MARG TECHNO PROJECTS LIMITED
CIN : L69590GJ1993PLC019764
Phone : 99253 61689
Email :margtechno@gmail.com
Website :www.margtechno.com

Ref No: Date :

Date: 26.03.2026

To, The Manager BSE LIMITED 1st Floor, P. J. Towers, Dalal Street, Mumbai- 400001. Equity Script Code: **540254**	To, The Manager, Department of Corporate Regulations, Metropolitan Stock Exchange of India Limited, 205(A), 2nd Floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla (West), Mumbai – 400070 Equity Script Code: **35404**

Name : MARG TECHNO- PROJECTS LIMITED (ISIN : INE245H01018)
Sub: e-Voting Information.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to Inform e-Voting details are as under.

1. E VOTING START DATE WITH TIME **: 9:00 am on 14-04-2026 – Tuesday**
2. E VOTING END DATE WITH TIME **: 5:00 pm on 16-04-2026- Thursday**
3. E VOTING RESULT DATE **: On or before 20th April, 2026**
4. EGM DATE WITH TIME : **11:00 am on 17.04.2026 (Friday)**
5. CUT OFF/ RECORD DATE **: Friday, 10th April, 2026**
6. NOTICE IN PDF FORMAT : **Enclosed**
7. RESOLUTION IN WORD FORMAT AND PDF FORMAT. **: Enclosed**
8. NAME OF DEPOSITORY: NSDL / CDSL. : **NSDL AND CDSL**
9. SCREEN PRINTING OF EVEN NO. GENERATED IN CDSL. : **Enclosed**
10. NAME OF SCRUTINIZER **: CS JITENDRA BHAGAT**
11. BOOK CLOSURE : **Not Applicable.**

Kindly take the same on your record and oblige.
Thanking you.
Yours faithfully,
For MARG TECHNO- PROJECTS LIMITED

AKHIL NAIR
Digitally signed by AKHIL NAIR
Date: 2026.04.01 10:58:49 +05'30'

AKHIL NAIR
MANAGING DIRECTOR
DIN: 07706503
Encl: As above
CC: CDSL, NSDL, RTA

MARG TECHNO PROJECTS LIMITED
CIN: L69590GJ1993PLC019764
Phone : 99253 61689
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NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of Marg Techno Projects Limited ("Company") will be held on Friday, April 17, 2026 at 11:00 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM'), to transact the following businesses:

SPECIAL BUSINESS:

1. **TO CONSIDER AND APPROVE AN INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN THE CAPITAL CLAUSE OF THE MEMORANDUM OFASSOCIATION:**

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a) read with Sections 13, 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, enabling provisions of the Articles of Association of the Company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Rs.30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.45,00,00,000/- (Rupees Forty Five Crores Only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each by creation of additional Equity Share Capital of Rs.15,00,00,000/-(Rupees Fifteen Crores Fifty Lakhs only) divided into 1,50,00,000/-(Rupees One Crore Fifty Lakhs only) equity shares of Rs.10/- each and such Equity Shares ranking pari passu in all respects with the existing Equity Shares of the Company in accordance with the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

V. The Authorised Share Capital of the Company is Rs.45,00,00,000/- (Rupees Forty Five Crores Only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

FURTHER RESOLVED THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

2. TO CONSIDER AND APPROVE AN AN ALTERATION IN THE OTHER OBJECTS BY ADDITION OF OBJECTS UNDER "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A)" IN CLAUSE 4 (B) OF THE MEMORANDUM OF ASSOCIATION:

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 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") read with the Companies (Incorporation) Rules, 2014 and other applicable rules and regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanction of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting alterations in the existing Other Object Clause by inserting objects as sub clause No. 47, 48 and 49 after clause No. 46 in Clause 4 (b) of the Memorandum of Association ("the MOA") of the Company as under:

47. To act as a Bharat Bill Payment Operating Unit (BBPOU), Agent Institution, Business Correspondent, or Technology Service Provider under the Bharat Connect (BBPS) framework, as authorized by the National Payments Corporation of India and regulated by the Reserve Bank of India, and to carry on the business of collection, processing, aggregation, and settlement of utility bills, recharges, subscriptions, taxes, insurance premiums, and other financial transactions through digital or physical channels.

48. To design, develop, implement, operate, and maintain fintech platforms, software, and solutions, including but not limited to payment gateways, digital payment systems, wallets, API banking solutions, billing and collection systems, and other financial technology products, and to act as service provider, integrator, aggregator, facilitator, or intermediary relation thereto.

49. To establish, operate, and manage digital and physical infrastructure including mobile applications, web portals, kiosks, point-of-sale devices, and agent or franchise networks for providing payment, collection, and financial technology-enabled services.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolutions as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the board to secure any further consent or approval of the members of the Company."

3. TO CONSIDER AND APPROVE INCREASE IN REMUNERATION OF MR. AKHIL NAIR (DIN: 07706503), MANAGING DIRECTOR OF THE COMPANY.

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 117, 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of Marg Techno-Projects Limited (the "Company") and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for increase in remuneration of Mr. Akhil Nair (DIN: 07706503), Managing Director of the Company, with effect from April 01, 2026 as set out in the explanatory statement, which remuneration shall be valid and payable (i) in the event the Company has adequate profits as per the Act, for the remainder of his term; and (ii) in the event that the Company has no profits or has inadequate profits, calculated under Section 198 of the Act in any financial year during his tenure with liberty to the Directors to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Directors and Mr. Akhil Nair, Managing Director.

RESOLVED FURTHER THAT the terms of remuneration as mentioned in the explanatory statement shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the said remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mr. Akhil Nair, Managing Director of the Company, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board be and are hereby authorised to vary and/or revise the remuneration payable to Mr. Akhil Nair, Managing Director of the Company within the overall limits as provided in the Explanatory Statement, in accordance with applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution, in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the Company and each member of the Nomination and Remuneration Committee be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

4. TO APPROVE INCREASE IN REMUNERATION OF MR. ARUN MADHAVAN NAIR (DIN: 07050431), WHOLE-TIME DIRECTOR OF THE COMPANY.

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 117, 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of Marg Techno-Projects Limited (the "Company") and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the

Company, the approval of the members of the Company be and is hereby accorded for increase in remuneration of Mr. Arun Madhavan Nair (DIN: 07050431), Whole-Time Director of the Company, with effect from April 01, 2026 as set out in the explanatory statement, which remuneration shall be valid and payable (i) in the event the Company has adequate profits as per the Act, for the remainder of his term; and (ii) in the event that the Company has no profits or has inadequate profits, calculated under Section 198 of the Act in any financial year during his tenure with liberty to the Directors to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Directors and Mr. Arun Madhavan Nair, Whole-Time Director.

RESOLVED FURTHER THAT the terms of remuneration as mentioned in the explanatory statement shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the said remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mr. Arun Madhavan Nair (DIN: 07050431), Whole-Time Director of the Company, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board be and are hereby authorised to vary and/or revise the remuneration payable to Mr. Arun Madhavan Nair, Whole-Time Director of the Company within the overall limits as provided in the Explanatory Statement, in accordance with applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution, in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the Company and each member of the Nomination and Remuneration Committee be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

5. TO APPROVE INCREASE IN REMUNERATION OF MR. DHANANJAYAN KAKKAT NAIR, (DIN: 02609192), WHOLE-TIME DIRECTOR OF THE COMPANY.

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 117, 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of Marg Techno-Projects Limited (the "Company") and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for increase in remuneration of Mr. Dhananjayan Kakkat Nair (DIN: 02609192), Whole-Time Director of the Company, with effect from April 01, 2026 as set out in the explanatory statement, which remuneration shall be valid and payable (i) in the event the Company has adequate profits as per the Act, for the remainder of his term; and (ii) in the event that the Company has no profits or has inadequate profits, calculated under Section 198 of the Act in any financial year during his tenure with liberty to the Directors to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Directors and Mr. Dhananjayan Kakkat Nair, Whole-Time Director.

RESOLVED FURTHER THAT the terms of remuneration as mentioned in the explanatory statement shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the said remuneration comprising salary, perquisites and benefits

approved herein be continued to be paid as minimum remuneration to Mr. Dhananjayan Kakkat Nair (DIN: 07050431), Whole-Time Director of the Company, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board be and are hereby authorised to vary and/or revise the remuneration payable to Mr. Dhananjayan Kakkat Nair, Whole-Time Director of the Company within the overall limits as provided in the Explanatory Statement, in accordance with applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution, in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the Company and each member of the Nomination and Remuneration Committee be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

DATE: March 20, 2026
PLACE: Surat

By the order of the Board
For, MARG TECHNO-PROJECTS LIMITED

REGISTERED OFFICE:
1206, Royal Trade Centre,
Opposite Star Bazar, Adajan
Surat-395009, Gujarat, India

Sd/-
AKHIL NAIR
MANAGING DIRECTOR
DIN: 07706503

Sd/-
ARUN MADHAVAN NAIR
WHOLE-TIME DIRECTOR
DIN: 07050431

Notes:

1. The Ministry of Corporate Affairs ("MCA") issued General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 ("hereinafter referred collectively as "MCA Circulars") have permitted companies to conduct EGM through VC or OAVM, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circular, applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the EGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the EGM ('Deemed Venue'). The detailed instructions for accessing and participating in the EGM through VC/OAVM facility is mentioned below and available on the website of the Company. 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 M/s. Central Depository Services (India) Limited (CDSL), to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s. Central Depository Services (India) Limited (CDSL), 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. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the Members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.

4. The statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto.

5. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).

6. Notice of the meeting is being sent to all such equity shareholders who hold shares as on the closure of business hours on Friday, March 13, 2026. Further, a person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, April 10, 2026 shall only be entitled to cast their vote through Remote E-voting. A person who is not a member as on Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.

7. The Notice of the Extraordinary General Meeting ('EGM') is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository

Participant ("DPs")/ Registrar and Transfer Agent (RTA) in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Extraordinary General Meeting will also be available on the Company's website i.e. www.margtechno.com and on the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and Metropolitan Stock Exchange of India Limited (MSE) at www.msei.in.

8. Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.

9. 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 margtechno@gmail.com or to the RTA at mcsstaahmd@gmail.com.

   b) Members holding shares in demat mode may update the email address through their respective Depository Participant(s).

10. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays during business hours upto the date of the Extraordinary General Meeting. 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 Ms. Divya Hiren Shah, Company Secretary & Compliance Officer of the Company at margtechno@gmail.com.

11. Notice of the meeting, Explanatory Statement, and other documents are also being placed on the following website(s):

Particulars	**Website**
Marg Techno-Projects Limited	www.margtechno.com
BSE Limited	www.bseindia.com
Metropolitan Stock Exchange Limited	www.msei.in

12. 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:

Commencement of remote e-voting	Tuesday, April 14, 2026
End of remote e-voting	Thursday, April 16, 2026

13. In case of joint holders attending the Extraordinary General Meeting, 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.

14. Members seeking any information are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.

15. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

16. 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.

17. Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.

18. The Board of Directors of the Company has appointed M/s. Bhagat Associates, Practicing Company Secretaries (FCS: 3032 and CP. No. 1311) 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.

19. 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/Authorizations, etc., authorizing it's 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 bhagatjr@hotmail.com.
20. 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 from conclusion of the EGM, 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.

21. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchange i.e. BSE Limited and Metropolitan Stock Exchange of India 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.margtechno.com.

22. 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.

23. **Process and manner for members opting for voting through Electronic means:**

a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote evoting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited ("CDSL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by CDSL.

b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, April 10, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-

off date, shall treat this Notice as intimation only.

c) A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Friday, April 10, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.

d) The remote e-voting will commence on Tuesday, April 14, 2026 at 9.00 a.m. and will end on Thursday, April 16, 2026 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Friday, April 10, 2026 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

e) Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

f) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, April 10, 2026.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Tuesday, April 14, 2026 at 9.00 a.m. and ends on Thursday, April 16, 2026 at 5.00 p.m. 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 Friday, April 10, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

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 e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(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 above said 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 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 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 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. 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.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
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 evoting@nsdl.co.in or call at 022- 4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

1) The shareholders should log on to the e-voting website www.evotingindia.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. Members 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.evotingindia.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) Members 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 Members 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 for the relevant <Marg Techno-Projects 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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.evotingindia.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.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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 mandatory 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; magetechno@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- 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.

- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- Only those shareholders, who are 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 available during the EGM.

- If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 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**.

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

- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings 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.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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.evoting@cdslindia.com or call at 1800 21 09911.

DATE: 20/03/2026
PLACE: Surat

By the order of the Board
For, MARG TECHNO-PROJECTS LIMITED

REGISTERED OFFICE:
1206, Royal Trade Centre,
Opposite Star Bazar, Adajan
Surat-395009, Gujarat

Sd/-
AKHIL NAIR
MANAGING DIRECTOR
DIN: 07706503

Sd/-
ARUN MADHAVAN NAIR
WHOLE-TIME DIRECTOR
DIN: 07050431

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 1:

The present Authorized Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs.10/- (Rupees Ten Only).

In order to support the Company's future business plans, capital raising requirements, and to provide flexibility for issuance of further securities including equity shares, the Board of Directors is of the view that the existing Authorised Share Capital may not be adequate. Accordingly, it is proposed to increase the Authorised Share Capital of the Company.

The Board of Directors, at its meeting held on March 20, 2026, approved, subject to the approval of the Members, the proposal to increase the Authorised Share Capital of the Company from Rs.30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs.10/- (Rupees Ten Only) to Rs.45,00,00,000/- (Rupees Forty Five Crores Only) divided into 4,50,00,000 (Four Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) by creation of additional 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Rs.10/- each, ranking pari passu in all respects with the existing Equity Shares of the Company.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect therefore, the proposed Clause V of the Memorandum of Association of the Company after increase in Authorised Share Capital reflects face value of Rs.10/- each.

The Board of Directors of your Company consider that the proposed resolution set out in **Item No. 1** is in the interest of the Company and pursuant to Regulation 17(11) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board recommends them for your approval **as an Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 2:

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, existing Other Object Clause of the Memorandum of Association of the Company ('MOA'), is required to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the existing Other Object Clause of the MOA as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge its area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

For this purpose, the Company is proposing to amend the Other Object Clause 4(b) of the Memorandum of Association ("MOA") of the Company.

Therefore, The Board of Directors of the Company, at its meeting held on March 20, 2026, considered and approved the alterations in the existing Other Object Clause by inserting objects as sub clause No. 47, 48 and 49 after clause No. 46 in Clause 4 (b) of the Memorandum of Association ("the MOA") of the Company.

Pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013, any alteration in the Other Object Clause of the Memorandum of Association requires the approval of the Members by way of a Special Resolution.

A copy of the existing Memorandum of Association of the Company together with the proposed alteration is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting and will also be made available on the Company's website.

The Board of Directors recommends the resolution set out at **Item No. 2** of the Notice for approval of the Members **as a Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 03:

In order to fairly compensate and recognize the efforts taken by Mr. Akhil Nair, Managing Director of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on March 20, 2026, subject to approval of members of the Company have approved the increase in remuneration of Mr. Akhil Nair with effect from April 01, 2026.

Further, pursuant to the provisions of Sections 178, 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, a Company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its directors as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year 2026-27, the profits of the Company may not be adequate and therefore the remuneration payable to Mr. Akhil Nair may exceed the limits prescribed under the provisions of the Companies Act, 2013.

While the Company can pay the remuneration (as set out below) to Mr. Akhil Nair when the Company has sufficient profits for the full term, in the event that the Company does not have profits or has inadequate profits in any financial year, pursuant to applicable provisions of Schedule V of the Companies Act, 2013, the Company can pay remuneration, to its directors, higher than the amounts set out in Section II of Part II of Schedule V of Companies Act, 2013 by passing a special resolution in the general meeting, and such remuneration shall be valid for his remaining tenure under the designation of Managing Director.

Mr. Akhil Nair (DIN: 07706503) was appointed as a Managing Director in the Board meeting held on September 05, 2023 on the recommendation of the Nomination and Remuneration Committee, subject to approval of the shareholders in accordance with the provisions of Section 161 and other applicable Provisions of the Companies Act, 2013 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment (s) thereof for the time being in force).

Broad particulars of the terms of appointment of and remuneration payable to Akhil Nair are as under:

a. Salary: Rs.1,00,000/- per month

b. Perquisites and Allowances per annum: Nil

c. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company shall be in addition to the remuneration under (a) above

d. Increment in salary, perquisites and allowances and remuneration by way of incentive/bonus/performance linked incentive, payable to Akhil Nair, as may be determined by the Board and/or Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration under (a) above.

e. It is clarified that employees stock options granted / to be granted to Akhil Nair, from time to time, shall not be considered as a part of perquisites under (a) above, and that the perquisite value of the stock options exercised shall be in addition to the remuneration under (a) above.

f. Reimbursement of Expenses: Expenses incurred for travelling, board and lodging including for Akhil Nair's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actual and not considered as perquisites.

The overall remuneration payable every year to the Managing Director as above shall be payable as minimum remuneration.

g. General:

i. The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Managing Director will be under the overall authority of the Managing Director/ Board of Directors.

ii. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

iii. The Managing Director shall adhere to the Company's Code of Conduct.

iv. The office of the Managing Director may be terminated by the Company or by him giving the other 3 (three) months prior notice in writing.

Mr. Akhil Nair satisfies all the conditions specified under the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.

The proposed resolution shall not be in substitution or supersession of the shareholders' resolution passed earlier on September 29, 2023 unless the aforementioned remuneration is approved by the shareholders of the Company.

Brief resume of Mr. Akhil Nair and additional information as required under Schedule V of the Companies Act, 2013 and such other information as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 General Meetings, issued by Institute of Company Secretaries of India has been furnished as an Annexure 1 to this Notice. The Board recommends the Special Resolution as set out at item No. 3 of the accompanying Notice for approval by the members.

Disclosure pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, is as under:

1.	Name of the Director	Akhil Nair
2.	Director Identification Number (DIN)	07706503
3.	Designation and Category of Director	Managing Director
4.	Date of Birth	October 15, 1994
5.	Age	31 Years
6.	Qualification, Brief profile/ Experience & Nature of Expertise	Mr. Akhil Nair is a CFA Charterholder. He is the Managing Director of the company with over 9 years of experience in leading product innovation, credit underwriting, and risk governance, ensuring disciplined and profitable growth for the company.
7.	Skills and Capabilities required for the such role	Not Applicable
8.	Expertise in specific functional areas	product innovation, risk governance, Management, Credit risk underwriting, corporate finance etc.
9.	Terms and conditions of re-appointment	Not Applicable
10.	The last drawn remuneration	Remuneration aggregating to Rs. 12 lakhs per annum paid/payable for the financial year 2025-26.
11.	Date of first appointment on the Board	March 18, 2017
12.	Shareholding of the Director in the Company	20,18,190 shares
13.	Relationships with other Directors and Key Managerial Personnel of the Company	Mr. Akhil Nair is brother of Mr. Arun Madhavan Nair, and relative of Dhananjayan Kakkat Nair, Whole Time Director of the Company
14.	Number of Board Meetings attended during the Year	11
15.	Directorships held in other companies	NIL
16.	Committee Chairmanships / Memberships	Member of Audit Committee
17.	Information as required under BSE circular no. LIST/COMP/14/2018-19 and NSE circular no. NSE/ CML/2018/24 dated June 20, 2018.	Mr. Akhil Nair is not debarred from holding the office of Director by any SEBI order or any other such authority.

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013:

1.	Nature of industry	The Company is Non-Banking Finance Company registered with Reserve Bank of India (RBI).
2.	Date or expected date of commencement of commercial production	The Company is already in existence and it started its activities since 1993.
3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable as the Company is an existing Company

4.	Financial Performance based on given indicators	**Financial Parameters**	**2024-25**	**2023-24**
		Total revenue	540.75	501.19
		Net profit after tax	41.33	13.841
5.	Foreign Investments or collaborations, if any.	The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year		

II. Information about the appointees:

Sr. No.	**Particulars**	
1.	Background details	Mr. Akhil Nair is a CFA Charterholder. He is the Managing Director of the company with over 9 years of experience in leading product innovation, credit underwriting, and risk governance, ensuring disciplined and profitable growth for the company.
2.	Past Remuneration	₹12,00,000/- payable annum and other perquisites, allowances, other benefits etc. respectively
3.	Recognition or awards	Not Applicable
4.	Job profile and his suitability	He is the Managing Director of the company with over 9 years of experience in leading product innovation, credit underwriting, and risk governance, ensuring disciplined and profitable growth for the company.
5.	Remuneration Proposed	Remuneration proposed to Mr. Akhil Nair is in the basic scale of ₹18,00,000/- payable per annum and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (incase of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Akhil Nair, the remuneration proposed to be paid to him is commensurate with the remuneration in line with the remuneration levels paid to their similar counterparts in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to Mr. Akhil Nair, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except Mr. Arun Madhavan Nair, and Dhananjayan Kakkat Nair, Whole Time Director of the Company.

III. **Other Information:**

Reason of loss or inadequate profits	The Company is Investment and Credit Company registered with RBI. The Company has been a consistent performer previous financial years and has achieved profits in the loans and investments segment. However, the profit margins may remain inadequate due to some global economical factors.
Steps taken or proposed to be taken for improvement	The Company focuses on monetization and growth with control on costs has yielded higher margins. The Company shall continue to grow its revenues profitably. The Company has recorded an improved performance during the past few quarters and the outlook remains positive. With a strong relationship and continued support of all business partners, suppliers, customers, bankers, employees etc., the Company is confident of making higher turnover and profits and also believes that this business relationship would benefit the Company in the long run and give better growth and prospects in the next coming years.
Expected increase in productivity and profits in measurable terms.	The Company is taking various strategic initiatives to increase its market share, boost its effectiveness, and improve financial performance and growth. Further, The management continues to be cautiously optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute to increased revenues and higher margins.

Expect Mr. Akhil Nair, being appointee, Mr. Arun Madhavan Nair, Whole-Time Director, and Mr. Dhananjayan Kakkat Nair, Whole-Time Director of the Company and his relatives, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding.

The Board recommends the passing of the resolution as set out in **Item No. 03 as a Special Resolution** for the approval of members.

ITEM NO. 04:

In order to fairly compensate and recognize the efforts taken by Mr. Arun Madhavan Nair, Whole-Time Director of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on March 20, 2026, subject to approval of members of the Company have approved the increase in remuneration of Mr. Arun Madhavan Nair with effect from April 01, 2026.

Further, pursuant to the provisions of Sections 178, 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, a Company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its directors as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year 2026-27, the profits of the Company may not be adequate and therefore the remuneration payable to Mr. Arun Madhavan Nair may exceed the limits prescribed under the provisions of the Companies Act, 2013.

While the Company can pay the remuneration (as set out below) to Mr. Arun Madhavan Nair when the Company has sufficient profits for the full term, in the event that the Company does not have profits or has inadequate profits in any financial year, pursuant to applicable provisions of Schedule V of the Companies Act, 2013, the Company can pay remuneration, to its directors, higher than the amounts set out in Section II of Part II of Schedule V of Companies Act, 2013 by passing a special resolution in the general meeting, and such remuneration shall be valid for his remaining tenure under the designation of Whole-Time Director.

Mr. Arun Madhavan Nair was appointed as a Whole-Time Director in the Board meeting held on August 21, 2025 on the recommendation of the Nomination and Remuneration Committee, subject to approval of the shareholders in accordance with the provisions of Section 161 and other applicable Provisions of the Companies Act, 2013 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment (s) thereof for the time being in force).

The Broad particulars of the terms of appointment of and remuneration payable to Mr. Arun Madhavan Nair (DIN: 07050431) are as under:

a. Tenure of appointment — 3 years w.e.f. August 21, 2025

b. Salary, perquisites and allowances: The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

c. The remuneration:

Sr. No.	Financial Year	Remuneration (In Rs.)
1	F.Y. 2025-26 (w.e.f. 21/08/2025)	Rs. 15,00,000/- per annum
2	F.Y. 2026-27	Rs. 15,00,000/- per annum
3	F.Y. 2027-28 (until 20/08/2028)	Rs. 15,00,000/- per annum

The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

Gratuity and PF will be as per rules of the Company with liberty to merge previous gratuity (under any other group company) with current employment.

d. Other benefits as per company policy and Schedule V of the companies Act, 2013. Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.

e. Travelling allowances including insurance for business trips as per Company's Policy. The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

f. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

The office of the Whole Time Director may be terminated by either party by giving 3 (three) months' prior notice in writing.

In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

Mr. Arun Madhavan Nair satisfies all the conditions specified under the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.

The proposed resolution shall not be in substitution or supersession of the shareholders' resolution passed earlier on September 30, 2025 unless the aforementioned remuneration is approved by the shareholders of the Company.

Brief resume of Mr. Arun Madhavan Nair and additional information as required under Schedule V of the Companies Act, 2013 and such other information as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 General Meetings, issued by Institute of Company Secretaries of India has been furnished as an Annexure 1 to this Notice. The Board recommends the Special Resolution as set out at item No. 4 of the accompanying Notice for approval by the members.

Disclosure pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, is as under:

1.	Name of the Director	Mr. Arun Madhavan Nair
2.	Director Identification Number (DIN)	DIN: 07050431
3.	Designation and Category of Director	Whole Time Director
4.	Date of Birth	August 06, 1992
5.	Age	33 years
6.	Qualification, Brief profile/ Experience & Nature of Expertise	Mr. Arun M. Nair holds a B.Sc. M.A. degree and has completed the Foundation Course of the Institute of Company Secretaries of India (ICSI). He has over 12 years of of professional experience. He was previously associated with the IT sector for a brief period and now has significant experience in the finance industry. His combined exposure to technology and finance enables him to contribute effectively to the Company's growth and operational efficiency.
7.	Skills and Capabilities required for the such role	Not Applicable
8.	Expertise in specific functional areas	Technology integration, financial operations, strategic management, corporate governance, process optimization
9.	Terms and conditions of re-appointment	Not Applicable

10.	The last drawn remuneration	Remuneration aggregating to Rs. 15 lakhs per annum paid/payable for the financial year 2025-26.
11.	Date of first appointment on the Board	March 30, 2015
12.	Shareholding of the Director in the Company	21,30,500 Shares
13.	Relationships with other Directors and Key Managerial Personnel of the Company	Mr. Arun Madhavan Nair is brother of Mr. Akhil Nair, Managing Director of the Company and relative of Mr. Dhananjayan Kakkat Nair, Whole Time Director of the Company.
14.	Number of Board Meetings attended during the Year	11
15.	Directorships held in other companies	1. Marg Cred Private Limited - Director
16.	Committee Chairmanships / Memberships	Nil
17.	Information as required under BSE circular no. LIST/COMP/14/2018-19 and NSE circular no. NSE/ CML/2018/24 dated June 20, 2018.	Mr. Arun Madhavan Nair is not debarred from holding the office of Director by any SEBI order or any other such authority.

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013:

<table>
<tr><td>1.</td><td>Nature of industry</td><td>The Company is Non-Banking Finance Company registered with Reserve Bank of India (RBI).</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td>The Company is already in existence and it started its activities since 1993.</td></tr>
<tr><td>3.</td><td>In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable as the Company is an existing Company</td></tr>
<tr><td>4.</td><td>Financial Performance based on given indicators</td><td><table><tr><th>Financial Parameters</th><th>2024-25</th><th>2023-24</th></tr><tr><td>Total revenue</td><td>540.75</td><td>501.19</td></tr><tr><td>Net profit after tax</td><td>41.33</td><td>13.841</td></tr></table></td></tr>
<tr><td>5.</td><td>Foreign Investments or collaborations, if any.</td><td>The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year</td></tr>
</table>

II. Information about the appointees:

Sr. No.	Particulars	
1.	Background details	Mr. Arun M. Nair holds a B.Sc. M.A. degree and has completed the Foundation Course of the Institute of Company Secretaries of India (ICSI). He has over 12 years of of professional experience. He was previously associated with the IT sector for a brief period and now has significant experience in the finance industry. His combined exposure to technology and finance enables him to contribute effectively to the Company's growth and operational efficiency.
2.	Past Remuneration	₹15 Lakhs/- payable per annum
3.	Recognition or awards	NIL
4.	Job profile and his suitability	Technology integration, financial operations, strategic management, corporate governance, process optimization
5.	Remuneration Proposed	Remuneration proposed to Mr. Arun Madhavan Nair is in the basic scale of ₹18,00,000/- payable per annuam and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (incase of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Arun Madhavan Nair, the remuneration proposed to be paid to him is commensurate with the remuneration in line with the remuneration levels paid to their similar counterparts in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to Mr. Arun Madhavan Nair, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except Mr. Akhil Nair, Managing Director of the Company and Mr. Dhananjayan Kakkat Nair, Whole Time Director of the Company.

III. **Other Information:**

Reason of loss or inadequate profits	The Company is Investment and Credit Company registered with RBI. The Company has been a consistent performer previous financial years and has achieved profits in the loans and investments segment. However, the profit margins may remain inadequate due to some global economical factors.
Steps taken or proposed to be taken for improvement	The Company focuses on monetization and growth with control on costs has yielded higher margins. The Company shall continue to grow its revenues profitably. The Company has recorded an

	improved performance during the past few quarters and the outlook remains positive. With a strong relationship and continued support of all business partners, suppliers, customers, bankers, employees etc., the Company is confident of making higher turnover and profits and also believes that this business relationship would benefit the Company in the long run and give better growth and prospects in the next coming years.
Expected increase in productivity and profits in measurable terms.	The Company is taking various strategic initiatives to increase its market share, boost its effectiveness, and improve financial performance and growth. Further, The management continues to be cautiously optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute to increased revenues and higher margins.

Expect Mr. Arun Madhavan Nair being appointee, Mr. Akhil Nair, Managing Director and Mr. Dhananjayan Nair, Whole-Time Director and his relatives to the extent of their shareholding, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of the resolution as set out in **Item No. 04 as a Special Resolution** for the approval of members.

ITEM NO. 05:

In order to fairly compensate and recognize the efforts taken by Mr. Dhananjayan Kakkat Nair, Whole-Time Director of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on March 20, 2026, subject to approval of members of the Company have approved the increase in remuneration of Mr. Dhananjayan Kakkat Nair with effect from April 01, 2026.

Further, pursuant to the provisions of Sections 178, 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, a Company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its directors as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year 2026-27, the profits of the Company may not be adequate and therefore the remuneration payable to Mr. Dhananjayan Kakkat Nair may exceed the limits prescribed under the provisions of the Companies Act, 2013.

While the Company can pay the remuneration (as set out below) to Mr. Dhananjayan Kakkat Nair when the Company has sufficient profits for the full term, in the event that the Company does not have profits or has inadequate profits in any financial year, pursuant to applicable provisions of Schedule V of the Companies Act, 2013, the Company can pay remuneration, to its directors, higher

than the amounts set out in Section II of Part II of Schedule V of Companies Act, 2013 by passing a special resolution in the general meeting, and such remuneration shall be valid for his remaining tenure under the designation of Whole-Time Director.

Mr. Dhananjayan Kakkat Nair was appointed as a Whole-Time Director in the Board meeting held on May 30, 2017 on the recommendation of the Nomination and Remuneration Committee, subject to approval of the shareholders in accordance with the provisions of Section 161 and other applicable Provisions of the Companies Act, 2013 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment (s) thereof for the time being in force).

Mr. Dhananjayan Kakkat Nair satisfies all the conditions specified under the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.

The proposed resolution shall not be in substitution or supersession of the shareholders' resolution passed earlier unless the aforementioned remuneration is approved by the shareholders of the Company.

Brief resume of Mr. Dhananjayan Kakkat Nair and additional information as required under Schedule V of the Companies Act, 2013 and such other information as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 General Meetings, issued by Institute of Company Secretaries of India has been furnished as an Annexure 1 to this Notice. The Board recommends the Special Resolution as set out at item No. 4 of the accompanying Notice for approval by the members.

Disclosure pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, is as under:

1.	Name of the Director	Dhananjayan Kakkat Nair
2.	Director Identification Number (DIN)	02609192
3.	Designation and Category of Director	Whole-Time Director
4.	Date of Birth	May 10, 1962
5.	Age	64
6.	Qualification, Brief profile/ Experience & Nature of Expertise	Mr. Dhananjay K. Nair, Executive Director, belongs to the Promoter Group of the Company and is the brother of Mr. Madhavan K. Nair. He has been associated with the Company since its inception and has played a key role in its growth and development. He has over 27 years of experience in the financial sector and brings deep industry insight and leadership to the organization.
7.	Skills and Capabilities required for the such role	Not Applicable
8.	Expertise in specific functional areas	expertise include financial services, strategic leadership, business development, and organizational management, strategic leadership, financial services expertise, business development, organizational management, and decision-making.
9.	Terms and conditions of re-appointment	Not Applicable
10.	The last drawn remuneration	Remuneration aggregating to Rs. 3.36 lakhs per annum paid/payable for the financial year 2025-26.
11.	Date of first appointment on the Board	February 01, 1997

12.	Shareholding of the Director in the Company	6,54,310 Shares
13.	Relationships with other Directors and Key Managerial Personnel of the Company	Mr. Dhananjayan Kakkat Nair is relative of Mr. Arun Madhavan Nair, Whole Time Director of the Company and Mr. Akhil Nair, Managing Director of the Company.
14.	Number of Board Meetings attended during the Year	11
15.	Directorships held in other companies	NIL
16.	Committee Chairmanships / Memberships	Member of Stakeholders Relationship Committee
17.	Information as required under BSE circular no. LIST/COMP/14/2018-19 and NSE circular no. NSE/ CML/2018/24 dated June 20, 2018.	Mr. Dhananjayan Kakkat Nair is not debarred from holding the office of Director by any SEBI order or any other such authority

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013:

<table>
<tr><td>1.</td><td>Nature of industry</td><td>The Company is Non-Banking Finance Company registered with Reserve Bank of India (RBI).</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td>The Company is already in existence and it started its activities since 1993.</td></tr>
<tr><td>3.</td><td>In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable as the Company is an existing Company</td></tr>
<tr><td>4.</td><td>Financial Performance based on given indicators</td><td><table><tr><th>Financial Parameters</th><th>2024-25</th><th>2023-24</th></tr><tr><td>Total revenue</td><td>540.75</td><td>501.19</td></tr><tr><td>Net profit after tax</td><td>41.33</td><td>13.841</td></tr></table></td></tr>
<tr><td>5.</td><td>Foreign Investments or collaborations, if any.</td><td>The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year</td></tr>
</table>

II. Information about the appointees:

Sr. No.	Particulars	
1.	Background details	Mr. Dhananjay K. Nair, Executive Director, belongs to the Promoter Group of the Company and is the brother of Mr. Madhavan K. Nair. He has been associated with the Company since its inception and has played a key role in its growth and development. He has over 27 years of

		experience in the financial sector and brings deep industry insight and leadership to the organization.
2.	Past Remuneration	₹3.36 Lakhs/- payable annum and other perquisites, allowances, other benefits etc. respectively
3.	Recognition or awards	Not Applicable
4.	Job profile and his suitability	strategic leadership, financial services expertise, business development, organizational management, and decision-making
5.	Remuneration Proposed	Remuneration proposed to Mr. Dhananjayan Kakkat Nair is in the basic scale of ₹6,00,000/- payable annum and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (incase of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Dhananjayan Kakkat Nair, the remuneration proposed to be paid to him is commensurate with the remuneration in line with the remuneration levels paid to their similar counterparts in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to Mr. Dhananjayan Kakkat Nair, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except Mr. Arun Madhavan Nair, Whole Time Director of the Company and Mr. Akhil Nair, Managing Director of the Company.

III. **Other Information:**

Reason of loss or inadequate profits	The Company is Investment and Credit Company registered with RBI. The Company has been a consistent performer previous financial years and has achieved profits in the loans and investments segment. However, the profit margins may remain inadequate due to some global economical factors.
Steps taken or proposed to be taken for improvement	The Company focuses on monetization and growth with control on costs has yielded higher margins. The Company shall continue to grow its revenues profitably. The Company has recorded an improved performance during the past few quarters and the outlook remains positive. With a strong relationship and continued support of all business partners, suppliers, customers, bankers, employees etc., the Company is confident of making higher turnover and profits and also believes that this business relationship would

	benefit the Company in the long run and give better growth and prospects in the next coming years.
Expected increase in productivity and profits in measurable terms.	The Company is taking various strategic initiatives to increase its market share, boost its effectiveness, and improve financial performance and growth. Further, The management continues to be cautiously optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute to increased revenues and higher margins.

Expect Mr. Dhananjayan Kakkat Nair, being appointee, Mr. Akhil Nair, Managing Director and Mr. Arun Madhavan Nair, Whole-Time Director and his relatives, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding.

The Board recommends the passing of the resolution as set out in **Item No. 5 as a Special Resolution** for the approval of members.

DATE: March 20, 2026
PLACE: Surat

By the order of the Board
For, MARG TECHNO-PROJECTS LIMITED

REGISTERED OFFICE:
1206, Royal Trade Centre,
Opposite Star Bazar, Adajan
Surat-395009, Gujarat

Sd/-
AKHIL NAIR
MANAGING DIRECTOR
DIN: 07706503

Sd/-
ARUN MADHAVAN NAIR
WHOLE-TIME DIRECTOR
DIN: 07050431

EXTRA ORDINARY GENERAL MEETING INFORMATION AT A GLANCE

Sr. No.	Particulars	Details
1.	Day, Date and Time of EGM	Friday, April 17, 2026
2.	Mode	Video Conference and other audio-visual means (VV/OAVM)
3.	Participation through Video-Conferencing	Members can login from 11:00 AM (IST) on the date of EGM.
4.	Helpline Number for VC participation	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 – 48867000 Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 Marg Techno-Projects Limited Contact No. (0261) 2782501, (0261) 278 2502 Email: margtechno@gmail.com
5.	Submission of Questions	Questions/queries shall be submitted 7 days before the time fixed for EGM i.e. on or before April 11, 2026, by email to Ms. Divya Hiren Shah, Company Secretary at margtechno@gmail.com mentioning name, demat account no./folio number, email ID, mobile number, etc.
6.	Speaker Registration Before EGM	Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at margtechno@gmail.com on or before April 11, 2026. Only those Members who have pre- registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7.	Cut-off date for e-voting	Friday, April 10, 2026
8.	Remote E-voting start time and date	From 09:00 AM (IST) on Tuesday, April 14, 2026
9.	Remote E-voting end time and date	Till 5:00 PM (IST) on Thursday, April 16, 2026
9.	Name, address and contact details of e-voting service Provider	Central Depository Services (India) Limited, Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013 Contact no's.: 1800 21 09911 E-mail Id: helpdesk.evoting@cdslindia.com
10.	Name, address and contact details of Registrar and Transfer Agent	MCS Share Transfer Agent Limited 201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad - 3800 09, Gujarat, India Contact No.: 079-26580461/0462/0463 Email Id: mcsstaahmd@gmail.com

11.	E-mail Registration & Contact updating Process	**Demat shareholders:** Contact respective Depository Participant. **Physical Shareholders:** Contact MCS Share Transfer Agent Limited, RTA of the Company by sending an email request at mcsstaahmd@gmail.com along with signed scanned copy of the request letter providing the e-mail address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate (both side).

COMPANY CONTACT DETAILS

Company	MARG TECHNO-PROJECTS LIMITED
CIN	L69590GJ1993PLC019764
Registered Office	1206, Royal Trade Centre, Opposite Star Bazaar, Adajan, Surat-395009, Gujarat, India
Phone	0261-2782501/278 2502
Email	margtechno@gmail.com
Registrar and Share Transfer Agent	**MCS Share Transfer Agent Limited** 201, Shatdal Complex, Opposite Bata Show Room, Ashram Road, Ahmedabad-380009, Gujarat
E-voting Agency	Central Depository Services Limited (CDSL)
Scrutinizer	**M/s. Bhagat Associates** **Practising Company Secretaries** 2/1417-18, "Urabh House", Hanuman Sheri, Sagrampura, Ring Road, Surat -395002, Gujarat

SPECIAL BUSINESS:

ITEM NO. 1 : TO CONSIDER AND APPROVE AN INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN THE CAPITAL CLAUSE OF THE MEMORANDUM OFASSOCIATION

Resolution: -

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

"**RESOLVED THAT** pursuant to the provisions of Section 61(1)(a) read with Sections 13, 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, enabling provisions of the Articles of Association of the Company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Rs.30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.45,00,00,000/- (Rupees Forty Five Crores Only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each by creation of additional Equity Share Capital of Rs.15,00,00,000/-(Rupees Fifteen Crores Fifty Lakhs only) divided into 1,50,00,000/-(Rupees One Crore Fifty Lakhs only) equity shares of Rs.10/- each and such Equity Shares ranking pari passu in all respects with the existing Equity Shares of the Company in accordance with the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

V. The Authorised Share Capital of the Company is Rs.45,00,00,000/- (Rupees Forty Five Crores Only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

FURTHER RESOLVED THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

SPECIAL BUSINESS:

ITEM NO. 2: TO CONSIDER AND APPROVE AN ALTERATION IN THE OTHER OBJECTS BY ADDITION OF OBJECTS UNDER "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A)" IN CLAUSE 4 (B) OF THE MEMORANDUM OF ASSOCIATION:

Resolution: -

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 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") read with the Companies (Incorporation) Rules, 2014 and other applicable rules and regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanction of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting alterations in the existing Other Object Clause by inserting objects as sub clause No. 47, 48 and 49 after clause No. 46 in Clause 4 (b) of the Memorandum of Association ("the MOA") of the Company as under:

47. To act as a Bharat Bill Payment Operating Unit (BBPOU), Agent Institution, Business Correspondent, or Technology Service Provider under the Bharat Connect (BBPS) framework, as authorized by the National Payments Corporation of India and regulated by the Reserve Bank of India, and to carry on the business of collection, processing, aggregation, and settlement of utility bills, recharges, subscriptions, taxes, insurance premiums, and other financial transactions through digital or physical channels.

48. To design, develop, implement, operate, and maintain fintech platforms, software, and solutions, including but not limited to payment gateways, digital payment systems, wallets, API banking solutions, billing and collection systems, and other financial technology products, and to act as service provider, integrator, aggregator, facilitator, or intermediary relation thereto.

49. To establish, operate, and manage digital and physical infrastructure including mobile applications, web portals, kiosks, point-of-sale devices, and agent or franchise networks for providing payment, collection, and financial technology-enabled services.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolutions as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the board to secure any further consent or approval of the members of the Company."

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to re-appoint Mr. DHANANJAYANKAKKAT NAIR (DIN: 02609192) as a Director of the Company who shall be liable to retire by rotation."."

SPECIAL BUSINESS:

ITEM NO. 3: TO CONSIDER AND APPROVE INCREASE IN REMUNERATION OF MR. AKHIL NAIR (DIN: 07706503), MANAGING DIRECTOR OF THE COMPANY.

Resolution: -

"**RESOLVED THAT** pursuant to the provisions of Sections 117, 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of Marg Techno-Projects Limited (the "Company") and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for increase in remuneration of Mr. Akhil Nair (DIN: 07706503), Managing Director of the Company, with effect from April 01, 2026 as set out in the explanatory statement, which remuneration shall be valid and payable (i) in the event the Company has adequate profits as per the Act, for the remainder of his term; and (ii) in the event that the Company has no profits or has inadequate profits, calculated under Section 198 of the Act in any financial year during his tenure with liberty to the Directors to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Directors and Mr. Akhil Nair, Managing Director.

RESOLVED FURTHER THAT the terms of remuneration as mentioned in the explanatory statement shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the said remuneration comprising salary, perquisites and benefits approved herein be

continued to be paid as minimum remuneration to Mr. Akhil Nair, Managing Director of the Company, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board be and are hereby authorised to vary and/or revise the remuneration payable to Mr. Akhil Nair, Managing Director of the Company within the overall limits as provided in the Explanatory Statement, in accordance with applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution, in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the Company and each member of the Nomination and Remuneration Committee be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

SPECIAL BUSINESS:

ITEM NO. 4: TO APPROVE INCREASE IN REMUNERATION OF MR. ARUN MADHAVAN NAIR (DIN: 07050431), WHOLE-TIME DIRECTOR OF THE COMPANY.

Resolution: -

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 117, 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of Marg Techno-Projects Limited (the "Company") and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for increase in remuneration of Mr. Arun Madhavan Nair (DIN: 07050431), Whole-Time Director of the Company, with effect from April 01, 2026 as set out in the explanatory statement, which remuneration shall be valid and payable (i) in the event the Company has adequate profits as per the Act, for the remainder of his term; and (ii) in the event that the Company has no profits or has inadequate profits, calculated under Section 198 of the Act in any financial year during his tenure with liberty to the Directors to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Directors and Mr. Arun Madhavan Nair, Whole-Time Director.

RESOLVED FURTHER THAT the terms of remuneration as mentioned in the explanatory statement shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the said remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mr. Arun Madhavan Nair (DIN: 07050431), Whole-Time Director of the Company, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board be and are hereby authorised to vary and/or revise the remuneration payable to Mr. Arun Madhavan Nair, Whole-Time Director of the Company within the overall limits as provided in the Explanatory Statement, in accordance with applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution, in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the Company and each member of the Nomination and Remuneration Committee be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

SPECIAL BUSINESS:

ITEM NO. 5: TO APPROVE INCREASE IN REMUNERATION OF MR. DHANANJAYAN KAKKAT NAIR, (DIN: 02609192), WHOLE-TIME DIRECTOR OF THE COMPANY.

Resolution: -

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 117, 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of Marg Techno-Projects Limited (the "Company") and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for increase in remuneration of Mr. Dhananjayan Kakkat Nair (DIN: 02609192), Whole-Time Director of the Company, with effect from April 01, 2026 as set out in the explanatory statement, which remuneration shall be valid and payable (i) in the event the Company has adequate profits as per the Act, for the remainder of his term; and (ii) in the event that the Company has no profits or has inadequate profits, calculated under Section 198 of the Act in any financial year during his tenure with liberty to the Directors to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Directors and Mr. Dhananjayan Kakkat Nair, Whole-Time Director.

RESOLVED FURTHER THAT the terms of remuneration as mentioned in the explanatory statement shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the said remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mr. Dhananjayan Kakkat Nair (DIN: 07050431), Whole-Time Director of the Company, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board be and are hereby authorised to vary and/or revise the remuneration payable to Mr. Dhananjayan Kakkat Nair, Whole-Time Director of the Company within the overall limits as provided in the Explanatory Statement, in accordance with applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution, in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the Company and each member of the Nomination and Remuneration Committee be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."