

NOTICE FOR THE 28th ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that the 28th (Twenty Eighth) Annual General Meeting ('AGM') of the Members of **Manba Finance Limited** will be held on **Monday, September 09, 2024 at 03:00 p.m.** (Indian Standard Time) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') facility, to transact with or without modification, as may be permissible, the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2024 together with the Director's Report and Auditor's Report thereon and in this regard, pass the following resolution as an Ordinary Resolution :

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March 2024 and the Reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a Director in place of Mrs. Nikita Shah (DIN: 00171306), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Nikita Shah (DIN: 00171306) who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. To re-appoint Mr. Abhinav Sharma (DIN: 07641980) as an Independent Director of the Company for second term of five years.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Abhinav Sharma (DIN: 07641980) be and is hereby re-appointed as an Independent Director of the Company for a second term of five years, with effect from September 25, 2024 up to September 24, 2029, and whose office shall not be liable to retire by rotation



RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For Manba Finance Limited**

BJ Bhatta


**Mrs. Bhavisha Jain
Compliance Officer and Company Secretary**

Date: 02.09.2024

Place: Mumbai

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business with respect to Item 3 forms part of this Notice.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 9/2023 date September 25, 2023, read with circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and other applicable circulars as issued by Securities and Exchange Board of India ("SEBI") (collectively referred to as "Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM in line with MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and attendance Slip are not annexed to this Notice.
4. In terms of the provisions of Section 152 of the Companies Act, 2013, Mrs. Nikita M. Shah is liable to retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended her re-appointment.
5. In accordance with the Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards -1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM is being held through VC/OAVM, the Route Map is not annexed to this Notice.
6. A statement providing additional details of the Directors seeking appointment/ re-appointment as set out in Item No. 2 and 3 of the Notice is annexed herewith as required under SS-2 on General Meetings issued by ICSI.
7. The Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at www.manbafinance.com.
8. Members who have not registered their email addresses so far are requested to register their email addresses for receiving all communication including Annual report, Notices, and circulars etc. from the Company electronically by sending email to secretarial@manbafinance.com.
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



10. All documents referred to in the accompanying notice shall be available for inspection in electronic form during normal business hours on all working days (Monday to Friday) up to the date of the AGM. Members seeking to inspect such documents can send an email to secretarial@manbafinance.com.
11. A Corporate Member intending its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send at secretarial@manbafinance.com before attending general meeting, a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
12. Members who are present in meeting through video conferencing facility can cast their vote at the AGM. Members are requested to keep their Video ON at the time of voting to enable the Company to ascertain the votes cast on business transacted at the AGM. In case a Poll is demanded on any item, Members shall convey their Vote by sending e- mail to secretarial@manbafinance.com.
13. Instructions for joining the AGM through VC/ OAVM are as follows:
 - a. Members/ participants will receive an e-mail for joining the meeting through Zoom with date and time of the meeting.
 - b. At the bottom of the e-mail, there will be an option to Join Zoom Meeting. Click on the said link.
 - c. Download the Zoom app on your PC/tablet/Phone (if not done earlier) and keep it ready.
 - d. In case, you have Zoom app on your system/device, it will direct you to Zoom app to connect the meeting. Thereafter, click Join now tab to join the meeting.
 - e. In case, you do not have/fail to configure Zoom app on your system/device by any chance, then you can join through web page instead. Kindly click on Join on the web. Thereafter, a new web page will open, wherein you need to write your name and click on Join now tab and wait therein, the organiser will accept and allow you to join the meeting.
14. Instructions for Members/participants for attending the AGM through VC/ OAVM are as under:
 - a. Facility of joining the AGM through VC / OAVM shall be open 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time and will be available for Members on first come first served basis.
 - b. Participants/ members are requested to join the meeting at least 15 minutes in advance to complete all testing and logistic issues.
 - c. Please ensure the WIFI/Dongle/hotspot/Router etc is up and running with good speed during the whole duration of the meeting for enable you to participate efficiently.
 - d. In case of any loss of signal/drop out due to any technical glitch please re-join.
 - e. At the start of the Meeting, Members are required to keep video on so that the Company Secretary can complete the roll call.
 - f. The Company Secretary will undertake roll call to seek a confirmation on the presence of all the Members/ Invitees/ Directors.
 - g. The entire Meeting proceedings will be recorded.
 - h. The organiser shall keep all the participants on mute by default at the start of the meeting and the respective participants/members can unmute themselves at the time of presentation / speaking.
 - i. Every participant/ member shall identify himself/herself at the time of making presenting/speaking on any item of agenda.
 - j. To ensure smooth and orderly flow of the meeting, it is recommended that all questions/comments may be raised after the completion of particular agenda item.

- k. Please ensure that no person other than the invited participants should have access to this e-meeting.
 - l. Please do not forward this e-invite to any other person.
 - m. We encourage you to download the Zoom app and test the link in advance before the start of the meeting. We recommend do not use / join through web-version because it may have voice and video quality issue.
 - n. If you need any assistance before or during the meeting you can reach out to Mrs. Bhavisha Jain, Company Secretary.
15. The format of consent letter for holding the meeting at shorter notice is enclosed as **Annexure C** to this notice. Kindly fill the details, sign and submit the same to the Company on or before September 09, 2024.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 03:**

Mr. Abhinav Sharma (DIN: 07641980) was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 (Act), read with the Appointment Rules by the Board, effective September 23, 2019, to hold office up to September 24, 2024. The members, at the Annual General Meeting (AGM) held on September 24, 2019, had approved the same. He is due for retirement from the first term as an Independent Director on September 24, 2024. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Mr. Abhinav fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act.

The NRC, after taking into account the performance evaluation of Mr. Abhinav Sharma during his first term of 5 years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board for his reappointment for a second term of 5 years. The NRC has considered his diverse skills, leadership capabilities, expertise, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that Mr. Abhinav Sharma possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an Independent Director.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Mr. Abhinav Sharma as an Independent Director, not liable to retire by rotation, for a second term of 5 years effective September 25, 2024 up to September 24, 2029.

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 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,
- iv. 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.

In the opinion of the Board and based on its evaluation, Mr. Abhinav Sharma fulfils the conditions specified in the Act, and Rules made thereunder for his reappointment as an Independent Director of the Company and he is independent of the Management of the Company.

The Board considers that the continued association of Mr. Abhinav Sharma would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. The resolution seeks the approval of members for the reappointment of Mr. Abhinav Sharma as an Independent Director of the Company, for a second term of 5 years effective from September 25, 2024 up to September 24, 2029 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 his office shall not be liable to retire by rotation.



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

No director, KMP or their relatives except Mr. Abhinav Sharma, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.

INFORMATION OF DIRECTORS SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING OF THE COMPANY AS PER SECRETARIAL STANDARD - 2:

Particulars	Mrs. Nikita Shah	Mr. Abhinav Sharma
DIN	00171306	07641980
Date of birth	November 21, 1968	October 13, 1980
Date of first appointment on Board	May 31, 1996	September 02, 2019
Qualification	B-Com	1. CFA Charterholder from CFA Institute, USA. 2. Certified Financial Risk Manager from Global Association of Risk Professionals, USA. 3. MBA(Finance) (ICFAI Business School, Hyderabad India). 4. B.A.(Hons) Economics (Delhi University). Other Certifications: Application Developer (IBM Global Services).
Brief resume including experience	She holds 25 years of experience. She has been part of the financial business of the Group in diverse capacities and has, over the years, distinguished herself within the Group as well as outside as one of its greatest leaders. Her contribution to the Group has been commendable and has risen above professional excellence into one, filled with commitment, dedication and exceptional work ethic.	He has more than a decade of experience in the field of finance. He has demonstrated exceptional skills and expertise in various facets of NBFC operations and consulting.
Terms and conditions of appointment or reappointment	Re-appointment pursuant to retirement by rotation as per section 152(6) of Companies Act, 2013.	As per the resolution at item no. 1 of this Notice read with the explanatory statement thereto.
Remuneration sought to be paid and last drawn remuneration (excluding sitting fees)	Re-appointment pursuant to retirement by rotation as per section 152(6) of Companies Act, 2013.	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.
Shareholding in the Company	13.28 %	Nil

Number of meetings of the Board attended during the year	40	06
Directorships held in other companies	1. Avalon Advisory and Consultant Services Private Limited 2. Manba Fincorp Private Limited 3. Manba Investments and Securities Private Limited 4. Theme Infotech Private Limited 5. Ride Choice Limited 6. Celebrity Projects Private Limited	1. Riemann Strategic Research and Consulting Private Limited
Chairman/Member of Committee(s) of Board of Directors of the Company	1. Corporate Social Responsibility Committee	1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee 4. Risk Management Committee 5. Stakeholder Relationship Committee 6. Independent Directors Committee
Whether related with other Directors/Key Managerial Personnel or any of their relatives	1. Mr. Manish Shah (Managing Director) – Husband 2. Mr. Monil Shah (Whole-Time Director) - Son	Nil

ANNEXURE C

[FORM OF SHAREHOLDER'S CONSENT FOR HOLDING ANNUAL GENERAL MEETING AT SHORTER NOTICE]

To,

Manba Finance Limited
324, Runwal Heights, LBS Marg,
Opp Nirmal Lifestyle, Hoechst,
Mulund West, Mumbai – 400 080

ATTN: THE BOARD OF DIRECTORS

Dear Sirs,

Sub: Consent for Holding Annual General Meeting at a Shorter Notice Pursuant to Section 101(1) of the Companies Act, 2013.

I, _____ son/daughter/wife of _____ residing at, _____
holding _____ equity shares of the Company, having a face value of Rs. 10/- (Rupees Ten only) each, in
my own name, hereby give my consent, pursuant to Section 101(1) of the Companies Act, 2013, for holding
the Annual General Meeting on September 09, 2024, at a shorter notice.

Signature:

Name:

Date: