

Date: 05th February, 2025

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001
Through: BSE Listing Centre
Script Code: 526891

Sub: : Intimation of Postal Ballot Notice for appointment of Mr. Kirit Dhirajlal Vadalia (DIN: 01961973) as a Non - Executive Independent Director.

Dear Sir/ Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for appointment of Mr. Kirit Dhirajlal Vadalia (DIN: 01961973) as a Non - Executive Independent Director.

Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, January 31, 2025, seeking their approval as set out in the Notice.

The e-voting period will commence from Monday, 10th February 2025, at 09.00 A.M. (IST) and will end on Tuesday March 11, 2025 at 5:00 P.M (IST). We hereby request you to take the above information on your record.

Thanking you,

Yours sincerely,

For Market Creators Limited

KALPESH
JAYANTILAL
SHAH

Digitally signed by KALPESH
JAYANTILAL SHAH
Date: 2025.02.05 12:40:01
+05'30'

KALPESH JAYANTILAL SHAH

Whole-time director

DIN: 00051760

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules of the Companies (Management and Administration) Rules, 2014 as amended from time to time and applicable circulars issued by Ministry of Corporate Affairs from time to time)

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies(Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), the Secretarial Standard-2 (SS-2)on General Meeting issued by the Institute of Company Secretaries of India (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time) and the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020,General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23,2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5,2022, 11/2022 dated December 28, 2022 and General Circular Nos. 9/2023 dated September 25, 2023along with General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars") and other applicable laws and regulations, the Resolutions appended below are proposed to be passed by the Members of the Company by way of Postal Ballot only through voting by electronic means ("remote e-voting").

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice along with E-Voting Instructions ("Notice") only by email to all its Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") MUFG Intime India Pvt Ltd /Depositories as on Friday, January 31, 2025 on or before 5:00 p.m. (IST) ("Cut-off Date"). Accordingly, no physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is being sent to the Members. The communication of the assent or dissent of the Members shall take place only through the remote e-voting system. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the notes to receive this Notice. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

The Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the below Resolution setting out the material facts and the reasons thereof together with the instructions for voting are provided in the notes here in below for your consideration.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide remote e-voting facility. For further information, please refer to the notes in this Notice.

The e-voting period commences on Monday, February 10, 2025 (9:00 a.m. IST) and concludes Tuesday, March 11, 2025(5:00 p.m. IST).

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Ms. Heena Patel, Practicing Company Secretary, (ICSI Membership No ACS-40323, CP-16241), as Scrutinizer to scrutinize the postal ballot process and votes cast (through remote e-voting) in a fair and transparent manner.

On completion of the scrutiny of e-voting, the Scrutinizer will submit his report to the Chairman of the Company, or any other person of the Company authorized by him within prescribed timelines. The results of the Postal Ballot will be declared within two working days from the closure of electronic voting and on declaration along with the Scrutinizer's Report will be communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.evotingindia.com), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website: www.sharemart.co.in The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

SPECIAL BUSINESS

Item No: 1

To appoint Mr. Kirit Dhirajlal Vadalia (DIN: 01961973) as Non-Executive Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT Mr. Kirit Dhirajlal Vadalia (DIN: 01961973) who was appointed as an Additional Director (Non - Executive Independent Director) of the Company in the duly held Board Meeting as on December 13, 2024, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof or the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended and the Articles of Association of the Company, Mr. Kirit Dhirajlal Vadalia (DIN: 01961973), who meets the criteria to appoint as an independent Director as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, who is not liable to retire by rotation, for a term of 5 (Five) consecutive years commencing from December 13th, 2024 to December 12th, 2029 (both days inclusive) subject to approval of members of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary & Compliance Officer of the Company be and is hereby authorized severally to sign and file necessary form/s (including eForm/s) with R.O.C. Office and to do all acts, deeds and things as may be necessary or desirable to give effects to this Resolution or incidental thereto."

Place: Vadodara
Date: 01/02/2025

By Order of the Board of Directors
MARKET CREATORS LTD

Registered office :
Creative Castle, 70 Sampatrao Colony Off Productivity Road,
Vadodara-390005
CIN: L74140GJ1991PLCO16555
Email : info@marketcreators.net

Mr. Kalpesh Jayantilal Shah
Whole-time Director
DIN: 00051760

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the business set out at Resolution No. 1 in the Postal Ballot Notice dated February 03, 2025 is annexed hereto and forms part of Postal Ballot Notice.
2. In compliance with the provisions of Sections 102, 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide voting by electronic means ('remote e-voting') facility to the Members, to enable them to cast their votes electronically. The Company has appointed Central Depository Services (India) Limited for facilitating remote e-voting facility to its Members, as the authorized e-voting agency. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, this Notice is being sent only by e-mail to all the members whose e-mail IDs are registered with the Company, Depositories, Depository Participants ('DP'), Registrar and Transfer Agent MCS Share Transfer Agent Ltd and whose name appear in the register of members/ list of beneficial owners as on close of the working hours on **Friday, January 31, 2025 ('Cut-off Date')**. The physical copy of the Postal Ballot Notice is not being sent to the Members for this Postal Ballot. It is however, clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depository) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified. Any person who is not a Member as on Cut-off date should treat the Postal Ballot Notice for information purpose only.
3. Shareholders whose email IDs are not registered, are requested to avail the facility provided by MUFG Intime India Private Limited to register their email address along with mobile number and bank account details. Shareholders may note that this notice is also available on the Company's website at www.sharemart.co.in as well as on CDSL website at www.evotingindia.com.
4. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on **Friday, January 31, 2025** (Cut-Off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
5. The e-voting period commences on **Monday, February 10, 2025, at 9:00 A.M. (IST) and ends on Tuesday, March 11, 2024 at 5:00 P.M (IST)** and shall be kept open for 30 days continuously. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. **Friday, January 31, 2025**, may cast their vote by e-voting. The e-voting module shall be disabled after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Tuesday, March, 11, 2025. Further, all the resolutions passed



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through this postal ballot shall be deemed to have been passed by the members at a General Meeting.

7. The documents referred to in Explanatory Statement will be available for inspection. Members seeking to inspect the same can send an email to info@marketcreators.net

8. **Instructions for Members for voting electronically are as under:**

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

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

(i) The voting period begins on **Monday, 10th February, 2025 (9.00 a.m. IST) and ends on Tuesday, 11th March, 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 (record date) **Friday, January 31, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e- Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method | |
|---|--------------|---|
| Individual Shareholders holding securities in | 1) | Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested |

| | | |
|---|----|--|
| Demat mode with CDSL Depository | | to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab. |
| | 2) | After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. |
| | 3) | If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. |
| | 4) | Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | 1) | If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| | 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 digitdemat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e- Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in | | 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 |

| | |
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| demat mode) login through their Depository Participants (DP) | will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|---|--|

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

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

a. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | |
|--|--|
| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
| PAN | Enter your 10-digit alpha-numeric * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as Recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

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

- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant MARKET CREATORS LTD on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@marketcreators.net (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at vadodara@linkintime.co.in. Members may follow the process detailed below for availing other services from RTA:

| Type of Holder | Process to be followed | |
|----------------|---|--------------|
| Physical | For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, MUFG Intime India Private Limited, either by email to vadodara@linkintime.co.in or by post to C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,), Mumbai City, Mumbai, Maharashtra, India, 400083 | |
| | Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode | Form ISR - 1 |
| | Update of signature of securities holder | Form ISR - 2 |
| | For nomination as provided in the Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014 | Form SH-13 |
| | Declaration to opt out | Form ISR-3 |
| | Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee | Form SH-14 |
| | Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form | Form ISR - 4 |
| | The forms for updating the above details are available at https://sharemart.co.in/ent/investors-desk | |
| Demat | Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP. | |



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SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA MUFG Intime India Private Limited at vadodara@linkintime.co.in. The forms for updating the same are available at <https://sharemart.co.in/ent/investors-desk>

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE COMPANIES ACT, 2013') IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE OF MARKET CREATORS LTD

Special Resolution No. 1

APPOINTMENT OF MR. KIRIT DHIRAJLAL VADALIA (DIN: 01961973) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The following Statement sets out all material facts relating to the Special Business item no. 1 as mentioned in the Notice:

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on December 13, 2024, appointed Mr. KiritDhirajlalVadalia (DIN: 01961973) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five (5) years with effect from December 13, 2024, to December 12, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- (viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with MARKET CREATORS LTD or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

Regd. & Corporate Office : "Creative Castle" 70, Sampatrao Colony, Opp. Masonic Hall, Productivity Raod, Baroda - 390 007.
Ph. : +91 265 2354075 Fax : +91 265 2340214 E-mail : info@marketcreators.net, www.sharemart.co.in CIN: L74140GJ1991PLCO16555

● Equities ● Derivatives Equity ● Commodities & Currency ● Commodities ● Merchant Banking ● IPO ● Mutual Fund

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. KiritDhirajlalVadalia.

In the opinion of the Board, Mr. KiritDhirajlalVadalia fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. KiritDhirajlalVadalia’s background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- He has vast international experience in sales, marketing and general management.
- He has deep knowledge and expertise in business operations, marketing.

The resolution seeks the approval of members for the appointment of Mr. KiritDhirajlalVadalia as an Independent Director of the Company from December 13, 2024, to December 12, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. KiritDhirajlalVadalia as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. KiritDhirajlalVadalia, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

| | |
|--|--|
| Name of Director | Mr. Kirit Dhirajlal Vadalia |
| DIN | 01961973 |
| Date of Birth | 04/03/1963 |
| Expertise in specific functional Area / Experience | He is Expert in Steel business & Industrial Park Developer. |
| Qualification | Bachelor’s degree in Commerce from Maharaja Sayajirao University of Vadodara |
| Terms and Conditions of appointment | As per the resolution in Item no. 1 of this Notice read with the explanatory statement thereto |
| Number of Meetings of the Board attended during the year 2024-2025 | NIL |
| Date of first appointment on the Board | 13/12/2024 |
| Directorship of other listed companies as of date | 0 |
| Chairman/ Member of Committees (including Audit Committee & Stakeholder Committee) | Nil |
| No of shares held in the Company | Nil |
| Remuneration sought to be paid. | Nil |
| Remuneration last drawn | Nil |
| Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company | Mr. Kirit Dhirajlal Vadalia is not related to any of the Directors of the Company. |



Market to better the best

MARKET CREATORS LIMITED

*Note: The Directorship & Membership mentioned above do not include Membership of Private Limited Company and this Company itself.

Place: Vadodara
Date: 30/01/2025

By Order of the Board of Directors
MARKET CREATORS LTD

Registered office :
Creative Castle, 70 Sampatrao Colony Off Productivity Road,
Vadodara-390005
CIN: L74140GJ1991PLCO16555
Email : info@marketcreators.net

Mr. Kalpesh Jayantilal Shah
Whole-time Director
DIN: 00051760