

NOTICE FOR EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of Manba Finance Limited will be held on Friday, February 09th, 2024 at 11:00 a.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:

SPECIAL BUSINESS

1. ALTERATION OF OBJECT CLAUSE AND SUBSEQUENT MODIFICATION OF MEMORANDUM OF ASSOCIATION

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), subject to the approval of Registrar of Companies, Mumbai the consent of the members of the Company be and is hereby accorded to amend the Memorandum of Association of the Company by Insertion of sub-clause (2) of clause 3 (A) in the Memorandum of Association as follows:

"To carry on the business of onward lending, leasing, letting on hire or easy payment systems of New or Pre-owned Vehicle Loans of all kinds Including but not limited to Two-wheeler vehicles, Three-wheeler vehicles, Electronic Two-wheeler vehicles, Electronic Three-wheeler vehicles, Top-up loans, and small business loans and Personal Loans or other forms of credit facilities."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors and Company Secretary of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, Mumbai.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required."

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

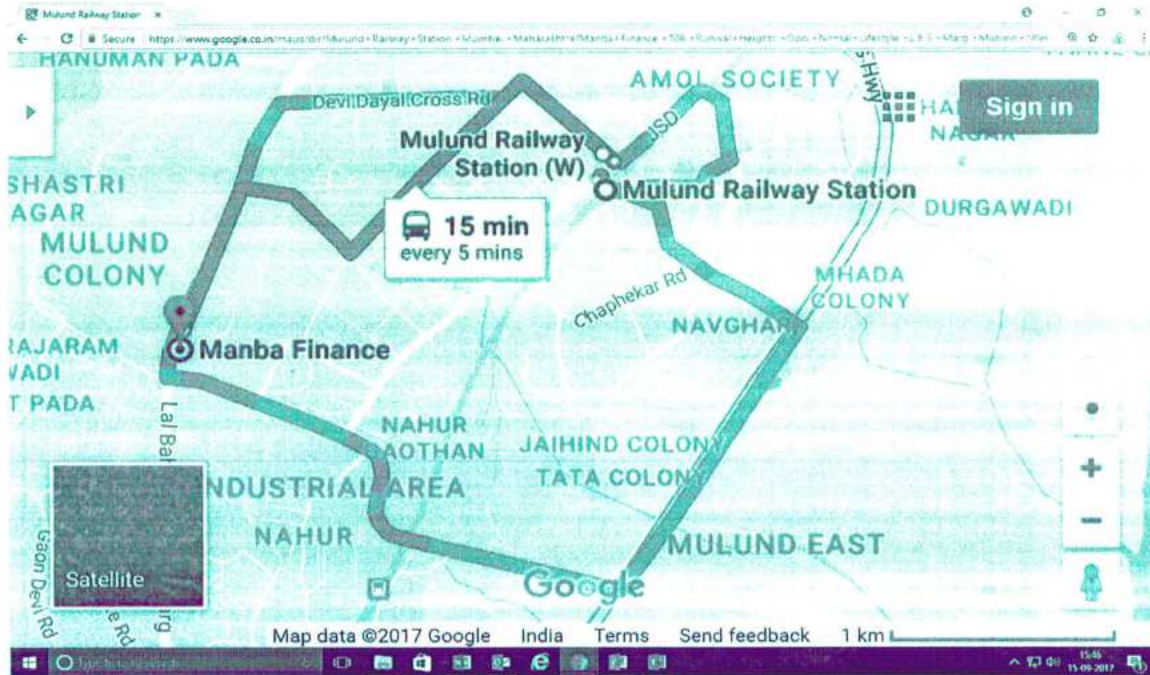


Jay K Mota
Whole-Time Director and Chief Financial Officer
Date: 17-01-2024
Place: Mumbai

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 dully 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. 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



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

In order to Increase the Business opportunities and to expand Business avenues, the Board of Directors proposed to alter the Memorandum of Association of the Company in the following manner i.e. by inserting sub-clause (2) of clause 3 (A) in the Memorandum of Association of the Company as follows:

"To carry on the business of onward lending, leasing, letting on hire or easy payment systems of New or Pre-owned Vehicle Loans of all kinds Including but not limited to Two-wheeler vehicles, Three-wheeler vehicles, Electronic Two-wheeler vehicles, Electronic Three-wheeler vehicles, Top-up loans, and small business loans and Personal Loans or other forms of credit facilities."

In order to enable the Company to undertake businesses as above, it is proposed to amend the Main Objects Clause of the Memorandum of Association of the Company. By virtue of Section 13 of the Companies Act, 2013 approval of members by way of Special Resolution is a prerequisite to amend the object clause of the Company and thus Members Approval is sought for the same. The business activities discussed hereinabove can be conveniently and advantageously combines with the existing business of the Company.

None of the Directors, Key Managerial Personnel (KMP) of the company and their relative (s) is in any way concerned or interested in the above referred resolution except as shareholders of the Company.

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

ATTENDANCE SLIP
(EXTRA ORDINARY 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 (If not dematerialized)		DP ID & Client ID (If dematerialized)	
Name of the Shareholder			
Number of Shares			

I hereby record my presence at the Extra Ordinary General Meeting of the Manba Finance Limited, 324 Runwal Heights, L. B. S. Marg Opp. Nirmal Life Style, Mumbai 400080 Maharashtra, India on Friday 09th February, 2024

(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.

-----X-----X-----X-----
-----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.									



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	(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.**

ANNEXURE C

[FORM OF SHAREHOLDER'S CONSENT FOR HOLDING EXTRA ORDINARY 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 Extra Ordinary 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 extra ordinary general meeting on 09th February, 2024 at 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 Extra-Ordinary General Meeting of the company, to be held on the Friday, 09th Feb'2024 at 11.00 a.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.	Alteration of object clause and subsequent modification of Memorandum of Association		

Signed this ____ day of ____ 2024

Affix
Revenue
Stamps

Signature of Shareholder
shareholder

Signature of Proxy holder

Signature of the

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.