

Date: February 21, 2025

To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

BSE Scrip Code: 543364

Dear Sir/Madam,

Please be informed that pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approval/ consent of members of the Company is sought through Postal Ballot/ Electronic Voting (“e-voting”) by way of special resolutions for the business set out in the enclosed Postal Ballot Notice dated February 21, 2025.

In this regard, please note that the Company has completed dispatch of the said Notice of Postal Ballot on Friday, February 21, 2025 through email to all the members whose names appeared in the Register of Members/ Record of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, February 14, 2025.

Please find attached postal ballot notice for your reference.

Thanks & Regards,
For Markolines Pavement Technologies Limited

Sanjay Bhanudas Patil
Managing Director
DIN: 00229052



Markolines Pavement Technologies Limited

CIN: L99999MH2002PLC156371

Registered Office: 502, A Wing, Shree Nand Dham, Sector 11, CBD Belapur, Navi Mumbai, Maharashtra, 400614

Email: info@markolines.com **Website:** www.markolines.com **Contract:** +91-22-62661111

NOTICE OF POSTAL BALLOT/E-VOTING

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration Rules), 2014)

Dear Members,

Notice is hereby given that pursuant to the provisions of the Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA") and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Special Businesses set out in this notice as the Special Resolution through Postal Ballot by the members of "**Markolines Pavement Technologies Limited**" ("The Company") only through **remote E-Voting**.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to Section 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reasons thereof is appended herewith for your consideration.

As permitted under the MCA circulars, the Company is sending the Notice in electronic form only. Hence, the Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the members for this postal Ballot and members are required to communicate their assent or dissent through the remote e- voting facility only. In compliance with **Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013** read with the rules framed there under and the MCA Circulars, the Company has extended only the remote E- Voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The Instructions for remote e-voting are appended to this Notice. The members can vote on the resolutions through remote e-voting facility. **Assent (FOR) or dissent (AGAINST) of the members on the resolutions mentioned in the Notice would only be taken through the Remote E-voting system as per the MCA circulars.**

The Company has engaged the Services of Bigshare Services Private Limited ("Bigshare") to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the Bigshare i-Vote E-Voting System. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link <https://ivote.bigshareonline.com> from **Saturday, February 22, 2025, 9:00 A.M (IST) onwards to Sunday, March 23, 2025, 5:00 P.M (IST).**

Members are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on **Friday, February 21, 2025**, has appointed proprietor **M/s. Nikunj Kanabar & Associates, Practicing Company Secretaries**, as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit her report to the Chairman of the Company. Thereafter the results of the Postal Ballot would be announced by the Chairman of the Company, on or before **Tuesday, March 25, 2025** at the

Company's registered office. In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer's report will also be placed on Company's website viz. <https://www.markolines.com/> and shall also be available at the Company's registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Sunday, March 23, 2025.**

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (**only through Remote E-voting**).

SPECIAL BUSINESSES:

ITEM 1: TO APPROVE THE REGULARIZATION OF MR. PRAVEEN SEVANTILAL PANCHAL AS AN EXECUTIVE DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the applicable rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) including any statutory amendment(s) or re-enactment(s) thereof for the time being in force, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) including any statutory amendment(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Praveen Panchal (DIN: 10895449) who was appointed as an Additional (Executive) Director of the Company with effect from January 07, 2025 be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation, for a term of 5 (Five) years commencing from January 07, 2025 till January 06, 2030, on following terms and conditions as specified in Explanatory statement.

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any financial year during the currency of the term of Mr. Praveen Panchal as an Executive Director, the Company incurs loss or its profit is inadequate, the Company shall pay to Mr. Praveen Panchal minimum remuneration by way of salary, allowances and perquisites within the limit specified in Part II of Schedule V of the said Act.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby severally authorized to make necessary entries in the Register of Members, to sign and submit all the necessary documents and papers, to execute and enter all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of appointment of Executive Director of the Company and giving of effect to above resolution.

RESOLVED FURTHER THAT the Chairman & Managing Director or the Company Secretary of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

ITEM 2: TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED (BSE) TO MAIN BOARD OF BSE LIMITED (BSE):

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

Note: In accordance with Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned resolution shall be acted upon if and only if the votes cast by Shareholders other than Promoters in favour of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter shareholders against the proposal.

“RESOLVED THAT pursuant to the provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 277 of the SEBI (ICDR) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under,

including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with BSE Limited (BSE) applicable to small and medium enterprise and subject to the applicable Laws and by-laws and rules and regulations of BSE and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for the purpose of migration of the Company's present listing from **BSE SME Platform of BSE Limited (BSE) to Main Board of BSE.**

RESOLVED FURTHER THAT Mr. Sanjay Bhanudas Patil (DIN: 00229052), Chairman and Managing Director or Company Secretary of the Company, be and hereby severally authorized to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of the Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the company for the purpose of migration of the Company's present listing from SME platform BSE Limited to Main Board of BSE Limited and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

ITEM 3: TO INCREASE THE AUTHORISED SHARE CAPITAL 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 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from existing Rs. 27,00,00,000 (Rupees Twenty Seven Crore Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) each by creating additional 2,30,00,000 (Two Crores Thirty Lakhs) Equity Shares of Rs. 10/- each ranking *pari passu* with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

"V. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- (Rupees Ten Only)."

RESOLVED FURTHER THAT any of the Directors the Company, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution."

**By Order of the Board of Directors
For Markolines Pavement Technologies Limited**

**Sd/-
Sanjay Bhanudas Patil
Managing Director
DIN: 00229052**

Place: Navi Mumbai
Date: February 21, 2025

Registered Office:
502, A Wing, Shree Nand Dham,
Sector 11, CBD Belapur,
Navi Mumbai, Maharashtra - 400614
CIN: L99999MH2002PLC156371

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on February 21, 2025 has appointed M/s. Nikunj Kanabar & Associates, Practicing Company Secretaries, to act as “The Scrutinizer” for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. This Postal Ballot Notice is being sent by e-mail only, to all the Members whose names appeared in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) (“Eligible Members”) as at close of business hours as on i.e., **Friday, February 14, 2025 (“Cut-off Date”)** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs.
4. In terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal Ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Members may note that the Postal Ballot Notice will be available on the website on the Company www.markolines.com and on the website of BIGSHARE.
5. The voting period begins on **Saturday, February 22, 2025, 9:00 A.M (IST) onwards to Sunday, March 23, 2025, 5:00 P.M (IST)**. During this period, shareholders of the Company, holding shares in dematerialised form as on the cut-off date of **February 14, 2025**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-Off date are requested to register their e-mail Ids by sending e-mail citing subject “**Postal Ballot Registration of e-mail Id’s**” to Registrar and share transfer Agent (RTA) of the Company, i.e., Bigshare Services Pvt. Ltd at ipo@bigshareonline.com; investor@bigshareonline.com, ivote@bigshareonline.com or to the Company at company.secretary@markolines.com with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address.
7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
8. The results of the Postal Ballot will be declared on or before Tuesday, March 25, 2025. The results of the Postal Ballot will be hosted on the website of the Company viz. www.markolines.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairperson, or in his absence by such other Director of the company duly authorized or Company Secretary and it will display at Company’s Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.
9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., March 23, 2025.
10. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., February 14, 2025.
11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
12. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.

13. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., March 23, 2025.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with BIGSHARE for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
15. **Bigshare i-Vote E-Voting System**

E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **Saturday, February 22, 2025, 9:00 A.M (IST) onwards to Sunday, March 23, 2025, 5:00 P.M (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **February 14, 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- iii. 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin

	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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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 BIGSHARE and you will be re-directed to i-Vote 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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 22 55 33.
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.com or call at 022-48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013
SETTING OUT MATERIAL FACTS:**

Item No. 1:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Praveen Panchal (DIN: 10895449) as Additional (Executive) Director of the Company for a term of 5 (Five) years with effect from January 07, 2025 to January 06, 2030 (both days inclusive), liable to retire by rotation, subject to the approval of Members of the Company.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Praveen Panchal shall hold office up to the date of the ensuing AGM and is eligible to be appointed as a Director. As per the provisions of Regulation 17(1C) of SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of Three months from the date of appointment, whichever is earlier. The details of Mr. Praveen Panchal are provided below in this Notice.

Mr. Praveen Panchal has through the consent confirmed *inter-alia* that (i) he is not restrained from acting as a Director by virtue of any order passed by SEBI or any regulatory authority and (ii) he is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Praveen Panchal is a person of integrity, possesses relevant experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director of the Company.

Other terms and conditions as to appointment of Mr. Praveen Panchal as an Executive Director of the Company are as follows:

A. Period of Appointment:

Mr. Praveen Panchal is appointed as an Executive Director for a term of 5 years with effect from January 07, 2025 till January 06, 2030.

B. Basic Salary:

Mr. Praveen Panchal will be paid the salary of Rs. 5,00,000/- (Rupees Five Lacs Only) per month or as may be decided by the Board from time to time.

C. Perquisites:

In addition to salary, the above Executive Director will be allowed perquisites as specified in Category a, b and other terms, which are as follows and which forms part and inclusive of basic salary as mentioned in b above:

Category-a:

- i. Housing: Furnished/Unfurnished residential accommodation or house rent allowance up to 10% of the salary in lieu thereof.
- ii. The expenditure incurred by the Company for gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall however be subject to a ceiling of 10% of the basic salary of the Executive Director.
- iii. Medical Reimbursement: The Expenditure incurred for self and family, as decided by the Board from time to time.
- iv. Leave Travel Concession: For self and family, once in a year in accordance with the Rules of
- v. Club Fees: Fees of clubs, subject to maximum of two Clubs. This will not include life membership fees
- vi. Personal Medical/Accident Insurance: Personal Medical/Accident Insurance of an amount, the annual premium of which shall be paid as per the Rules of the Company.

Category-b:

The Executive Director shall also be eligible to the following perquisites which shall not be included in the computation

of the ceiling on remuneration as per provisions of the Companies Act, 2013:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- iii. Encashment of Leave at the end of the tenure.

Other Terms:

- i. The Executive Director is entitled to reimbursement of all actual expenses as per the Rules of the Company including on entertainment and travelling incurred in the course of the Company's business.
- ii. The Executive Director is entitled to avail of fully paid leave as per the Rules of the Company as applicable to the senior executives.
- iii. The Executive Director, subject to the applicable provisions of the Companies Act, 2013, is also eligible for housing loan as applicable in accordance with the Rules of the Company.
- iv. The Executive Director is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the Company's practice, rules and regulation in force from time to time.
- v. The Executive Director is not entitled to payment of any sitting fees for attending the meetings of the Board or of a Committee thereof.
- vi. The appointment shall be terminated by the Company by giving him 6 months' notice or on payment of 6 months' basic salary in lieu thereof and by him by giving 6 months' notice.
- vii. For all other terms and conditions not specifically spelt out above, the provisions of Agreement of Appointment of Executive Director, to be executed between the Company and Mr. Praveen Panchal shall apply.

Minimum Remuneration: In case in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or the profits are inadequate, the Company shall, subject to the approval of the Central Government, wherever required, if any and the provisions of Sections 197 and 198 read with and subject to the conditions and limits specified in the Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s)) pay to the Executive Director basic salary, perquisites and allowances as specified above.

The Board of Directors recommends Special Resolution set forth at Item No.1 of the Notice for approval by the Members.

Except Mr. Praveen Panchal, Director of the Company, none of the Directors and their relatives, none of the promoters, directors, key managerial personnel and their relatives, are considered to be concerned or interested, financially or otherwise, in the passing of above resolution.

ITEM NO. 2:

The Company's shares have been listed on a SME Platform of BSE since **September 27, 2021**, till date.

Our Company is listed on SME platform of BSE for more than **Three** years. As stated in SEBI (ICDR) Regulation, 2018 it is an option to migrate from BSE SME to BSE Main Board. Further, the Company's Operation have been increasing at a rapid pace. In view of increasing business activities and for strong brand building, the Board of Directors in its meeting held on **Friday, February 21, 2025**, has accordingly decided to migrate from BSE SME to BSE Main Board. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Members of the Company. By Migrating on the Main Board the goodwill and the growth of the Company will increase and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (ICDR) Regulations. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Board of Directors of the Company proposes the resolution for your approval as a Special resolution. None of the

Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

Accordingly, the Board of Directors of the Company recommends the Special resolution No. 2 as proposed and set out in the accompanying Notice for approval of the Members in the Interest of the Company through Postal Ballot through remote e-voting.

ITEM NO. 3:

The present Authorised Share Capital of the Company is Rs. 27,00,00,000 (Rupees Twenty Seven Crores Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on February 21, 2025 had accorded its approval for increasing the Authorised Share Capital from existing Rs. 27,00,00,000 (Rupees Twenty Seven Crores Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) to Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crore) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) each by creating additional 2,30,00,000 (Two Crores Thirty Lakhs) Equity Shares of Rs. 10/- each, subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 27,00,00,000 (Rupees Twenty Seven Crores Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) to Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crore) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) each by creating additional 2,30,00,000 (Two Crores Thirty Lakhs) Equity Shares of Rs. 10/- each and the new shares shall be ranking *pari-passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of Directors, accordingly, recommends the passing of Special Resolution as set out at Item Number 3 of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at Item Number 3 of the Notice except to the extent of their shareholding.

**By Order of the Board of Directors
For Markolines Pavement Technologies Limited**

**Sd/-
Sanjay Bhanudas Patil
Managing Director
DIN: 00229052**

Place: Navi Mumbai
Date: February 21, 2025

Registered Office:
502, A Wing, Shree Nand Dham,
Sector 11, CBD Belapur,
Navi Mumbai, Maharashtra - 400614
CIN: L99999MH2002PLC156371

Annexure -1

Pursuant to Regulations 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2, the details of the Directors proposed to be appointed through Postal Ballot process are given below:

Sr. No.	Particulars	Details
1	Name	Mr. Praveen Panchal
2	Designation	Director (Executive Director)
3	DIN	10895449
4	Age	60
5	Date of Birth	02 November, 1964
6	Qualification	Bachelor's degree in Commerce from Pune University
7	Expertise in Specific functional area	Please refer to Item no.1 of the Explanatory Statement.
8	Date of first appointment on Board and number of Board meetings attended	Mr. Praveen Panchal was appointed on Board on January 07, 2025
9	Name of the listed entities from which the person has resigned as a Director in the past three years*	Nil
10	Directorship in other Companies	Nil
11	Chairmanship / Membership of Committees in other Companies	Nil
12	Number of Equity Shares held in the Company	Nil
13	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None
14	Terms and conditions of appointment or reappointment	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto
15	Remuneration last drawn, (including sitting fees and commission) if applicable	Nil
16	Remuneration proposed to be paid	Mr. Praveen Panchal will be paid the salary of Rs. 5,00,000/- (Rupees Five Lacs Only) per month or as may be decided by the Board from time to time
17	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Please refer to Item no. 1 of the explanatory statement