

NOTICE FOR THE 27th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of Manba Finance Limited will be held on Saturday, September 30th, 2023 at 3:00 p.m. at the registered office of the Company situated at 324 Runwal Heights, L. B. S. Marg Opp. Nirmal Life Style, Mumbai 400080 Maharashtra, India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2023 together with the Directors' report and Auditors' report thereon.
2. To appoint a director in place of Nikita M. Shah (DIN: 00171306), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. TO CONSIDER & APPROVE THE AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 and the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time, and all applicable regulations, directions, guidelines, circulars and notifications of Reserve Bank of India, if any (including any amendments, statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of Board of Directors ("Board") of the Company, the consent of the Members of the Company be and is hereby accorded for alteration of Articles of Association of the Company by addition of Article 71A after the existing Article 71 in Part-A of the Articles of Association as mentioned herein:

Article 71A - "The Board of Directors shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of regulation 15(1) of the SEBI (Debenture Trustees) Regulations, 1993 as a Director on the Board. Such appointment of a Director shall be subject to the provisions of Debenture Trust Deed, Companies Act, 2013, Reserve Bank of India Regulations, SEBI Regulations and all other applicable provisions of law.

RESOLVED FURTHER THAT Mr. Manish Shah, Managing Director and Executive Chairman (DIN: 00979854), Mr. Monil Shah, Director (DIN: 07054772) and the Company Secretary of the Company ("Authorised Representatives") be and are hereby jointly or severally authorised by the Company to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.



4. REGULARISATION OF ADDITIONAL DIRECTOR, MR. JAY MOTA BY APPOINTING HIM AS EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT, Mr. Jay Khushal Mota (DIN-03105256), who was appointed as an Additional Director with effect from 13th February, 2023 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Executive Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

5. Re-appointment of the Statutory Auditors

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. Venus Shah & Associates Chartered Accountants, having Firm Registration 120878W be and are hereby reappointed as the Statutory Auditors of the Company for the consecutive term of three years, from the conclusion of this 27th Annual General Meeting till the conclusion of the 30th Annual General Meeting to be held in the year 2026, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company

6. To increase the Authorised Share Capital of the Company:

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

RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) and reenactment (s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,49,00,000 (One Crores Forty Nine Lakhs) Equity Shares and of 10/- (Rupee Ten) each and 1,00,000 (One Lakh) Preference Shares of Rs. 10/- each to 50,00,00,000/- (Rupees Fifty Crores only) divided into 4,99,00,000 (Four Crores Ninety-Nine Lakhs) Equity Shares of 10/- (Rupees Ten) each and 1,00,000 (One Lakh) Preference Shares of Rs. 10/- each

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is 50,00,00,000/- (Rupees Fifty Crores only) divided into 4,99,00,000 (Four Crores Ninety-Nine Lakhs) Equity Shares of 10/- (Rupees Ten) each and 1,00,000 (One Lakh) Preference Shares of Rs. 10/- each



RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things 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



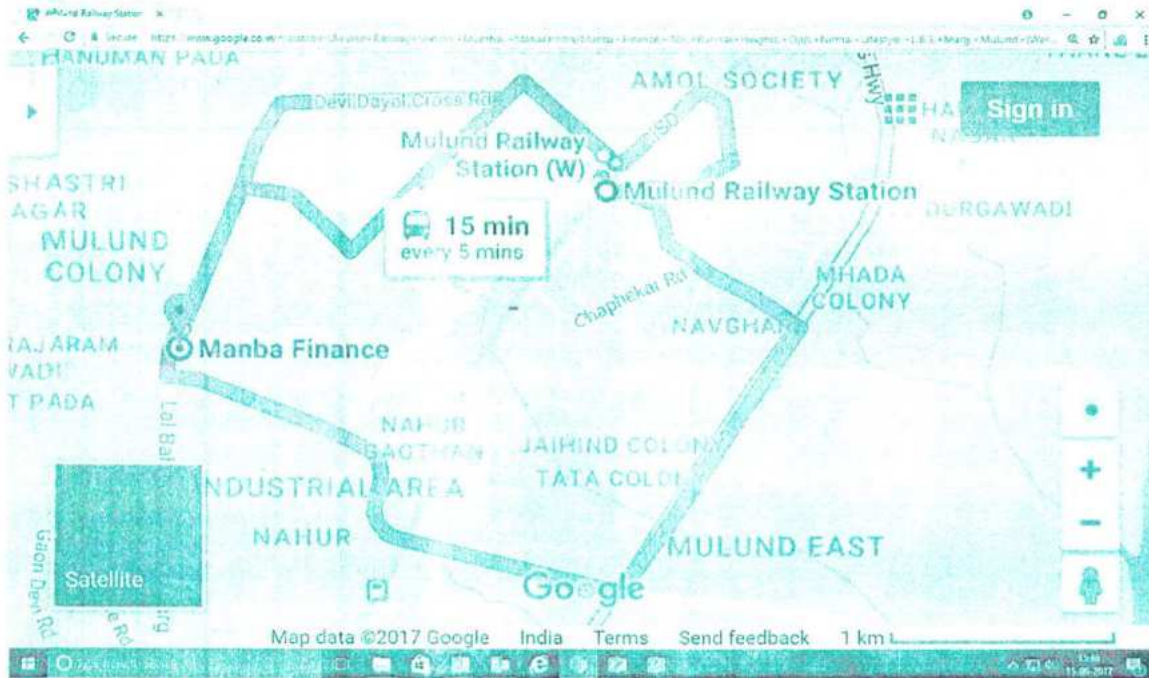
Jay K Mota
Director and Chief Financial Officer
DIN:03105256
Date: 23-09-2023
Place: Mumbai

-NOTES

1. A member is entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not to be member of the Company.
2. The proxy form duly completed and signed must be deposited at the registered office of the Company not less than 24 hours before the meeting;
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. All the relevant documents referred in the Notice shall be open for inspection by members at the Registered Office of the Company during normal business hours (10 A.M to 6.00 P.M) on all working days upto the date of Annual General Meeting of the Company.
5. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution pursuant to the Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote on their behalf at the said Meeting
6. All the relevant documents referred in the Notice shall be open for inspection by members at the Registered Office of the Company during normal business hours (10 A.M to 6.00 P.M) on all working days upto the date of Annual General Meeting of the Company.
7. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip alongwith to the meeting.
8. 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.
9. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
10. In compliance with the aforesaid MCA Circulars and other applicable regulations, Notice of the AGM along with the Annual Report for the year ended March 31, 2023 is being sent only through electronic mode to the Members. Members may note that the Notice and Annual Report for the year ended March 31, 2023 will also be available on the Company's website www.manbafinance.com
11. The profile and other relevant details pursuant to Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India in respect of Director seeking re-appointment at this AGM is provided as annexure to this Notice



Venue of Meeting Map



ANNEXURE 1 TO ITEM NO. 2 OF THE NOTICE Pursuant to the Secretarial Standard 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Director proposed to be re-appointed.

Name of the Director	Nikita Shah
DIN	00171306
Date of birth	21-11-1968
Date of first appointment on Board	31-05-1996
Qualification	B- Com
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.
Directorships held in other Companies*	<ol style="list-style-type: none"> 1. Avalon Advisory and Consultant Services Private Limited 2. Manba Fincorp Private Limited 3. Manba Investment and Securities Private Limited 4. Theme Infotech Private Limited 5. Ride Choice Limited 6. Celebrity Projects Private Limited



SPECIAL BUSINESS:

Resolution at Item No. 3:

This is a "Matter Pertaining to Fundamental Issues" as per the Amended and Restated Shareholders' Agreement ("SHA") dated March 02, 2022.

Securities and Exchange Board of India (SEBI) vide its notification dated February 2, 2023 amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 by inserting Sub-Regulation (6) in Regulation 23 which mandates an issuer to ensure that its Articles of Association require its Board of Directors to appoint a person nominated by the Debenture Trustee ('DT') upon occurrence of any of the following event of default as per regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993 ('DT Regulations') as a director on the Board of Directors of the Company viz.,

- (i) Two consecutive defaults in payment of interest to the debenture holders; or
- (ii) Default in creation of security for debentures; or
- (iii) Default in redemption of debentures.

In order to comply with above requirements, it is proposed to amend the Articles of Association of the Company to enable DT to appoint their Nominee on the Board upon occurrence of any of the event specified in regulation 15(1)(e) of the DT Regulations. Pursuant to the provisions of section 14 of the Companies Act, 2013, approval of Members of the Company by way of a special resolution is required for any alteration in the Articles of Association of the Company. Accordingly, the approval of the Members is being sought by way of a Special Resolution.

A copy of Articles of Association of the Company containing proposed alteration is available for inspection by the members electronically.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends special resolution set out at item no. 4 of the notice for approval of the Members.

Resolution No : 4 – Appointment of Jay Mota as Executive Director

Mr. Jay Khushal Mota was appointed as an Additional Director of the Company with effect from 13th February, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Jay Khushal Mota is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. The Board is of the view that the appointment of Mr. Jay Khushal Mota as Executive Director and Chief Financial Officer is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Jay Khushal Mota himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

Name of the Director	Jay Mota
DIN	03105256



Date of birth	03-09-1979
Date of first appointment on Board	13-02-2023
Qualification	Chartered Accountant
Brief resume including experience	He holds 17 years of experience. He has been part of the financial business of the company. He is a chief financial officer also of the company. His contribution to the Company has been commendable in finance and has risen above professional excellence into one, filled with commitment, dedication and exceptional work ethic.
Directorships held in other Companies*	1. Riders Auto Services Private Limited 2. Ride Choice Limited

Resolution no: 5 – Appointment of Statutory Auditor

The Members at the Extra Ordinary General Meeting ('EOGM') of the Company held on January 04, 2023, had approved appointment of Venus Shah & Associates, Chartered Accountants (Firm Registration No. 120878W) ('BSR'), as the Statutory Auditors of the Company to hold office from the conclusion of the EOGM till the conclusion of the Twenty seventh AGM of the Company to be held in the year 2023. After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of Venus Shah and Associates, as the Statutory Auditors of the Company, for the term of three years from the conclusion of Twenty Seventh AGM till the conclusion of Thirtyth AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

Venus Shah and Associates have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder

Resolution no: 6 – Increase in authorised share capital

15,00,00,000/- (Rupees Fifteen Crores s only) divided into 1,49,00,000 (One Crores Forty Nine Lakhs) Equity Shares of 10/- (Rupee Ten) each and 1,00,000 (One Lakh) Preference Shares of Rs. 10/- each., Company is proposed to raise the limit upto which the Company can issue further equity, by enhancing the Authorised Capital to 50,00,00,000/- (Rupees Fifty Crores only) divided into 4,99,00,000 (Four Crores Ninety-Nine Lakhs) Equity Shares of 10/- (Rupees Ten) each and 1,00,000 (One Lakh) Preference Shares of Rs. 10/-. Pursuant to section 61 of the Companies Act, 2013, the proposed increase in Authorised Capital and the consequential changes in Clause V of the Memorandum will require the approval of the Members of the Company. The resolution is therefore proposed at Item No. 3 of the Notice to increase the Authorised Share Capital of the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution. The Directors recommend the resolution at Item No.3 of the accompanying Notice for the approval of the Members of the Company.



324, Runwal Heights Commercial Complex,
Opp. Nirmal Lifestyles, Mulund (W)
Mumbai-400080

ATTENDANCE SLIP

(27th ANNUAL GENERAL MEETING):

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Date:		Time :	
Place:	Mumbai		
Signature of the Shareholder/ Proxy/Representative present			
Regd. Folio		DP ID & Client ID	
(If not dematerialized)		(if dematerialized)	
Name of the Shareholder			
Number of Shares			

I hereby record my presence at the 27th Annual General Meeting of the Manba Finance Limited, 324 Runwal Heights, L. B. S. Marg Opp. Nirmal Life Style, Mumbai 400080 Maharashtra, India on Friday 30th September, 2023

(Member's /Proxy's Signature)

Note:

- Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

----- ✂ ----- ✂ ----- ✂ ----- ENTRY PASS

(to be retained throughout the meeting)

Name of the Shareholder							
Number of shares							
Regd. Folio (if not dematerialised)		DPID No.					
		Client ID No. (if dematerialized)					
Name of the Proxy/Representative present							
Signature of Shareholder / Proxy / Authorised representative							





Shareholders/Proxy or representative of Shareholders are requested to produce the above attendance slip, duly signed in accordance with their specimen signatures registered with the Bank, along with the entry pass, for admission to the venue. Shareholders / Proxy holders / Authorised Representatives may note that the admission to the meeting will be subject to verification / checks, as may be deemed necessary and they are advised to carry valid proof of identity viz., Voters ID Card / Employer Identity Card / Pan Card / Passport / Driving license etc. **UNDER NO CIRCUMSTANCES, ANY DUPLICATE ATTENDANCE SLIP WILL BE ISSUED AT THE VENUE.**



Manba Finance Ltd.

Registered Office: 324, Runwal Heights, Opp. Nirmal Lifestyle, L.B.S. Marg, Mulund (West), Mumbai 400 080. India.

+ 91 22 62346666 | info@manbafinance.com | www.manbafinance.com

CIN U65923MH1996PLC099938

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 30th September, 2023, at a shorter notice.

Signature:

Name:

Date:



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.

We, _____ a Body Corporate, having our registered office 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 30th September, 2023, at a shorter notice.

Signature:

Name:

Date:



Form No. MGT-11

Proxy form

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

CIN: U65923MH1996PLC099938

Name of the company: Manba Finance Limited

Registered office: 324, Runwal Heights, Opp. Nirmal Lifestyles, Mulund (W), Mumbai-400080

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

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

Name :	E-mail Id:
Address:	
Signature or failing him	

Name :	E-mail Id:
Address:	
Signature or failing him	

Name :	E-mail Id:
Address:	
Signature or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting / Extra-Ordinary General Meeting of the company, to be held on the Saturday, 30th Sep'2023 at 3.00 p.m. at 324 Runwal Heights, L. B. S. Marg Opp. Nirmal Life Style, Mumbai 400080 Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2018		
2.	Reappointment of Director retire by Rotation		
3.	Alteration in AOA		
4.	Appointment of Jay Mota as Executive Director		
5.	Reappointment of Auditors		
6.	Increase in Authorised Share Capital		

Signed this _____ day of _____ 2023

Signature of Shareholder

Signature of Proxy holder

Affix
Revenue
Stamps

Signature of the shareholder
across Revenue Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 24 hours before the commencement of the Meeting.



Manba Finance Ltd.

Registered Office: 324, Runwal Heights, Opp. Nirmal Lifestyle, L.B.S. Marg, Mulund (West), Mumbai 400 080. India.

+ 91 22 62346666 | info@manbafinance.com | www.manbafinance.com

CIN U65923MH1996PLC099938