Singh (DIN: 08148602) as an Independent Director of the Company for the second term.

"**RESOLVED THAT** Mr. Satvinder Singh, being eligible to be re-appointed as an Independent Director of the company, fulfills the conditions specified in the Companies Act, 2013 and all applicable rules thereof and pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members be and is hereby accorded to re-appoint Mr. Satvinder Singh (DIN: 08148602) as an Independent Director of the Company for a second term of five years with effect from 23.05.2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make necessary filings of any statutory forms or other documents and to do all such acts and things as may be necessary in this regard."

By order of the Board of Directors,
MARSHALL MACHINES LIMITED

Sd/-

Date: **11.07.2023**
Place: **Ludhiana**

GAURAV SARUP
(MANAGING DIRECTOR)
(DIN: 00777489)

NOTES:

1. Pursuant to Section 102 of the Companies Act, 2013, SS-2 and Regulation 36(3) of SEBI (LODR) Regulations, 2015, the Explanatory Statement setting out material facts and reasons for the proposed Resolution is appended herein and forms part of this Notice.

2. In accordance with the extant provisions of MCA circular(s), the Postal Ballot Notice will be sent only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **Friday, July 7, 2023** (the **cut-off date**) and to those members who have registered their e-mail addresses with the Registrar and Share Transfer Agent ("RTA")/ Depository Participant ("DP"). The Physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through Remote e-voting only.

3. In terms of SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 on Clarifications with respect to said SEBI Circular dated November 03, 2021, Members holding shares in physical form and who have not yet registered/updated their PAN and KYC details (including their e-mail addresses) are requested to register/update the same by sending duly filled form ISR-1 to our RTA M/s. Bigshare Services Pvt. Ltd (Bigshare) in accordance with clause 2.10 & 2 (vii) of above referred SEBI circular(s) respectively, either in physical form and by sending an email at mukesh@bigshareonline.com and bssdelhi@bigshareonline.com. Members may download the form ISR-1 and Other forms for updation of information from Investor section on the website of our company at https://marshallcnc.com/wp-content/uploads/2022/03/Marshall-Letter-for-updation-as-per-SEBI-Circular.pdf . Members holding shares in electronic form are requested to get their e-mail addresses registered/updated with their respective DPs.

4. Members whose names appear in the Register of Members/List of Beneficial Owners as on cut-off date i.e. **Friday, July 7, 2023** will be considered for the purpose of Remote e-voting and a person who is not a member as on cut-off date should treat this Notice for information purpose only.

5. During the Remote e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members.

6. The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "CDSL") to provide the remote e-voting facility to its Members.

7. The Notice of Postal Ballot will be available on the website of the company at https://marshallcnc.com/ and on the website of the Stock Exchange where the shares of the Company are listed i.e. NSE Limited at *www.nseindia.com* for inspection and downloading by the Members of the Company.

For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company's Share Transfer Agent at mukesh@bigshareonline.com and bssdelhi@bigshareonline.com. Member(s) may also intimate the same to the Company by writing an email at csmarshall@marshallcnc.com . The members shall provide the following information in the email:

Full Name
No. of shares held:
PAN
DP ID & Client ID
Email id to be registered and Mobile No.:

8. Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to mukesh@bigshareonline.com and bssdelhi@bigshareonline.com

9. It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. M/s. Bigshare Services Pvt. Ltd (**Bigshare**), by following due procedure.

10. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. **August 11, 2023** in terms of Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

11. A member cannot exercise his vote by proxy on Postal Ballot.

12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper.

13. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL.

14. The instructions for electronic voting are given in this Notice.

15. E-Voting will commence on **July 13, 2023 at 9:00 a.m.** and will **end on August 11, 2023 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.

16. M/s Bhambri & Associates(CP 22626), Practicing Company Secretary, has been appointed as the scrutinizer to scrutinize the Remote e-Voting process in fair and transparent manner for the Postal Ballot activity of the Company.

17. The Scrutinizer shall after the receipt of assent or dissent of the Members on or before August 11, 2023, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before August 12, 2023. The Voting Result shall be announced by the Chairman of the Company on or before August 13, 2023 at Company's Registered Office and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. **August 11, 2023** will be taken to be **date of passing the resolution**.

18. The results of the postal ballot will be placed on the Company's website at https://marshallcnc.com/ and CDSL at www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward the results to the Stock Exchange where the shares of the Company are listed i.e. NSE at www.nseindia.com in accordance with the provisions of SEBI Listing Regulations.

VOTING THROUGH ELECTRONIC MEANS

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on **13.07.2023 at 09.00 a.m.** and ends on **11.08.2023 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 of **07.07.2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders can only vote remotely on the resolution(s) and no other mean shall be provided additionally for voting.

(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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://E-voting.cdslindia.com/E-voting/E-votingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the E-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.E-voting.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.E-voting@cdslindia.comor contact at 022- 23058738 and 22-23058542-43.
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 E-voting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.E-votingindia.com.
2) Click on "Shareholders" module.
3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.E-votingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) 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 member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the **EVSN <EVSN No. 230711009>** for the relevant <**MARSHALL MACHINES LIMITED**> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.E-votingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.E-voting@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.E-voting@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; csmarshall@marshallcnc.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.

(xvii) **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:**

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** mukesh@bigshareonline.com and bssdelhi@bigshareonline.com.

2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.E-voting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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.E-voting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 1:
Mr. Surinder Bir Singh (DIN: 10216266) was appointed as an Additional Director (Non-Executive Independent Director) of the Company w.e.f. 27.06.2023 in terms of Section 161(1) of the Companies Act, 2013. The Company has received a notice and declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act and who is eligible for appointment as an Independent director.

The Board is of the view that the appointment of Mr. Surinder Bir Singh as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Surinder Bir Singh himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution for the approval of the members by way of **Ordinary Resolution**.

ITEM NO. 2:
The authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each and with a view of raising further capital in the future the Board recommends the increase in the Authorised Share capital to Rs. 65,00,00,000 /- (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each by the creation of additional 5,00,00,000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten Only) each.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution. The Board recommends the said resolution for the approval of the members by way of **Special Resolution**.

ITEM NO. 3:
Mr. Siddhant Sarup (DIN: 07779416) has been serving as Wholetime Director of the Company. He is eligible for reappointment for three years and has been recommended by the Board to be effective from 23.05.2023 if approved by the shareholders at the following terms and conditions:
a) A monthly salary: Rs. 1,00,000.

In terms of the provisions of Schedule V of the Companies act, 2013, the approval of the above said remuneration shall be valid for three years w.e.f. 23.05.2023.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Gaurav Sarup, Mr. Prashant Sarup, Mrs. Archana Sarup and Mr. Siddhant Sarup (Himself) is concerned or interested, financially or otherwise, in the resolution. The Board recommends the said resolution for the approval of the members by way of **Special Resolution**.

ITEM NO. 4:
Mr. Satvinder Singh (DIN: 08148602) was appointed as an Independent Director of the company w.e.f. 23.05.2018 for a period/term of five years. Being eligible to be re-appointed as an independent director of the company, fulfills the conditions specified in the companies act 2013 and any applicable rules thereof and in accordance with the provisions of Section

149(10) of the Companies Act, 2013, Mr. Satvinder Singh is proposed for re-appointment as an Independent Director for the second term of five years.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Satvinder Singh (himself) is concerned or interested, financially or otherwise, in the resolution. The Board recommends the said resolution for the approval of the members by way of **Special Resolution**.

By order of the Board of Directors,
MARSHALL MACHINES LIMITED

Sd/-

Date: **11.07.2023**
Place: **Ludhiana**

GAURAV SARUP
(MANAGING DIRECTOR)
(DIN: 00777489)