

## ***Notice to the Shareholders***

NOTICE is hereby given that the Fortieth (40<sup>th</sup>) Annual General Meeting ("AGM") of the Members of MANDYA FINANCE COMPANY LTD (CIN: L51909WB1981PLC034018) ("the Company") will be held on Wednesday, September 22, 2021 at 12.30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

### **ORDINARY BUSINESS**

**Item No. 1:** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with Reports of the Board of Directors and Auditors thereon

**Item No. 2:** To appoint a Director in place of Mr. Apurva Salarpuria (DIN: 00058357), who retires by rotation and being eligible, offers himself for re-appointment

### **SPECIAL BUSINESS**

**Item No. 3:** To appoint/re-appoint Mr. Aditya Sadani (DIN: 09023418) as the Director of the Company

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on June 16, 2021 and pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as the "Act") and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and Companies (Appointment and Qualifications of Directors) Rules, 2014, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Aditya Sadani (DIN: 09023418), who was appointed as Additional Director on June 16, 2021 and whose term expires at the conclusion of this 40<sup>th</sup> Annual General Meeting, as the Director of the Company for a period of 5 years and on such terms and conditions including remuneration as set out in the agreement entered into with the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**Item No. 4:** To appoint/re-appoint Mr. Amit Sureka (DIN: 07826070) as Independent Director  
*To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:*

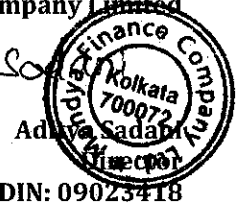
**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Amit Kumar Sureka (DIN: 07826070), who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years on the Board of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

For and on behalf of the Board  
For Mandya Finance Company Limited

Aditya



Date: 07-07-2021

Place: Kolkata

DIN: 09023418

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. Consequent to the changes made in the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 by the Ministry of Corporate Affairs (MCA) vide notification dated May 07, 2018, the first proviso to Section 139(1) of the Companies Act, 2013 read with the proviso and explanation to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 were omitted, thereby removing the requirement of ratification of appointment of Auditors by the Members at every AGM. Therefore, the Company is not seeking any ratification of appointment of M/s Mohit Jhunhunwala & Associates, Chartered Accountants, as the Auditors of the Company, by the Members at the ensuing AGM.
3. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular dated 5th May 2020 read with General Circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020 and 13th January 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing ("VC") facility or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ("SEBI") vide its Circular dated 12th May 2020 and 15th January 2021 ("SEBI circular") has also granted certain relaxations. In compliance with the provisions of the Act, Listing Regulations and MCA Circulars, the 40th AGM of the Company is being held through VC/ OAVM on Wednesday, September 22, 2021 at 12:30 P.M. IST. The deemed venue for the AGM will be the Registered Office of the Company.
4. As per the provisions of Clause 3.A.II. of the MCA General Circular No. 20/2020 dated 5th May 2020, the matters of Special Business as appearing at Item Nos. 3 and 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice
5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** However, since this AGM is held through VC/OAVM only, pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and they are encouraged to attend and participate through VC/OAVM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Accordingly, Route Map, Proxy Form and Attendance Slip are not annexed to this Notice.

6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative, together with attested specimen signature of the representative(s) under the said Board Resolution, to attend and vote by VC/OAVM at the AGM at Company at its Registered Office or by email at [cs.sgroup2013@gmail.com](mailto:cs.sgroup2013@gmail.com)
7. In case of joint holders attending the AGM, persons whose name stands first on the Register shall alone be entitled to vote.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time i.e. September 22, 2021 at 12:30 P.M. IST of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The detailed instructions for joining the meeting through VC/OAVM form part of the Notes to this Notice.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED from Thursday, September 16, 2021 to Wednesday, September 22, 2021 (BOTH DAYS INCLUSIVE).
11. In line with the MCA General Circular No 20/2020 dated 5<sup>th</sup> May, 2020 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, physical copies of financial statements (including Board's Report, Auditor's Report and every other document required by law to be annexed or attached to the financial statements) shall not be dispatched, instead they shall be sent only by email to the members and all other persons so entitled, whose e-mail addresses are registered with the Company/Depositories. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Further, Annual Report can also be accessed from the website of the Company at <https://www.salarpuriagroup.com/investors> and also website of the Stock Exchange i.e. Calcutta Stock Exchange of India Limited at [www.cse-india.com](http://www.cse-india.com).
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Notice convening the 40<sup>th</sup> AGM has been uploaded on the website of the Company at <https://www.salarpuriagroup.com/investors> and may also be accessed from the relevant section of the website of the Stock Exchange i.e. Calcutta Stock Exchange of India Limited at [www.cse-india.com](http://www.cse-india.com) and the website of CDSL (agency for providing the Remote e-Voting facility).
13. Members desirous of having any information on the business to be transacted at the AGM are requested to address their queries to the Company Secretary at the Registered Office of the Company or by email at [cs.sgroup2013@gmail.com](mailto:cs.sgroup2013@gmail.com) at least seven days before the date of the meeting, so that requisite information is made available at the meeting.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the members. Members can send an e-mail to [cs.sgroup2013@gmail.com](mailto:cs.sgroup2013@gmail.com) requesting for inspection of the said Registers.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form can submit their PAN to the Company / its Registrar.
16. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Accordingly, the Company/ Registrar and Share Transfer Agent has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of Dematerialization.
17. Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent [M/s. Niche Technologies Private Limited, 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700017], quoting their folio number, any change in their registered address with PIN CODE/mandate/bank details and in case the shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
18. As per the provisions of the Companies Act, 2013, the facility for making/varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in

Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar and Share Transfer Agent/Company. The Members holding shares in demat form may contact their respective depository participants for making such nominations.

## 19. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR), Regulations, 2015 and the revised Secretarial Standard on General Meeting (SS-2) issued by ICSI read with MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The remote e-voting facility will be provided by Central Depository Services (India) Limited (CDSL), the 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 AGM through VC or OAVM will be provided by CDSL. The members who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting system. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

### **The instructions to shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:**

- (i) The remote e-voting period commences on Sunday, September 19, 2021 (9:00 AM) and ends on Tuesday, September 21, 2021 (5:00 PM). During this period, members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 15, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. **Note: E-Voting shall not be allowed beyond said time.**
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 and to increase the efficiency of the voting process, e-voting has been enabled to all the demat account holders, by way of a single login credential, through their demat accounts/websites of depositories/depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their Mobile Number and Email Id in their demat accounts in order to access e-Voting facility.
- (v) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL's Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at:  <a href="https://web.cdslindia.com/myeasi/registration/easiregistration">https://web.cdslindia.com/myeasi/registration/easiregistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/secureWeb/ideasdirectreg.jsp">https://eservices.nsdl.com/secureWeb/ideasdirectreg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP received in registered mobile &amp; email and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in Demat mode) login through their Depository Participant	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**IMPORTANT NOTE:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. CDSL and NSDL:**

LOGIN TYPE	HELPDESK DETAILS
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll free No.: 1800 1020 990 and 1800 22 44 30

- (vi) Login method for remote e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding shares in demat form.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - Click on "Shareholders" tab.
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - If you are a first time user follow the steps given below:

PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING SHARES IN DEMAT FORM	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field.</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Company Name i.e. **MANDYA FINANCE COMPANY LTD** on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- m. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - p. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (vii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

#### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- a. The procedure for attending the meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting. Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting.
- b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- d. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- g. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 02 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs.sgroup2013@gmail.com](mailto:cs.sgroup2013@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 02 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs.sgroup2013@gmail.com](mailto:cs.sgroup2013@gmail.com). These queries will be replied to by the company suitably by email.
- h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- i. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
- j. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- a. For Physical Shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card),

# MANDYA

FINANCE COMPANY LTD.

CIN: L51909WB1981PLC034018

Website: <https://www.salarpuriagroup.com/investors>

- AADHAR (self-attested scanned copy of Aadhar Card) by email to company at [cs.sgroup2013@gmail.com](mailto:cs.sgroup2013@gmail.com) /RTA email id at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
- b. For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

20. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [cs.sgroup2013@gmail.com](mailto:cs.sgroup2013@gmail.com) latest by 5:00 P.M. (IST) on Monday, September 20, 2021.
21. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number, at [cs.sgroup2013@gmail.com](mailto:cs.sgroup2013@gmail.com) latest by 5:00 P.M. (IST) on Monday, September 20, 2021. The same will be replied by the company suitably.
22. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
23. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
24. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
25. Members who need assistance before or during the AGM, can contact CDSL on <https://www.evotingindia.com> under the help section or write to the undersigned at the registered office address of the Company or email ID: [cs.sgroup2013@gmail.com](mailto:cs.sgroup2013@gmail.com) or tel. 033 4014 5400.
26. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Wednesday, September 15, 2021. Thus, the facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders. A person who is not a member as on cut-off date should treat this notice for information purpose only.
27. Mr. Rajan Singh, practicing Company Secretary (COP No.: 13599), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
28. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.salarpuriagroup.com/investors> and on the website of CDSL. The same will be communicated to the stock exchange where the shares of the Company are listed viz. The Calcutta Stock Exchange Limited.

For and on behalf of the Board  
For Mandya Finance Company Limited

Aditya Saha  
Kolkata  
700072  
Director  
DIN: 09023418

Date: 07-07-2021

Place: Kolkata



## **ANNEXURE TO THE NOTICE**

*[Additional information of directors seeking appointment/ re-appointment at the 38<sup>th</sup> Annual General Meeting pursuant to Regulation 36 of Listing Regulations]*

### **ADDITIONAL INFORMATION IN RELATION TO ITEM NO. 2, 3 & 4:**

<b>PARTICULARS</b>	<b>APURVA SALARPURIA</b>	<b>AMIT SUREKA</b>	<b>ADITYA SADANI</b>
<b>DIN</b>	00058357	07826070	09023418
<b>D.O.B.</b>	04.10.1982	30.10.1982	06.11.1987
<b>Date of Appointment</b>	07.03.2008	07.07.2021	16.06.2021
<b>Qualification</b>	Bachelors in Commerce and Chartered Accountancy from ICAI	Bachelors in Commerce, Chartered Accountancy from ICAI and Company Secretaryship from ICSI	Bachelors in Commerce, Chartered Accountancy from ICAI and Company Secretaryship from ICSI
<b>Experience (including expertise in specific functional area)</b>	Having more than 10 years of experience in the field of accounting, taxation, finance and investment	Having nearly 5 years of experience in Accounts, Audit, Finance, Taxation & Costing. Adequate experience in entire gamut of accounting & financing operations entailing preparation & maintenance of statutory books of accounts and finalizing of yearend financial statements as per statutory requirements.	Having nearly a decade of experience in Finance & Secretarial Management. Adequate experience in the field of management of financing operations including but not limited to portfolio financing and management.
<b>Present Status of directorship in the Company</b>	Non-Executive Director	Additional Independent Director	Additional Director
<b>Relationship with other Directors/KMPs</b>	Not related to any Director / Key Managerial Personnel, except Mr. Anand Prakash, Non-Executive Director	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
<b>Directorship of other Listed Board as on date</b>	1. Easun Capital Markets Limited	1. Easun Capital Markets Limited	1. Easun Capital Markets Limited

# MANDYA

FINANCE COMPANY LTD.

CIN: L51909WB1981PLC034018

Website: <https://www.salarpuriagroup.com/investors>

	2. Merlin Industrial Development Limited	2. Merlin Industrial Development Limited	2. Merlin Industrial Development Limited
<b>Membership / Chairmanship of Committees of other Listed Boards as on date</b>	<b>1. Easun Capital Markets Limited</b> <ul style="list-style-type: none"> <li>• Member of Nomination &amp; Remuneration Committee</li> <li>• Member of Audit Committee</li> <li>• Member of Risk Management Committee</li> </ul> <b>2. Merlin Industrial Development Limited</b> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> <li>• Member of Nomination &amp; Remuneration Committee</li> <li>• Member of Risk Management Committee</li> </ul>	<b>1. Easun Capital Markets Limited</b> <ul style="list-style-type: none"> <li>• Chairman of Audit Committee</li> <li>• Chairman of Stakeholder Relationship Committee</li> </ul> <b>2. Merlin Industrial Development Limited</b> <ul style="list-style-type: none"> <li>• Chairman of Audit Committee</li> <li>• Member of Nomination and Remuneration Committee</li> <li>• Member of Stakeholder Relationship Committee</li> </ul>	<b>1. Easun Capital Markets Limited</b> <ul style="list-style-type: none"> <li>• Chairman of Risk Management Committee</li> <li>• Member of Stakeholder Relationship Committee</li> </ul> <b>2. Merlin Industrial Development Limited</b> <ul style="list-style-type: none"> <li>• Chairman of Risk Management Committee</li> </ul>
<b>Shareholding as on March 31, 2021 (including shareholding as a beneficial owner)</b>	77,350 Equity Shares	NIL	NIL

The Board recommends the resolution set out in Item No. 2, 3 & 4 for approval by the Members.

For and on behalf of the Board  
For Mandya Finance Company Limited

Aditya Saha  
Aditya Saha  
Director  
DIN: 09023418

Date: 07-07-2021  
Place: Kolkata