

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of Marsons Ltd will be held on Tuesday, the 26th day of September, 2017 at 11:00 A.M at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements and the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. A. S. Pillai (DIN: 07152155), who retires by rotation and being eligible, offers himself for re-appointment;
3. Appointment of Auditors :-

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. K.M. ROY, Chartered Accountants, (Membership no. 053720), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 42nd Annual General Meeting on a remuneration as may be determined by the Board of Directors of the Company in consultation with the said Auditor subject to ratification of the said appointment every year.”

SPECIAL BUSINESS:

4. To consider and if thought fit to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 94 of the Companies Act, 2013 (‘Act’) read with the Companies (Management and Administration) Rules, 2014 and other applicable statutory / regulatory provisions (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be is an is hereby accorded to keep the Register of Members and Index of Members at the office of the Company’s Registrar and Share Transfer Agents, Maheshwari Datamatics Private Limited at 23 R. N. Mukherjee Road, Kolkata -700 001 or at such other place within Kolkata to which the said Office is shifted;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

Marsons House,
Budge Budge Trunk Road,
Vill.-Chakmir, P.O. Maheshtala,
Kolkata-700 142
CIN:L31102WB1976PLC030676
Phone:033-2212 7189
Fax: 033-2212 7189
E-Mail:info@marsonsonline.com
Website:www.marsonsonline.com
Dated: 02.06.2017

By order of Board
For Marsons Limited

Sd/-
(Sultana Khan)
Company Secretary
ACS44373

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of SEBI (LODR) Regulations, 2015:

a) Sri A. S. Pillai

Name of Director	Mr. A. S. Pillai
Date of Birth	26.10.1950
Date of Appointment	24.12.2015
Qualification	B. Tech.
Experience	Having vast experience as Design engineer in power transformer industry.
Directorship in other Public Limited Companies apart from this Company	Nil
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil

Shares of the company held by Sri A. S. Pillai , own or for other persons on beneficial basis, as on the period 31st March, 2017.

- i) Own – Nil
- ii) On beneficial Basis – Nil

4. Relevant 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 up to the date of the Meeting.
5. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday 20th September, 2017 to Tuesday, 26th September, 2017 (both days inclusive).
6. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the Company at www.marsononline.com

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Maheshwari Datamatics, for consolidation into a single folio.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating material facts relating to the Special Business to be transacted at this AGM is annexed.

Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23.09.2017 from 9.00 A.M and ends on 25.09.2017 till 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 19th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. Record date, attending the meeting who has not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).

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

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant MARSONS LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

11. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 19th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
12. Shri Atul Kumar Labh, Practicing Company Secretary, (FCS-4848) of M/s A. K. LABH & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
13. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM The results declared alongwith the Scrutinizer’s Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company’s Shares are listed, i.e. Bombay Stock Exchange.

Registered Office

Marsons House,
Budge Budge Trunk Road,
Vill.-Chakmir, P.O. Maheshtala,
Kolkata-700 142
CIN: L31102WB1976PLC030676
Phone: 033-2212 7189
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E-Mail:info@marsonsonline.com
Website: www.marsonsonline.com
Dated: 02.06.2017

By order of Board
For Marsons Limited

Sd/-
(Sultana Khan)
Company Secretary
ACS44373

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Register and Index of Members of the Company be kept at the office of Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent (RTA) of the Company, at 6 Mangoe Lane, Kolkata – 700 001, instead of at the Registered Office of the Company.

The RTA has shifted its office to 23 R. N. Mukherjee Road, Kolkata – 700 001 effective November 1, 2016, However, its registered office remains at 6, Mangoe Lane, Kolkata 700 017.

In order to improve the efficiency in the discharge of investor services, it is considered prudent to procure the approval of the Members, for keeping of the Register and Index of Members at the office of the RTA located at 23 R. N. Mukherjee Road, Kolkata – 700 001, in place of 6, Mangoe Lane, Kolkata- 700 001 or at such other place within Kolkata to which the said Office may be shifted.

In terms of Section 94 of the Companies Act, 2013, approval of the members by a Special Resolution is required for the same. The Board recommends the resolution set out at Item No. 4 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

As required, the Register of Companies, West Bengal, will be given in advance a copy of this proposed Resolution.

Registered Office

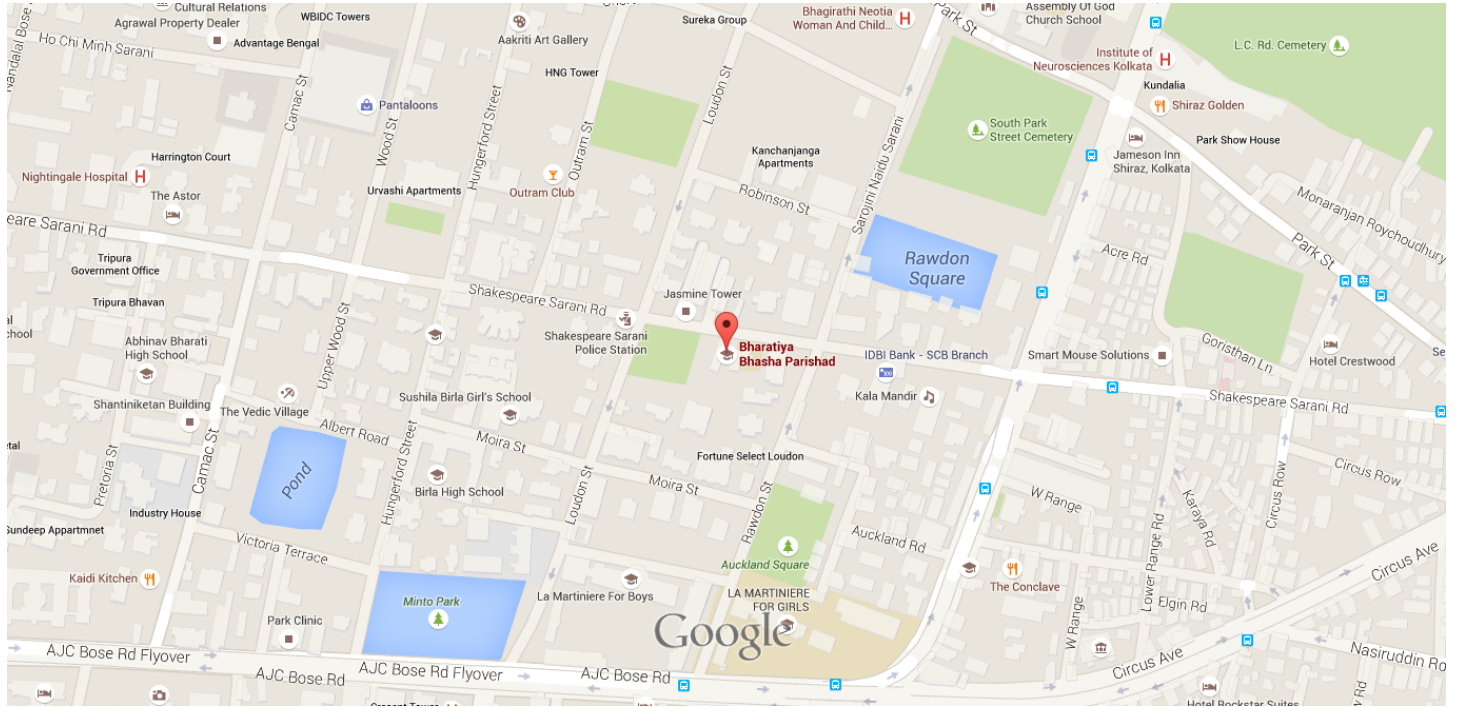
Marsons House,
Budge Budge Trunk Road,
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Website: www.marsonsonline.com
Dated: 02.06.2017

By order of Board
For Marsons Limited

Sd/-
(Sultana Khan)
Company Secretary
ACS44373



Google Bharatiya Bhasha Parishad



Bharatiya Bhasha Parishad

033 2287 9962

Rani Birla Girls College

38, Shakespeare Sarani Rd

Elgin

Kolkata, West Bengal 700017

1 review · College

Map data ©2015 Google 100 m

MARSONS LIMITED

CIN: L31102WB1976PLC030676

Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata- 700142
Telephone: 033- 2492 7244; Fax: 91 33 2492 7244 ; E-mail: info@marsonsonline.com

ATTENDANCE SLIP

Regd. Folio/DP-ID & Client ID	
Name and Address of the Shareholder	
Joint Holder(s)	
No. of shares held	

- 1) I hereby record my presence at the 40th Annual General Meeting of the Company being held on Tuesday, 26th September, 2017, at 11:00 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017.
- 2) Signature of the Shareholder / Proxy Present
- 3) Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
- 4) Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password

MARSONS LIMITED

CIN: L31102WB1976PLC030676

Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata- 700142
Telephone: 033- 2492 7244; Fax: 91 33 2492 6152; E-mail: info@marsonsonline.com

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L31102WB1976PLC030676

Name of the Company: **MARSONS LIMITED**

Registered Office: Marsons House, Budge Budge Trunk Road, Chakmir, Maheshtala, Kolkata- 700142

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We, being the member(s), holding.....shares of the above named company, hereby appoint:

(1) Name..... Address.....
E-mail ID..... Signature.....or failing him/her,

(2) Name..... Address.....
E-mail ID..... Signature.....or failing him/her,

(3) Name..... Address.....
E-mail ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company being held on Tuesday, 26th September, 2017, at 11:00 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1.	Adoption of Audited Financial Statements (Standalone) and Audited Consolidated Financial Statements of the Company for the year ended 31 st March, 2017 and the report of Directors’ and Auditors’ thereon.
2.	Appointment of Director in place of Mr. A. S. Pillai (DIN: 07152155) who retires by rotation and being eligible, seeks re-appointment.
3.	Appointment of Auditors & fixation of their remuneration.
Special Business	
4	To keep the register of members and index of members at other place than the registered office of the Company

Signed this.....day of..... 2017

Signature of Shareholder(s).....

Signature of Proxy holder(s).....



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For the RESOLUTIONS, Explanatory Statement and Notes please refer to the Notice of the Annual General Meeting.

