



Marvel Decor Limited

CIN: L18109GJ1996PLC030870

Regd. Office: Plot No 211, GIDC Phase II, Dared, Jamnagar-361004, Gujarat, India.

E-mail: corporate@marvellifestyle.com; Website: www.marvellifestyle.com,

Tel No: +91 288 2730601/602; Fax: +91 288 2730603

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of the members of Marvel Decor Limited will be held at Registered Office - Plot No. 211, GIDC Phase II, Dared, Jamnagar – 361004, Gujarat, India, on Wednesday, August 14, 2024 at 11:00 AM to transact following business:

SPECIAL BUSINESS:

ITEM NO.1

TO APPROVE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (herein after referred to as the "Companies Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or reenactments thereof for the time being in force) ("SEBI Listing Regulations"), the listing agreement entered into by the Company with Stock Exchange on which the equity shares of the Company are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions, sanctions and consents as may be necessary or required and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities, and while granting such approvals, consents and permissions, which may be agreed to by the Board of Directors of

the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches upto 9,00,000 (Nine Lac Only) fully paid-up equity shares of face value of ₹ 10/- (Ten) each of the company for cash to the persons as mentioned in the explanatory statement at such price not less than the price determined in accordance with Chapter V of SEBI (ICDR) Regulations on preferential basis and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is July 15, 2024 being the date 30 days prior to the date of this Extra Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- A) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- B) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- C) The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- D) the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of ninety trading days from the date of trading approval;
- E) The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- F) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- G) The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.
- H) The Equity Shares will be listed on the National Stock Exchange of India Limited [Emerge Platform] where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER that the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares including reduction of the size of the issue, exclusion of name of any of the proposed allottees who fail to meet any of the eligibility conditions subject to which

this issue is being made, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the shares and listing thereof with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of issue proceeds, sign all such documents and undertakings as may be required and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.

By order of the Board
Marvel Decor Limited

Place: Jamnagar
Date: July 18, 2024

Sd/-

Ashok R. Paun
Chairman & Managing Director
DIN: 01662273

Note:

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act a Proxy on behalf of Members not exceeding fifty in numbers 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 for his/her entire shareholding and such person shall not act as a Proxy for another person or shareholder.
3. The Cutoff date (Record Date) for attendance of Extraordinary General Meeting and voting thereat shall be August 07, 2024.
4. A member desirous of getting any information on the agenda item or operations of the Company is required to forward his/her queries to the Company at least 10 days prior to the meeting so that the required information can be made available at the meeting.

5. 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 representatives to attend and vote on their behalf at the Meeting.
6. Members / Proxies are requested to bring the attendance slip duly filled in for attending the meeting.
7. Members who are yet to register their e-mail address with the Company or with the depository are once again requested to register the same.
8. To ensure correct and easy identity of each member and proxy holders attending meeting is expected to bring with him/her Client ID and DP ID numbers and an appropriate ID document like Driving License, Passport, Voter ID card, etc.
9. Members are requested to send all communications relating to shares to the Company's Share Transfer Agent to **M/s. Bigshare Services Private Limited**, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra, India, **Tel:** +91 22 62638200, **Fax:** +91 22 62638299, E-mail: bssahd@bigshareonline.com, Website: www.bigshareonline.com.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the company.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 AM to 05:00 PM) on all working days except Sunday, up to and including the date of the Extraordinary General Meeting of the Company.
12. Notice of Extraordinary General Meeting is being sent to those shareholders / beneficial owners, whose names were, appearing in the register of the members / list of beneficiaries received from the depositories as on July 12, 2024. Further, the Notice of EGM is being sent through e-mail to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on abovementioned date and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("RTA"). However, if any member desire to get physical copy of Notice can send his / her request on corporate@marvellifestyle.com. Further, physical notice is being sent to the shareholders whose Email Id is not registered.
13. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address:corporate@marvellifestyle.com.

14. The name and address of the Stock Exchange where the Company's Shares are listed, is given below:
- NSE EMERGE**
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051
15. The Notice calling the EGM has been uploaded on the website of the Company under investor section at <https://marvellifestyle.com/preferential-issue/>. Same can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at <https://www.nseindia.com/> respectively.
16. The route map showing directions to reach the venue of the EGM is provided at the end of this Notice.
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. In line with SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id, Bank details including bank name, bank account number, branch details, MICR code and IFSC code and such other information to the Company's Registrars and Transfer Agent i.e. **M/s. Bigshare Services Private Limited**, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra, India, **Tel:** +91 22 62638200, **Fax:** +91 22 62638299, E-mail: bssahd@bigshareonline.com, Website: www.bigshareonline.com.
19. Members are requested to intimate changes, if any, pertaining to name, postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs in case shares are held by them in electronic form and to the Company / Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 in case shares are held by them in physical form.
20. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise

the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

21. Nomination facility is available for the Members as per Section 72 of the Act. Members of the Company have an option to nominate any person as their nominee to whom your shares shall vest in the unfortunate event of their death. It is advisable to avail this facility, especially by the Members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission of shares by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to Depository Participant (DP).
22. 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 RTA, for consolidation of such multiple folios into a single folio.
23. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; subdivision / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
24. The Board of Directors of the company has appointed Mr. Nandish S Dave, Practicing Company Secretary, Jamnagar as Scrutinizer for fair voting process at ensuing Extraordinary General Meeting. Voting results shall be placed on the website of the company upon receipt of scrutiniser's report.

ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated July 18, 2024.

Item No. 1

In accordance with Sections 23 (1) (b), 42 and 62 (1) (c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, and other applicable Regulations, approval of members of the Company by way of special resolution is required to issue shares of the company on a preferential basis.

The Board, pursuant to its resolution dated July 18, 2024, has approved the proposed Preferential Issue of upto 9,00,000 (Nine Lac) equity shares of face value ₹ 10/- at a price of ₹ 115/- (Rupees One Hundred and Fifteen) per Equity Share (including premium of ₹ 105/- per Equity Share) (“Issue Price”) for a cash consideration, and consequently, recommends the resolution as set out above to be passed by the Members through a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the SEBI ICDR Regulations is ₹ 111.99/- (Rupees One Hundred and Eleven & Ninety-Nine Paise) per Equity Share.

The disclosures in accordance with the Act and ICDR Regulations and other applicable provisions of law, are as follows:

a) Particulars of the offer including date of passing of Board resolution and material terms of issue of securities:

The proposed preferential offer of equity shares of the company comprising of upto 9,00,000 (Nine Lac) fully paid-up equity shares of face value of ₹ 10/- (Ten) each of the company for cash consideration to the persons as mentioned herein. The proposal was approved by the Board at its meeting held on July 18, 2024.

The offer price is fixed at ₹ 115/- (including premium of ₹ 105/-) per equity share being a price not less than the floor price as determined in accordance with Chapter V of ICDR Regulations.

b) Objects of the Issue:

The object of the issue is to raise funds for the purpose of New Product Addition and Expansion in Project Business, Working Capital Purpose and for General Corporate Purposes.

(i) Utilization of Issue Proceeds:

Sr. No.	Particulars	Total estimated amount to be utilized	Timelines for Utilisation of Funds
1.	New Product Addition and Expansion in Project Business	₹ 6.50 Crore	By December 2025
2.	Working Capital Purpose	₹ 1.35 Crore	By March 2025
3.	General Corporate Purposes	₹ 2.50 Crore	By December 2025

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.

(ii) Interim Use of Issue Proceeds:

Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit with scheduled commercial banks or deploy funds for such business opportunities as may be allowed by the Board from time to time.

(iii) Monitoring of utilisation of funds:

Given that the issue size does not exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), there is no mandatory requirement of appointment of a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency") as required under Regulation 162A of the SEBI ICDR Regulations.

c) Maximum number of Equity Shares to be issued and the price:

The Company proposes to issue and allot upto 9,00,000 fully paid-up equity shares of face value of ₹ 10/- each of the Company at a price of ₹ 115/- (including a premium of ₹ 105/-) per equity share, aggregating upto to ₹ 10,35,00,000/- (Rupees Ten Crore Thirty-five Lac only) such share price being not less than the minimum price as determined in accordance with Chapter V of ICDR Regulations ("Floor Price").

d) Basis or justification for price (including premium, if any) has been arrived at:

Regulation 164 of the ICDR Regulations prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164, the minimum price of the shares shall be the higher of:

- (a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; and

(b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The Equity Shares of the Company are listed on the Emerge Platform of National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations. As the company is listed on Only one Stock Exchange i.e. National Stock Exchange of India Limited [Emerge Platform], the same has been considered for computation of price per equity share.

Further, the Articles of Association of the Company do not provide for a method of determination of the floor price for equity shares.

As per the pricing formula prescribed under Regulation 164 of the ICDR Regulations, the minimum price at which the Equity Share can be issued is ₹ 111.99 per Equity Share. The Company proposes to issue the Equity Share at an issue price of ₹ 115/- (including premium of ₹ 105/-) per Equity Share, which is not less than the minimum price computed in accordance with Regulation 164 of the ICDR Regulations.

e) Relevant date:

In terms of the provisions of Chapter V of the ICDR Regulations, Relevant Date for determining the floor price for the preferential issue is July 15, 2024, being the date 30 days prior to this Extra-Ordinary General Meeting on which this special resolution is proposed to be passed.

f) Amount which the Company intends to raise by way of such securities/ size of the issue:

Intended size of the issue is ₹ 10,35,00,000/- (Rupees Ten Crore Thirty-five Lac only) which is arrived on the assumption that all the proposed allottees are eligible and shall subscribe fully to their entitlement proposed under this issue.

g) Principal terms of assets charged as securities:

Not applicable

h) Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:

The preferential issue, if approved, is proposed to be made to the following person:

Sr. No.	Name of Proposed Allottee	Category
1.	Ms. Prabha Mohta	Non-Promoter
2.	Mr. Jatinder Agarwal	Non-Promoter
3.	Ms. Ishpreet Batra	Non-Promoter
4.	Mr. Arun Kumar Ganeriwala	Non-Promoter

The proposed allottees are non-promoters and such status shall not undergo any change post preferential allotment of shares to them.

i) Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

None of the Directors or Key Managerial Personnel, Senior Management of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue.

j) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Not Applicable.

k) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

l) Timeframe within which the preferential issue shall be completed:

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

m) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:

Sr. No.	Name of Proposed Allottee	Category	Maximum No. of Equity Shares proposed to be Issued	Name of the Ultimate Beneficial Owner, if any
1.	Ms. Prabha Mohta	Non-Promoter	2,00,000	Not applicable as allottees are individual
2.	Mr. Jatinder Agarwal	Non-Promoter	4,65,000	
3.	Ms. Ishpreet Batra	Non-Promoter	35,000	
4.	Mr. Arun Kumar Ganeriwala	Non-Promoter	2,00,000	

n) Name of the proposed allottees and Percentage of post preferential issue capital that may be held by the proposed allottee and change in control, if any, in the company that would occur consequent to the preferential issue:

Details of shareholding of proposed allottees in the Company, prior to and after the proposed preferential issue, are as under

Sr. No.	Name of the proposed allottee	Pre-Preferential holding		Post-Allotment of Shares pursuant to the preferential Issue	
		No. of Equity held	Percentage	No. of Equity held	Percentage
1.	Ms. Prabha Mohta	0	0.00	2,00,000	1.11
2.	Mr. Jatinder Agarwal	0	0.00	4,65,000	2.59
3.	Ms. Ishpreet Batra	2,000	0.01	37,000	0.21

4.	Mr. Arun Kumar Ganeriwala	0	0.00	2,00,000	1.11
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There shall be no change in the Management or control over the Company pursuant to the aforesaid preferential issue. All the proposed allottees falls under non-promoter category.

o) Lock-in Period:

The shares to be issued under this preferential issue to the proposed allottees shall be locked-in for a period of 6 months from the date of trading approval from the stock exchanges as specified under the Regulation 167 of Chapter V of ICDR Regulations. The entire pre-preferential allotment shareholding of the proposed allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval from the Stock Exchange, as per the ICDR Regulations. If the lock in does not commence from the relevant date, the proposed allottee having pre-preferential holdings have not sold any shares of the company from the relevant date till the date of commencement of lock-in. Further, the company shall extend the pre-preferential lock-in, whenever required in order to comply with the Regulation 167 (6) of the ICDR Regulations, 2018 and amendments thereof.

p) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2024-25.

q) The Company hereby undertakes that:

- (a) It would re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so;
- (b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee;
- (c) Neither the Company, nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower;
- (d) None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;
- (e) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
- (f) The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations.

r) Other disclosures:

- The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India.
- As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable.

s) Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Particulars	Pre-Issue [As on 12-07-2024]		Post-Issue	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	<u>Promoters / Promoters Group's holding</u>				
1	Indian				
(a)	Individuals	12424140	72.91	12424140	69.25
2	Foreign - NRI	-	-	-	-
	Foreign - Others	-	-	-	-
	Total Shareholding of Promoter and Promoter Group	12424140	72.91	12424140	69.25
B	<u>Public Shareholding</u>				
1	Institutions	-	-	-	-
2	Non-Institutions				
(a)	Individuals	3233460	18.98	4133460	23.04
(b)	Non-Resident Indians	23500	0.14	23500	0.13
(c)	Bodies Corporate	1096340	6.43	1096340	6.11
(d)	Clearing Member	162000	0.95	162000	0.90
(e)	Hindu Undivided Family	100700	0.59	100700	0.56
	Total Public Shareholding	4616000	27.09	5516000	30.75
	GRAND TOTAL	17040140	100.00	1,79,40,140	100.00

Note: Post issue holding of all other shareholders, except the proposed allottees has been assumed to remain the same.

t) Certificate:

A certificate from N S Dave & Associates, Practicing Company Secretaries, [CP: 13946] certifying that the proposed preferential issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on website of the Company at <https://marvellifestyle.com/preferential-issue/>.

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of Shares to the proposed allottees on preferential basis is being sought by way of a Special Resolution as set out in this Notice.

Issue of the Subscription Shares pursuant to the preferential issue would be within the authorised share capital of the Company.

The Board believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in the said resolution.

By order of the Board
Marvel Decor Limited

Place: Jamnagar
Date: July 18, 2024

Sd/-

Ashok R. Paun
Chairman & Managing Director
DIN: 01662273

Route Map for EGM:

Address: Plot No 211 GIDC Phase II, Dared Jamnagar-361004, Gujarat, India



Marvel Decor Limited

CIN: L18109GJ1996PLC030870

Regd. Office: Plot No. 211, GIDC Phase II, Dared, Jamnagar - 361004, Gujarat, India

E-mail: corporate@marvellifestyle.com; | **Tel:** +91 288 2730601, **Fax:** +91 288 2730603

Form No. MGT-11 - Proxy Form

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

Extra Ordinary General Meeting of Marvel Decor Limited

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

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

Name	:-	
Address	:-	
E-mail Id	:-	
Signature	:-	

Or failing him/her

Name	:-	
Address	:-	
E-mail Id	:-	
Signature	:-	

Or failing him/her

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 Extra Ordinary General Meeting of the company, to be held on **Wednesday, August 14, 2024 at 11:00 AM** at Plot No. 211, GIDC Phase II, Dared, Jamnagar - 361004, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote	
		For	Against
1.	To approve Issuance of Equity Shares on Preferential Basis		

Signed this..... day of..... 2024

Signature of Shareholder:

Signature of Proxy holder

Affix Revenue Stamp

Note: 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 prior to the commencement of AGM.

Marvel Decor Limited

CIN: L18109GJ1996PLC030870

Regd. Office: Plot No. 211, GIDC Phase II, Dared, Jamnagar - 361004, Gujarat, India

E-mail: corporate@marvellifestyle.com; | **Tel:** +91 288 2730601, **Fax:** +91 288 2730603

Attendance Slip

(To be presented at the entrance)

I / we hereby record my / our presence at the **Extra Ordinary General Meeting** of the Members of the Company to be held on **Wednesday, August 14, 2024 at 11:00 AM** at Plot No. 211, GIDC Phase II, Dared, Jamnagar - 361004, Gujarat, India.

DP ID	:	
Registered Folio No.	:	
Client ID	:	
No. of Shares	:	
Name of the Member	:	
Address	:	
Joint holder-1	:	
Joint holder-2	:	

Name of Member / Proxy
(in Block letters)

Signature of
Member / Proxy

Note:

1. Please fill in the name, sign this attendance Slip and deposit the same as per direction of the Company officials at the venue of Meeting.
2. Request you to show your one of Govt. approved Id proof to company officials, for identification purpose.