

**Notice to the Shareholders**

**NOTICE** is hereby given that the Forty Third (43<sup>rd</sup>) Annual General Meeting of the Members of **MANDYA FINANCE COMPANY LIMITED** (CIN: L51909WB1981PLC034018) ("the Company") will be held at 2:00 P.M. IST on Monday, September 30, 2024 at 5, Chittaranjan Avenue, Kolkata - 700 072, West Bengal, to transact the following business:

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**ORDINARY BUSINESS**

**Item No. 1:**

To consider and if thought fit, to pass the following, with or without any modification, as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** the audited financial statements of the company for the year ended as on 31 March, 2024, including the independent auditors' report and the board's report thereon, be and are hereby considered, approved and adopted."

**Item No. 2:**

To consider and if deemed fit, to pass the following, with or without any modification, as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** Mr. Apurva Salarpuria (DIN: 00058357), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the company liable to retire by rotation."

**SPECIAL BUSINESS**

**Item No. 3:**

To consider and if deemed fit, to pass, the following, with or without any modification, as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and the Articles of Association of the company, as per the recommendation of the Nomination and Remuneration Committee of the Board, Ms. Annapurna Gupta (DIN: 10770474), be and is hereby appointed as an independent director of the company not liable to retire by rotation, to hold office for a term of five consecutive years from 30 September, 2024 till 29 September, 2029 (both days inclusive)."

*By the Order of the Board*  
**For Mandya Finance Company Limited**

**Date:** 06-09-2024  
**Place:** Kolkata

Sd/-  
**S. Chattopadhyay**  
**Company Secretary**

**NOTES:**

1. Additional Information pursuant to Regulation 36 of SEBI LODR Regulations, 2015, as amended from time to time, is annexed to this Notice.
2. **A MEMBER ENTITLED TO ATTEND AGM AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIS/HER AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy form completed in every respect should be deposited at the registered office of the company not less than 48 (forty eight) hours before the time / commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.**

Members are requested to note that a person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate Members are requested to send at Company's Registered Office, 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 at the AGM.
4. In case of joint holders attending the AGM, persons whose name stands first on the Register shall alone be entitled to vote.
5. REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED from Tuesday, September 24, 2024 to Monday, September 30, 2024 (BOTH DAYS INCLUSIVE).
6. Members/Proxies/Authorised Representatives should bring the attendance slip sent herewith duly filled in for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
7. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy to the meeting.
8. Members desirous of having any information on the business to be transacted at the Annual General Meeting are requested to address their queries to the Company Secretary at the Registered Office of the Company or by email at [Secretarial@salarpuriagroup.com](mailto:Secretarial@salarpuriagroup.com) at least seven days before the date of the meeting, so that requisite information is made available at the meeting.
9. All documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting.
10. Notice convening the 43<sup>rd</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 websites of the Stock Exchanges 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)
11. SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 ('Circular') dated May 17, 2023 has provided common and simplified norms for processing investor's service request by RTA's and norms for furnishing PAN, KYC and Nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to *inter-alia* furnish PAN, KYC and Nomination details. Physical folios wherein the PAN, KYC and Nomination details are not available are liable to be frozen by the RTA on or after 1st October, 2023. Holders of such frozen folios shall be eligible to lodge their grievance or avail service request from the RTA only after furnishing the complete documents / details. Similarly, the holders of such frozen folios shall be intimated in case of any payment including dividend, interest or redemption stating that such payment is due and shall be made electronically upon furnishing complete documents / details.

Pursuant to the said Circular, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and Nomination details through Form ISR-1. The said Form ISR-1 can be downloaded from the website of the RTA at <https://nichetechpl.com/downloads/> and also from <https://salarpuriagroup.com/investors/forms>
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz., issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the RTA at <https://nichetechpl.com/downloads/> or from <https://salarpuriagroup.com/investors/forms>. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form since transfer of equity shares/issuance of equity shares in physical form have been disallowed by SEBI.
13. Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent [*Niche Technologies Private Limited, 3A, Auckland Place, 7<sup>th</sup> 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.
14. 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 RTA at <https://nichetechpl.com/downloads/> or from <https://salarpuriagroup.com/investors/forms>. The Members holding shares in demat form may contact their respective depository participant(s) for making such nominations.

15. Pursuant to 'Green Initiative' Circular No. 17/2011 issued by the Ministry of Corporate Affairs, Govt. of India, the Company would affect electronic delivery of notice of Forty Third (43<sup>rd</sup>) Annual General Meeting and Annual Report for the year ended March 31, 2024 to those shareholders, whose email-ids were registered with the respective Depository Participants and down-loadable from the Depositories viz., NSDL / CDSL. 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. For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
16. In compliance with the provisions of Section 108 of the Act and Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, on all resolutions set forth in this Notice.
17. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
  - 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 Annual report of the Company circulated to the members of the Company is available at the Company's Website i.e. <http://www.salarpuriagroup.com>
18. The instructions for e-voting are as under:

#### **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, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have casted 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 are as under:**

- (i) The remote e-voting period commences on Friday, September 27, 2024 (9:00 AM) and ends on Sunday, September 29, 2024 (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 Monday, September 23, 2024, 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>1. 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>2. After successful login the Easi / Easiest user will be able to see the e-</li> </ol>

	<p>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. 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	HELPPDESK 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

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab.
- c. Now Enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID,
  - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. 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.
- f. If you are a first time user follow the steps given below:

<b>PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING SHARES IN DEMAT FORM</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>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</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <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>

- g. After entering these details appropriately, click on "SUBMIT" tab.
  - h. 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.
  - i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - j. Click on the EVSN for the relevant Company Name i.e. **MANDYA FINANCE COMPANY LTD.** on which you choose to vote.
  - k. 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.
  - l. 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.



**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), 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 Futorex, 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.

19. 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., Monday, September 23, 2024. A person who is not a member as on cut-off date should treat this notice for information purpose only.
20. The notice of the 43rd Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners' position list provided by depositories as at closing hours of business on Saturday, August 30, 2024.
21. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2024 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. Saturday, August 30, 2024 are requested to send the written / email communication to the company at [secretarial@salarpuriagroup.com](mailto:secretarial@salarpuriagroup.com) mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
23. Mr. Rajan Singh, practicing Company Secretary (Certificate of Practice Number 13599) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and 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.
24. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.salarpuriagroup.com/investors/annual-report-e-voting> 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.
25. Attendance Slip, Proxy Form and the Route Map to the venue of the AGM are annexed to the Notice.

*By the Order of the Board*  
**For Mandya Finance Company Limited**

**Date:** 06-09-2024  
**Place:** Kolkata

**S. Chattopadhyay**  
**Company Secretary**

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

**Item No. 3 - Appointment of Ms. Annapurna Gupta as an independent director:**

Pursuant to the provisions of section 149, 150, 152, schedule IV of the Companies Act, 2013 (the Act) and based on the recommendation of the nomination and remuneration committee, Ms. Annapurna Gupta (DIN: 10770474) is proposed to be appointed as an Independent director of the company effective September 30, 2024 to hold office up to 29<sup>th</sup> September, 2029. Details of her qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as an annexure to this statement. MS. Gupta has given a declaration to the board that she meets the criteria of independence as provided under section 149 of the Act as well as under applicable provisions of the Listing Regulations. In the opinion of the board, Ms. Gupta fulfils the conditions specified in the Act and rules made there under for appointment as an independent director (ID). Pursuant to the provisions of section 149 of the Act, an ID shall hold office for a term up to five consecutive years on the board of a company and shall not be liable to retire by rotation.

The company has received a notice in writing from a member under the provisions of section 160 of the Act proposing the candidature of Ms. Gupta as director of the company. Accordingly, the board recommends the appointment of Ms. Gupta as an ID for a term of five consecutive years commencing from September 30, 2024 till September 29, 2029. In compliance with the provisions of section 149 read with schedule IV of the Act and applicable provisions of the Listing Regulations, the appointment of Ms. Annapurna Gupta is being placed before the members for their approval. The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the company and would also be available for inspection without any fee by the members at the company's registered office during normal business hours on any working day up to the date of the AGM.

Except Ms. Annapurna Gupta, being the appointee, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends this Resolution for your approval.

*By the Order of the Board*  
**For Mandya Finance Company Limited**

**Date:** 06-09-2024  
**Place:** Kolkata

**S. Chattopadhyay**  
**Company Secretary**

**ANNEXURE TO THE NOTICE**

**Additional information of directors seeking appointment/re-appointment at the 43<sup>rd</sup>  
Annual General Meeting pursuant to Regulation 36(3) of the SEBI (LODR) Regulations,  
2015**

**ADDITIONAL INFORMATION IN RELATION TO ITEM NO. 2 and 3:**

<b>PARTICULARS</b>	<b>APURVA SALARPURIA</b>	<b>Ms. ANNAPURNA GUPTA</b>
<b>DIN</b>	00058357	10770474
<b>D.O.B.</b>	04-10-1982	05-02-1986
<b>Date of Appointment</b>	07-03-2008	30-9-24 (proposed)
<b>Qualification</b>	Bachelors in Commerce and Chartered Accountancy from ICAI	Bachelors in Commerce
<b>Experience (including expertise in specific functional area)</b>	Having more than 20 years of experience in the field of accounting, taxation, finance and investment	Having more than 8 years of experience in the field of accounting, Corporate law and administration
<b>Present Status of directorship in the Company</b>	Non-Executive Director	Independent Woman Director
<b>Relationship with other Directors/KMP</b>	Not related to any Director / Key Managerial Personnel, except Mr. Anand Prakash, Non-Executive Director	Not related to any Director / Key Managerial Personnel
<b>Directorship of other Listed Board as on date</b>	1. Easun Capital Markets Limited	NIL
<b>Membership / Chairmanship of Committees of other Listed Boards as on date</b>	<b>1.</b> Easun Capital Markets Limited <ul style="list-style-type: none"><li>• Member of Audit Committee</li><li>• Member of Nomination &amp; Remuneration Committee</li><li>• Member of Stakeholders Relationship Committee</li><li>• Member of Risk Management Committee</li></ul>	NIL
<b>Shareholding as on March 31, 2024 (including shareholding as a beneficial owner)</b>	77,350 Equity Shares (Includes Shareholding as Beneficial Owner)	NIL

*By the Order of the Board  
For **Mandya Finance  
Company Limited***

**Date:** 06-09-2024  
**Place:** Kolkata

**S. Chattopadhyay  
Company Secretary**



Request to shareholders

Dear Shareholder,

Dated: 01.07.2024

**Sub: Intimation to furnish valid PAN, KYC details and Nomination.**

In compliance with SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, It is mandatory for all holders of physical securities in listed companies to furnish PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers. The security holder(s) whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:

- to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.
- for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from **April 01, 2024**.

**The shareholders are requested to update the requisite information by filling the following forms:**

S. No.	Form	Purpose
1	Form ISR-1	Request for registering PAN, KYC details or changes / updation thereof.
2	Form ISR-2	Confirmation of Signature of securities holder by the Banker
3	Form ISR-3	Declaration Form for Opting-out of Nomination by holders of physical securities (if any)
4	Form ISR-4	Request for issue of Duplicate Certificate and other Service Requests
5	Form ISR-5	Request for Transmission of Securities by Nominee or Legal Heir
6	Form No. SH-13	Nomination Form
7	Form No. SH-14	Cancellation or Variation of Nomination (if any)

**The modes of submission of documents to the Company/RTA are any one of the following:**

1. In Person Verification (IPV): by producing the originals to the authorized person of the RTA, who will retain copy(ies) of the document(s)
2. In hard copy: by furnishing self-attested photo copy(ies) of the relevant document, with date
3. Through e-mail address already registered with the RTA, **with e-sign of scanned copies of documents**
4. Service portal of the RTA **with e-sign with scanned copies of documents**, if the RTA is providing such facility

**Explanation: E-Sign** is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/claimant may approach any of the empanelled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

Further please note that, the RTA shall not process any service requests received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are received.

In view of the above, you are advised to furnish the aforesaid documents / forms / details to the Company or the RTA at the earliest possible at the following address:

Company	Registrar and Share Transfer Agent (RTA)
The Company Secretary, Mandya Finance Co. Ltd. 7, C.R. Avenue, 3 <sup>rd</sup> Floor, Kolkata – 700 072 Tel: 033 4014 5400 E-mail: <a href="mailto:secretarial@salarpuriagroup.com">secretarial@salarpuriagroup.com</a> Website: <a href="http://www.easuncapitalmarkets.com">www.easuncapitalmarkets.com</a>	Niche Technologies Private Limited (Unit: Mandya Finance Co. Ltd.) 3A, Auckland Place, 7 <sup>th</sup> Floor, Room No. 7A & 7B, Kolkata-700017 Tel: 033-22806616/6617/6618; 98306 59635 Fax: 033-22806619 E-mail: <a href="mailto:nichetechpl@nichetechpl.com">nichetechpl@nichetechpl.com</a> Website: <a href="http://www.nichetechpl.com">www.nichetechpl.com</a>

All the above mentioned forms are available on the website of the Company at [www.salarpuriagroup.com/investors/forms](http://www.salarpuriagroup.com/investors/forms) and the RTA at <https://nichetechpl.com/downloads/>.

Place: Kolkata

**Yours truly,**  
For Mandya Finance Co. Ltd.  
Sd/-  
**Somnath Chattopadhyay**  
Company Secretary  
M. No.: 14351

## **E-VOTING**

Name & Registered Address of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

### **Subject: Process and manner for availing E-voting facility:**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Forty Second (42<sup>nd</sup>) Annual General Meeting to be held on Monday, September 30, 2024 at 12 noon IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>User ID</b>	<b>PAN / Sequence No.</b>
240902096		

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting Start On</b>	<b>Remote e-Voting End On</b>
Friday, September 27, 2024 (9:00AM)	Sunday, September 29, 2024 (5:00 PM)

Please read the instructions mentioned in the Notice before exercising your vote.

**Date:** 06-09-2024

Place: Kolkata

*By the Order of the Board*

For Mandya Finance Co. Ltd.

Sd/-

**Somnath Chattopadhyay**

**Company Secretary**

M. No.: 14351

## Proxy Form

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

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

\*Applicable for Investors holding shares in electronic form.

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

1.	Name:	Address:
	E-mail Id:	Signature:

Or failing him

2.	Name:	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43<sup>rd</sup> Annual General Meeting of the Company to be held on Monday, September 30, 2024 at 2.00 P.M. IST at 5, Chittaranjan Avenue, Kolkata, PIN – 700072, West Bengal, India and at any adjournment thereof in respect of such resolution(s) as is/are indicated below:

\*\* I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Item No.	Resolution(s)	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2024 and the Report of the Board of Directors and Auditors thereon.		
2	To re-appoint Mr. Apurva Salarpuria, as a Director of the Company, liable to retire by rotation		
3	To appoint Ms. Annapurna Gupta as an Independent Woman Director for a continuous period of 5 years starting from 30-09-2024		

Signed this ..... day of ..... 2024.

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Signature of Shareholder

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Signature of Proxy holder(s):

Affix Re.1  
Revenue Stamp

### Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. ***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 48 hours before the commencement of the meeting.***
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. \*\*This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

✂

### ATTENDANCE SLIP

(to be presented at the entrance of the Annual General Meeting)

I/We hereby record my/our presence at the 43<sup>rd</sup> Annual General Meeting of the Company held at the Registered Office of the Company on Monday, September 30, 2024 at 2.00 P.M. IST at 5, Chittaranjan Avenue, Kolkata, PIN – 700072.

Regd. Folio No. \_\_\_\_\_/DP ID \_\_\_\_\_ Client ID/Ben. A/C \_\_\_\_\_  
held \_\_\_\_\_

No. of shares

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

ROUTE MAP

