

Notice to the Shareholders

NOTICE is hereby given that the Thirty Eighth (38th) Annual General Meeting of the Members of **MANDYA FINANCE COMPANY LIMITED** (CIN:L51909WB1981PLC034018) will be held at 11.30 A.M. IST on Saturday, September 07, 2019 at the Registered Office of the Company viz. : 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata - 700 072, West Bengal, India, to transact the following business:

ORDINARY BUSINESS

Item No. 1: To receive, consider and adopt the Audited Annual Accounts of the Company for the financial year ended March 31, 2019 together with Reports of the Board of Directors and Auditors thereon

Item No. 2: To appoint a Director in place of Mr. Purushottam Lal Agarwal (DIN: 00061481), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS

Item No. 3: To re-appoint Mr. Raj Kumar Jalan (DIN: 00634156) as the Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special 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 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the 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 re-appointment of Mr. Raj Kumar Jalan (DIN: 00634156), who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and 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 w.e.f. the ensuing Annual General Meeting till the conclusion of the 43rd Annual General Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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 re-appoint Ms. Saileena Sarkar (DIN: 06963882) as the Woman Independent Director of the Company

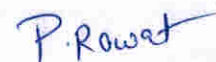
To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"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 read with the Companies (Appointment

and Qualification of Directors) Rules, 2014 and the 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 re-appointment of Ms. Saileena Sarkar (DIN: 06963882), who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as a Woman Independent Director of the Company to hold office for a period of 5 (five) consecutive years on the Board of the Company w.e.f. the ensuing Annual General Meeting till the conclusion of the 43rd Annual General Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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."

By the Order of the Board
For Mandya Finance Company Limited



Priyanka Rawat
Company Secretary

Date: 30.05.2019

Place: Kolkata

NOTES:

1. The relative 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 7, 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. **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.
4. 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.
5. In case of joint holders attending the AGM, persons whose name stands first on the Register shall alone be entitled to vote.
6. REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED from Sunday, September 01, 2019 to Saturday, September 07, 2019 (BOTH DAYS INCLUSIVE).
7. 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.
8. 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.
9. 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 at least seven days before the date of the meeting, so that requisite information is made available at the meeting.

10. 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.
11. 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.
12. 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 Thirty Eighth (38th) Annual General Meeting and Annual Report for the year ended March 31, 2019 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.
13. 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.
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 Registrars and Share Transfer Agents/Company.
15. 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 e-voting services provided by CDSL, on all resolutions set forth in this Notice.
16. 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.biz>
17. 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 cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot 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 process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on Wednesday, September 04, 2019 (9:00 AM) and ends on Friday, September 06, 2019 (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 Saturday, August 31, 2019, 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) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) 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.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical 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"> 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. 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.
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"> Please Enter the DOB or Bank Account Number in order to Login. 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 as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **MANDYA FINANCE COMPANY LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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.
 - 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 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

18. 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., Saturday, August 31, 2019. A person who is not a member as on cut-off date should treat this notice for information purpose only.
19. The notice of the 38th 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 Friday, July 19, 2019.
20. 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 Saturday, August 31, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
21. 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 31, 2019 are requested to send the written / email communication to the company at cs.sgroup2013@gmail.com mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
22. 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 forty eight (48) hours of 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.
23. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.salarpuriagroup.biz> 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.
24. 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: 30.05.2019
Place: Kolkata


Priyanka Rawat
Company Secretary



CIN: L51909WB1981PLC034018

Website: www.salarpuriagroup.biz

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

ITEM NO. 3: TO RE-APPOINT MR. RAJ KUMAR JALAN (DIN: 00634156) AS THE INDEPENDENT DIRECTOR OF THE COMPANY

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 30, 2019 has proposed that Mr. Raj Kumar Jalan (DIN: 00634156) be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Raj Kumar Jalan shall be effective upon approval by the members in the Meeting.

The Board of Directors, subsequent to recommendation from the Nomination and Remuneration Committee, proposed the candidature of Mr. Raj Kumar Jalan to the office of Independent Director of the Company under Section 160 of the Act. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Raj Kumar Jalan is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Raj Kumar Jalan is provided in "Annexure to the Notice" pursuant to the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by ICSI.

None of the Directors / Key Managerial Personnel of the Company / their relatives, other than Mr. Raj Kumar Jalan, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4: TO RE-APPOINT MS. SAILEENA SARKAR (DIN: 06963882) AS THE INDEPENDENT DIRECTOR OF THE COMPANY

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 30, 2019 has proposed that Ms. Saileena Sarkar (DIN: 06963228) be appointed as a Woman Independent Director on the Board of the Company. The appointment of Ms. Saileena Sarkar shall be effective upon approval by the members in the Meeting.

The Board of Directors, subsequent to recommendation from the Nomination and Remuneration Committee, proposed the candidature of Ms. Saileena Sarkar to the office of Woman Independent Director of the Company under Section 160 of the Act. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from her that she meets the criteria of independence as prescribed under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Ms. Saileena Sarkar is independent of the management and possesses appropriate skills, experience and knowledge.


Details of Ms. Saileena Sarkar is provided in "Annexure to the Notice" pursuant to the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by ICSI.

None of the Directors / Key Managerial Personnel of the Company / their relatives, other than Ms. Saileena Sarkar, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

By the Order of the Board
For Mandya Finance Company Limited

Date: 30.05.2019
Place: Kolkata


Priyanka Rawat
Company Secretary

ANNEXURE TO THE NOTICE

Additional information of directors seeking appointment/re-appointment at the 38th Annual General Meeting pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015

PARTICULARS	PURUSHOTTAM LAL AGARWAL	RAJ KUMAR JALAN	SAILEENA SARKAR
DIN	00061481	00634156	06963882
D.O.B.	31.08.1947	28.06.1956	05.05.1983
Date of Appointment	29.09.1994	01.02.1993	30.09.2014
Qualification	Bachelors in Commerce from University of Calcutta	Bachelors in Commerce from University of Calcutta and Chartered Accountancy from ICAI	Bachelors in Science from University of Calcutta & Diploma in Public Relation
Experience (including expertise in specific functional area)	Being the driving force behind the company, he has more than 45 years of experience in management, finance, banking and investment. He is responsible for the day to day operations of the Company and plays a key role in decision making	Rich experience in the field of finance, costing, accounting, taxation, business development and entrepreneurship	Several years of experience in the field of management and administration
Present Status of directorship in the Company	Executive Director	Independent Director	Women Independent Director
Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorship of other Listed Board as on date	1. Merlin Industrial Development Limited 2. Easun Capital Markets Limited	1. Merlin Industrial Development Limited 2. Easun Capital Markets Limited	1. Merlin Industrial Development Limited 2. Easun Capital Markets Limited
Membership / Chairmanship of Committees of other Listed Boards as on date	1. Merlin Industrial Development Limited <ul style="list-style-type: none"> Member of Stakeholder Relationship Committee Chairman of Risk Management Committee 2. Easun Capital Markets Limited <ul style="list-style-type: none"> Member of Stakeholder Relationship Committee Chairman of Risk Management Committee 	1. Merlin Industrial Development Limited <ul style="list-style-type: none"> Chairman of Audit Committee Member of Nomination & Remuneration Committee Member of Stakeholder Relationship Committee 2. Easun Capital Markets Limited <ul style="list-style-type: none"> Chairman of Audit Committee Chairman of Stakeholders Relationship Committee 	1. Merlin Industrial Development Limited <ul style="list-style-type: none"> Member of Audit Committee Member of Nomination & Remuneration Committee 2. Easun Capital Markets Limited <ul style="list-style-type: none"> Member of Nomination & Remuneration Committee
Shareholding as on March 31, 2019	45010	Nil	Nil

By the Order of the Board
For Mandya Finance Company Limited

Date: 30.05.2019
Place: Kolkata

P. Rawat
Priyanka Rawat
Company Secretary

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:

Or failing him

3.	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 Thirty-Eighth (38th) Annual General Meeting of the Company to be held on Saturday, September 07, 2019 at 11:30 A.M. IST at its registered office at 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata - 700072, and at any adjournment thereof in respect of such resolutions as is/are indicated below:

Item No.	Resolution(s)	For	Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Annual Accounts of the Company for the financial year ended March 31, 2019 together with Reports of the Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Purushottam Lal Agarwal (DIN: 00061481), who retires by rotation and being eligible, offers himself for re-appointment		
SPECIAL BUSINESS			
3.	To re-appoint Mr. Raj Kumar Jalan (DIN: 00634156) as the Independent Director of the Company		
4.	To re-appoint Ms. Saileena Sarkar (DIN: 06963882) as the Woman Independent Director of the Company		

Signed this day of 2019

Signature of Shareholder

Signature of Proxy holder(s):

Affix
Re.1
Revenue
Stamp

Notes:

- This form should be signed across the stamp as per specimen signature registered with the Company.
- 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.*
- A proxy need not be a member of the Company.
- 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.
- **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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 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

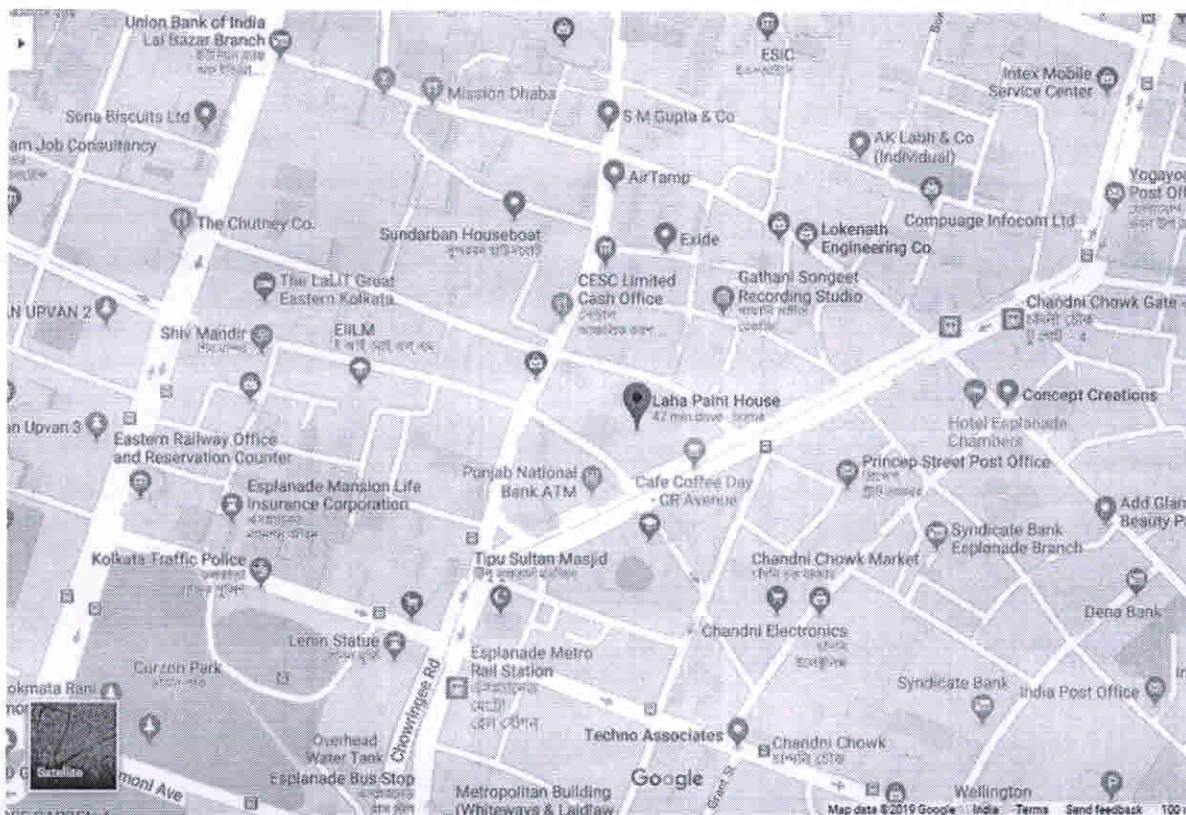
(to be presented at the entrance of the Annual General Meeting)

I/We hereby record my/our presence at the Thirty-Eighth (38th) Annual General Meeting of the Company to be held on Saturday, September 07, 2019 at 11:30 A.M. at its registered office at 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata – 700072.

Name of the Member	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorised Representative, if any	

Member's / Proxy's Signature

ROUTE MAP



Regd. Office: 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata-700 072, West Bengal, India

Phone: +91 33 4014 5400, Fax: +91 33 2225 2471

Email ID: gautamc2010@rediffmail.com; cs.sgroup2013@gmail.com

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, 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 (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 Thirty-Eighth (38th) Annual General Meeting to be held on Saturday, September 07, 2019 at 11.30 A.M. IST at 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata - 700072 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:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
190724025		

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

Remote e-Voting Start On	Remote e-Voting End On
Wednesday, September 04, 2019 (9:00AM)	Friday, September 06, 2019 (5:00PM)

Please read the instructions mentioned in Point No.17 of the Notice before exercising your vote.

By the Order of the Board
For Mandya Finance Company Limited



Priyanka Rawat
Company Secretary

Date: 30.05.2019
Place: Kolkata