

NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT FIFTH ANNUAL GENERAL MEETING OF THE MEMBER OF M/S. MARCELLUS INVESTMENT MANAGERS PRIVATE LIMITED TO BE HELD ON FRIDAY THE 29th SEPTEMBER 2023 AT 12.00 NOON VIA VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS.

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a. The Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and**
- b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.**

To consider and if though fit, to pass with or without modification(s), the following resolutions as an ordinary resolution

“RESOLVED THAT the audited standalone Financial Statement of the Company for the financial year ended March 31, 2023, and the report of the Board of Directors and Auditors thereon as circulated to the members, be and are hereby considered and adopted.”

RESOLVED THAT the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2023, and report of Auditors thereon as circulated to the members, be and are hereby considered and adopted.”

SPECIAL BUSINESS:

2. To approve the grant of employee stock option to employees of subsidiary of the Company.

To consider and if though fit, to pass with or without modification(s), the following resolutions as a special resolution.

“RESOLVED THAT pursuant to section 62 of the Companies Act 2013 and Rule 12 of the Companies (Share Capital and Debenture) rules, 2014 the shareholders be and hereby approve the grant of option to the employees of the subsidiaries of Company.

RESOLVED FURTHER THAT the shareholders grant power to any of the Director or Company Secretary of the Company to take necessary action to give effect to this resolution.”

By Order of the Board of Directors

**Sd/-
Rashmi Chauhan
Company Secretary
Membership No: A43297**

**Place: Mumbai
Date: 7th September 2023**

NOTES

1. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with company or the R & T Agent or with the Depository Participant(s). The company possess all registered email id of the Members.
2. The Ministry of Corporate Affairs (MCA) has vide its circular dated May 05, 2022 read with circulars dated May 05, 2020, 8th April, 2020 and 13th April, 2020 and 28th December 2022 (collectively referred to as 'MCA Circulars'), permitted convening the General Meeting ("Meeting") through VC / OAVM without the physical presence of the Members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars the Meeting of the Company is being held through VC and notice to all the members is being given only through e-mails registered with the Company. The deemed venue for the AGM shall be the Corporate Office of the Company. Detailed instructions to attend, participate and vote at the meeting through VC is mentioned above.
3. Pursuant to the provisions of the Companies Act 2013 ('the Act'), a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf at meeting and a proxy need not be a member of the Company. Since this meeting is being held through VC /OAVM pursuant to the MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the meeting and hence the Proxy Form is not annexed hereto.
4. Corporate members intending to authorize their representative(s) to attend the meeting are requested to send to the Company vide an email at the designated email address provided in Annexure 1, a certified true copy of the relevant Board Resolution authorizing their representatives to attend and vote on their behalf at meeting.
5. Members/ Representatives attending the meeting through VC /OAVM would be considered for the purpose of quorum under Section 103 of the Act, and accordingly there is no requirement of attendance slip for the meeting and hence not annexed hereto.
6. Since the Meeting will be held through VC/OAVM the route map of the venue of the Meeting is not annexed hereto.
7. Members seeking any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company on or before September 29, 2023, through email marked to rashmi@marcellus.in and companysecretary@marcellus.in . The same will be replied by the Company suitably.
8. Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts with related party and contracts and bodies etc. in which Directors are interested are available electronically for inspection by the members during the meeting. Members seeking to inspect through e-mode is required to notify the Company Secretary on or before September 29, 2023, through email marked to rashmi@marcellus.in and companysecretary@marcellus.in.

ANNEXURE 1

Members are requested to note the following in accordance with the MCA circulars:

1. The meeting through videoconference would be conducted through “Microsoft Teams “which enables two-way audio and video conference. Members are requested to join the meeting using the link which will be separately sent to all the members.
2. The link to join the meeting shall be active from 11.45 AM onwards on the day of the meeting and will be active till 1.15 P.M.
3. E-mail address of the Company Secretary of the Company i.e., CS Rashmi Chauhan email id. rashmi@marcellus.in and companysecretary@marcellus.in is designated for correspondences / voting and all other purposes related to the meeting.
4. In the event of demand for poll at the meeting, members shall send their votes by email from their email address which is registered with the company and shall only be sent to the designated email address mentioned in point no. 3 above.
5. For any assistance before or during the meeting, members may contact CS Rashmi Chauhan at +91 9022954236.



MARCELLUS INVESTMENT MANAGERS PRIVATE LIMITED

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

Employee stock options is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/plan.

Your company's Employee Stock Option Plan is intended to reward the employees performing par excellence, as an incentive to attract and retain the best available talent, to ensure long-term commitment to the Company, to encourage individual ownership of the Company by such Employees recognized, to motivate them to contribute to the growth and development of the Company and thereby to achieve the ultimate objective of enhancing the enterprise value of the Company.

Your Company believes in rewarding not only the employee of the Company but it's Subsidiaries as well for their continuous hard work, dedication and support, which has led the Company on the growth path.

Hence the Company seeks approval of the Shareholders for grant of Stock Options to the eligible employees of its Subsidiary/ies, if any, as may be decided by Board from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder) and other applicable laws and regulations.