

NOTICE FOR (01/2024-25) EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting (EOGM) of the members of Manba Finance Limited (the Company) will be held on Saturday, March 15, 2025, at 03:00 p.m. through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility to transact the following businesses:

SPECIAL BUSINESS:

01. Appointment of Mr. Nallepilly Ramaswami Parameswaran (DIN: 00820931), as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Nallepilly Ramaswami Parameswaran (DIN: 00820931), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from December 17, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., from December 17, 2024 up to December 16, 2029 and not liable to retire by rotate

RESOLVED FURTHER THAT any Director, CFO and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

02. Appointment of Mr. Sujay Shantilal Jagani (DIN: 07257603), as an Independent Director of the Company.

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01. Appointment of Mr. Nallepilly Ramaswami Parameswaran (DIN: 00820931), as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Nallepilly Ramaswami Parameswaran (DIN: 00820931), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from December 17, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., from December 17, 2024 up to December 16, 2029 and not liable to retire by rotate

RESOLVED FURTHER THAT any Director, CFO and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

02. Appointment of Mr. Sujay Shantilal Jagani (DIN: 07257603), as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sujay Shantilal Jagani (DIN: 07257603), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from February 18, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., from February 18, 2025 up to February 17, 2030 and not liable to retire by rotation

RESOLVED FURTHER THAT any Director, CFO and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

By Order of the Board

For Manba Finance Limited


Bhavisha Jain

Company Secretary & Compliance Officer
(Mem. No. A44249)

Date: 18.02.2025

Place: Mumbai

Regd. Office :

**324, Runwal Heights Commercial Complex,
L.B.S Marg, Opp. Nirmal Lifestyle, Mulund (West),
Mumbai, Maharashtra, India, 400080
CIN: U65923MH1996PLC099938**

NOTES

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 21/2021, 02/2022, 11/2022, 09/2023, 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 & September 19, 2024 respectively ("MCA Circulars") and SEBI circulars, has permitted holding of the EGM through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) ('the Act') and applicable MCA and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM (hereinafter called as 'e-EGM').
2. In accordance with the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards -1 and 2 dated April 15, 2020 issued by the ICSI, for the proceedings of the EGM deemed venue for EGM shall be the Corporate Office of the Company i.e. Plot No. A-79, Road No. 16, Near Petrol Pump, Wagale Estate, Thane, Maharashtra, India, 400604.
3. The Company has fixed Friday, March 07, 2025 as the 'Cut-off date' for determining entitlement of Members who will be eligible to attend and vote at the meeting. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, March 07, 2025, shall be entitled to avail the facility of remote e-voting as well as e voting system on the date of the EGM. A person who is not a member as on the Cut-off Date should treat this Notice for informational purposes only.
4. Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and pursuant to the above mentioned MCA circulars the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the EGM. For this purpose company has entered into an agreement with MUFG Intime India Private Limited for facilitating voting through electronic means, as authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by MUFG Intime India Private Limited.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a Member of the Company. Since this E-EGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the

Members will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.

6. Members attending the EGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization, etc., authorizing their representative pursuant to Section 113 of the Act to attend the e-EGM on its behalf and to vote in the e-EGM at Mail ID - investorrelation@manbafinance.com with copy marked to MUFG Intime India Private Limited.
8. Explanatory Statement pursuant to Section 102 of the Act stating out the details relating to Special Business, is attached with this Notice of e-EGM.
9. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cutoff date i.e. Friday, March 07, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
10. The remote e-voting will commence on Wednesday, March 12, 2025 at 09:00 A.M. IST and end on Friday, March 14, 2025 at 5:00 P.M. IST. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, March 07, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by MUFG Intime India Private Limited thereafter.
11. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
12. 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 i.e. Friday, March 07, 2025.
13. Members who have already cast their votes by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
14. The facility of joining the e-EGM through VC /OAVM will be opened 30 minutes before and will be open up to 15 minutes after the scheduled start time of the EGM, i.e. from 14:30 HOURS (IST) to 15:15 HOURS (IST).

15. In terms of Sections 101 and 136 of the Act, read with the rules made thereunder, the notice of the e-EGM is being sent only through electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). Notice calling the e-EGM has also been uploaded on the website of the Company at www.manbafinance.com, website of Stock Exchanges i.e. BSE Ltd. ('BSE') at www.bseindia.com and National Stock Exchange of India Ltd. ('NSE') at www.nseindia.com.
16. To receive communications through electronic means, including Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.
17. The transfer of securities (except transmission or transposition of shares) of the Company shall not be processed, unless the securities are held in the dematerialised form.
18. The Company has been maintaining, inter alia, the following statutory registers at its registered office at 324, Runwal Heights Commercial Complex, L.B.S Marg, Opp. Nirmal Lifestyle, Mulund (West), Mumbai, Maharashtra, India, 400080:
- i. Register of contracts or arrangements in which directors are interested under Section 189 of the Act;
 - ii. Register of directors and Key Managerial Personnel and their shareholding under Section 170 of the Act.
- In accordance with the applicable MCA circulars, the said registers will be made accessible for inspection through electronic mode, and shall remain open and be accessible to any member during the continuance of the meeting.
19. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to investorrelation@manbafinance.com during the period starting from March 12, 2025 (10:00 a.m.) to March 14, 2025 (05:00 p.m.). The queries may be raised precisely and in brief to enable the Company to answer the same suitably at the meeting.
20. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
21. INSTAMEET VC instructions for shareholders –

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM). Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- b) Select the “Company” and ‘Event Date’ and register with your following details:
 - A. Demat Account No. or Folio No:**
Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – shall provide Folio Number.
 - B. PAN:**
Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No:** Enter your Mobile No.
 - D. Email ID:** Enter your email Id as recorded with your DP/ Company.
- c) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

22. REMOTE E-Voting instructions for shareholders –

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.

- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode /

Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- d) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- e) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

E. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

F. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

G. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

H. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- f) Click on “Login” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

g) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Investor Mapping"** tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “**Votes Entry**” tab under the Menu section.
- Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select “**View**” icon for “**Company’s Name / Event number**”.
- E-voting page will appear.
- Download sample vote file from “**Download Sample Vote File**” tab.
- Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a

request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
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 : 022 - 4886 7000
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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab

- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
23. The Company has appointed CS Ronak Jhuthawat, Practicing Company Secretary, Proprietor of M/s Ronak Jhuthawat & Co | Practicing Company Secretaries & Trademark Agent having Membership No. 9738, to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM (for e-voting period from 12th March, 2025 to 14th March, 2025), in a fair and transparent manner.
24. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and count the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer’s decision on the validity of the votes shall be final.
25. The Results of voting will be declared within 2 working days from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer’s Report, will be available forthwith on the Company’s website www.manbafinance.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”), where the equity shares of the Company are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
TO THE NOTICE DATED FEBRUARY 18, 2025 (THE "NOTICE")**

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the "Act"), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

ITEM NO. 01:

**APPOINTMENT OF MR. NALLEPILLY RAMASWAMI PARAMESWARAN (DIN: 00820931), AS
AN INDEPENDENT DIRECTOR OF THE COMPANY.**

Mr. Nallepilly Ramaswami Parameswaran, holding Director Identification No. 00820931, was appointed as an Additional Director of the Company, under the category of Independent Director with effect from December 17, 2024, pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company.

Further, Mr. Nallepilly Ramaswami Parameswaran has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company and he has given his consent to act as a Director of the Company.

A brief profile of Mr. Nallepilly Ramaswami Parameswaran is mentioned hereunder:

Mr. Nallepilly Ramaswami Parameswaran is a highly accomplished professional with a diverse portfolio of expertise and contributions. He has obtained professional degree of Chartered Accountant from the Institute of Chartered Accountants of India and is also a Business Continuity and Disaster Management specialist from the Business Continuity Institute, USA and Singapore. He has extensive experience in global business dealings, including Joint Ventures, Mergers, and Acquisitions, gained through extensive travel and cross-border collaborations. He is associated with Mastermind Financial Services Pvt. Ltd. as a Director for over 25 years, providing strategic financial advisory services.

Accordingly, the details of Mr. Nallepilly Ramaswami Parameswaran pursuant to the provisions Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Mr. Nallepilly Ramaswami Parameswaran is interested in resolution set out at Item No. 01 of the Notice with regard to his appointment. The relatives of Mr. Nallepilly Ramaswami Parameswaran may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mr. Nallepilly Ramaswami Parameswaran is not related to any Director of the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 01 for approval of the Members as a Special Resolution.

ITEM NO. 02:

APPOINTMENT OF MR. SUJAY SHANTILAL JAGANI (DIN: 07257603), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Sujay Shantilal Jagani, holding Director Identification No. 07257603, was appointed as an Additional Director of the Company, under the category of Independent Director with effect from February 18, 2025, pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company.

Further, Mr. Sujay Shantilal Jagani has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company and he has given his consent to act as a Director of the Company.

A brief profile of Mr. Sujay Shantilal Jagani is mentioned hereunder:

Mr. Sujay Jagani is a seasoned professional with over 20 years of expertise in Corporate Advisory, Investment Banking, Compliance, Legal Structuring and Risk Management. A Chartered Financial Analyst

(CFA), Company Secretary, and L.L.B., he has successfully led and executed over 100 complex transactions in areas such as Private Equity, Structured Debt, Mergers & Acquisitions and Restructuring. Known for his strategic acumen, Mr. Sujay Jagani has played a pivotal role in negotiating, structuring, and closing some of the most intricate and high-profile deals in India's mid-market space.

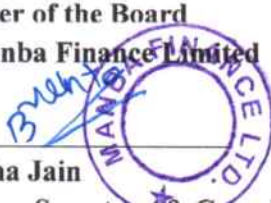
Mr. Sujay Jagani began his career at Juris Corp, a boutique law firm renowned for its focus on Foreign Investments into India, Banking and Finance, Joint Ventures, M&A, Private Equity and Real Estate. Afterward, he served as the Company Secretary for Accenture India Pvt. Ltd., where he managed secretarial, risk, and compliance functions. He further advanced his career as the Head of Compliance for TAIB Capital Corporation Ltd and as a Director at TAIB Securities Pvt. Ltd., a SEBI-registered Merchant Bank and Portfolio Manager. Mr. Sujay Jagani's experience also includes leadership roles with Pioneer Investcorp and MPA Financial Services, both SEBI-registered Merchant Bankers.

Accordingly, the details of Mr. Sujay Jagani pursuant to the provisions Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Mr. Sujay Jagani is interested in resolution set out at Item No. 02 of the Notice with regard to his appointment. The relatives of Mr. Sujay Jagani may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mr. Sujay Jagani is not related to any Director of the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 02 for approval of the Members as a Special Resolution.

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


Bhavisha Jain
Company Secretary & Compliance Officer
(Mem. No. A44249)

Date: 18.02.2025

Place: Mumbai

Regd. Office :

**324, Runwal Heights Commercial Complex,
L.B.S Marg, Opp. Nirmal Lifestyle, Mulund (West),
Mumbai, Maharashtra, India, 400080
CIN: U65923MH1996PLC09993**

ANNEXURE TO THE NOTICE

BREIF PROFILE OF DIRECTOR SEEKING APPOINTMENT AT EXTRA ORDINARY GENERAL MEETING IN PURSUANCE OF PROVISIONS OF THE COMPANIES ACT, 2013, AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Mr. Nallepilly Ramaswami Parameswaran	Mr. Sujay Shantilal Jagani
Category & Designation	Independent Director	Independent Director
Director Identification Number	00820931	07257603
Date of Birth (Age)	11-05-1966 (58 years)	03-10-1979 (45 years)
Date of appointment on the Board	17-12-2024	18-02-2025
Educational Qualification	Chartered Accountant from the Institute of Chartered Accountants of India and Business Continuity & Disaster Management specialist from the Business Continuity Institute, USA and Singapore.	Chartered Financial Analyst (CFA) from Chartered Financial Analysts of India (ICFAI), Company Secretary from Institute of Company Secretaries of India and L.L.B.

Experience & Expertise

Mr. Nallepilly Ramaswami Parameswaran is a highly accomplished professional with extensive expertise in finance, international business, and social service. As a Chartered Accountant and member of the Institute of Chartered Accountants of India (ICAI), he has built a strong foundation in financial management. He is also a certified Business Continuity and Disaster Management Specialist, recognized by the Business Continuity Institute in the USA and Singapore. With over 25 years of experience as a Director at Mastermind Financial Services Pvt. Ltd., he has provided strategic financial advisory services, and his work in international business, including joint ventures, mergers, and acquisitions, has given him invaluable cross-border expertise. Currently, N. R. Parameswaran serves as a Director at Janakalyan Sevashram, a Section 8 company, and as a Designated Partner at Mastermind JPIN Investment Managers LLP. Beyond his professional achievements, he is deeply committed to social service, having received an honorary doctorate in recognition of his contributions to social welfare. His leadership roles within Lions International, where he served as District Governor for District 3231 A4, and his active involvement in community initiatives like the South Indian Welfare Association and Janakalyan Sevashram, highlight his dedication to making a positive impact. Through his work as a trustee at Lions Hospital and committee member at ISKCON Kharghar, N. R. Parameswaran continues to contribute meaningfully to both the social and business sectors.

Mr. Sujay Jagani is a seasoned professional with over 20 years of experience in corporate advisory, investment banking, legal structuring, compliance, and risk management. He is a Chartered Financial Analyst, Company Secretary, and holds an L.L.B., bringing a strong blend of financial and legal expertise. Throughout his career, Mr. Jagani has been instrumental in conceptualizing, negotiating, and closing over 100 complex transactions across private equity, structured debt, M&A, and corporate restructuring, particularly in the Indian mid-market space. He began his career at Juris Corp, a boutique law firm specializing in foreign investments, banking, finance, joint ventures, M&A, private equity, commercial laws, and real estate. He later served as the Company Secretary for Accenture India, where he managed secretarial, risk, and compliance functions. His career continued to flourish as he took on leadership roles such as Head of Compliance at TAIB Capital Corporation Ltd. and Director at TAIB Securities Pvt Ltd., both SEBI-registered entities. Mr. Jagani has also worked with Pioneer Investcorp and MPA Financial Services, both SEBI-registered merchant bankers. Currently, he is the Managing Partner at Vibgyor Capital Advisors and serves on the boards of Logan Hands India Pvt Ltd., Vibgyor Funds Management IFSC Pvt Ltd. and Zygma Technologies Pvt Ltd.

Directorships held in other companies and excluding foreign companies as of the date of this Notice.	01. Janakalyan Sevashram	01. Vibgyor Funds Management Ifsc Private Limited 02. Logan Hands Global Private Limited 03. Zyigma Technologies Private Limited
Memberships/ Chairmanships of Committees across companies	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Shareholding (%) in the Company	Nil	Nil
Remuneration last drawn (FY 23-24)	NA	NA
Terms and Conditions of appointment / re-appointment	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
Number of Board meeting attended during the year	02	NA

Name of the listed entities from which the director has resigned in the past three years	Nil	Nil
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By Order of the Board
For Manba Finance Limited



Bhavisha Jain
Company Secretary & Compliance Officer
(Mem. No. A44249)

Date: 18.02.2025
Place: Mumbai

Regd. Office :
324, Runwal Heights Commercial Complex,
L.B.S Marg, Opp. Nirmal Lifestyle, Mulund (West),
Mumbai, Maharashtra, India, 400080
CIN: U65923MH1996PLC099938