MANBA
FINANCE

September 24, 2026

To,	To,
National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Scrip Symbol: MANBA	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai- 400 001 Scrip Code: 544262

Sub: Notice of the Extra- Ordinary General Meeting of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, please find enclosed the Notice of the Extra- Ordinary General Meeting ("EGM Notice") of the Shareholders of the Company, to be held on Monday, October 19, 2026 at 01:00 PM (IST) through Video Conferencing / Other Audio-Visual Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and SEBI.

The said EGM Notice is also available on the website of the Company at www.manbafinance.com.

We hereby request you to take the above information on record.

Thanking You,

For **Manba Finance Limited**

Bhavisha Ashish Jain

Digitally signed by Bhavisha Ashish Jain
DN: c=IN, o=Personal, postalCode=400080, l=Mumbai Suburban, st=Maharashtra, street=B/16, Chandanbala CHS Mulund West, Mumbai, Kurla Maharashtra India-400080- Behind Kalidas Gate, title=5913, 2.5.4.20=c4fb5ea65315fd4c50329232d56f1a6d3af50ae935482728be4519f43a670449, serialNumber=bddcc24a5b91a16b1041f80a65c622c0bb671b05277819c73d03faaecea465b6, email=bhavisham@manbafinance.com, cn=Bhavisha Ashish Jain
Date: 2026.09.24 15:50:21 +05'30'

Bhavisha Jain
Company Secretary and Compliance Officer
ACS: A44249

Encl.: As above

Manba Finance Ltd.
CIN L65923MH1996PLC099938
Registered Office: 324, Runwal Heights, Opp. Nirmal Lifestyle, L.B.S. Marg, Mulund (West), Mumbai 400 080. India.
+ 91 22 62346666 | info@manbafinance.com | www.manbafinance.com

NOTICE FOR (01/2026-27) EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting ("**EOGM**") of the members of Manba Finance Limited will be held on Monday, October 19th, 2026 at 1:00 P.M. through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility to seek the consent of the shareholders of the Company ("Members") on the special business herein below:

1. **INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) ("Act"), the provisions of the Memorandum and Articles of Association of the Company, relevant provisions under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, subject to such other approval(s), consent(s), permission(s) and/or sanction(s) of the appropriate authorities (including regulatory and statutory authorities), institutions or bodies, as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company ("Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded for increase of the authorized share capital of the Company from ₹ 55,00,00,000/- (Rupees Fifty Five Crore Only) divided into 5,49,00,000 (Five Crore and Forty Nine Lakh) Equity Shares of ₹ 10/-(Rupees Ten) each and 1,00,000 (One Lakh) Preference Shares of ₹ 10/- (Rupees Ten) each to ₹ 65,00,00,000/- (Rupees Sixty Five Crore Only) divided into 6,49,00,000 (Six Crore and Forty Nine Lakh) Equity Shares of ₹ 10/-(Rupees Ten) each and 1,00,000 (One Lakh) Preference Shares of ₹ 10/- (Rupees Ten) each and consequential alteration of Clause 5 of the Memorandum of Association of the Company, in the manner set out herein.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 4, 13, 61, 64 and all other applicable provisions, if any, of the Act, the provisions of the Memorandum and Articles of Association of the Company, such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, and subject to such other approval(s), consent(s), permission(s) and/or sanction(s), if any, as may be required, the approval of the Members be and is hereby accorded for alteration of Clause 5 of the Memorandum of Association of the Company by deleting the existing Clause 5(b) relating to the minimum paid-up capital of the Company and by substituting the existing Clause 5 with the following revised Clause 5:

"The authorized capital of the company is ₹ 65,00,00,000/- (Rupees Sixty Five Crore Only) divided into 6,49,00,000 (Six Crore and Forty Nine Lakhs) Equity Shares of ₹ 10/-(Rupees Ten) each and 1,00,000 (One Lakh) Preference Shares of ₹ 10/- (Rupees Ten) each. The Company has the power to increase the authorized capital."

RESOLVED FURTHER THAT all the Directors of the Company, and Ms. Bhavisha Jain, Company Secretary of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto, to file necessary forms/ applications/ documents with the relevant Registrar of Companies and / or other regulatory authorities, as may be required, to provide a copy of the resolution certified to be true and to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary, expedient, proper or desirable, including preparing, signing, executing, submitting and filing any document, deed, instrument, confirmation, undertaking etc., to give full effect to the aforesaid resolution, without being required to

MANBA FINANCE

secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. **PREFERENTIAL ISSUE OF FULLY CONVERTIBLE WARRANTS AND EQUITY SHARES:**

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

RESOLVED THAT pursuant to Sections 23(1)(b), 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (collectively, the "Companies Act"); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"); the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI Takeover Regulations"); the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 and other applicable foreign exchange laws and regulations, as amended ("FEMA"); and all other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), BSE Limited and the National Stock Exchange of India Limited (collectively, the "Stock Exchanges") and any other competent authority in India or abroad (collectively, the "Applicable Regulatory Authorities"), and in accordance with the Memorandum of Association and Articles of Association of the Company, subject to receipt of all necessary approvals, consents, permissions and sanctions and such conditions as may be prescribed while granting them, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (the "Board", which term shall include any committee constituted or authorised by the Board) to create, offer, issue and allot, on a preferential basis through private placement ("Preferential Issue"), the following securities, for cash consideration, to the identified proposed allottees ("Proposed Allottees"), on such terms and conditions as may be determined by the Board in accordance with applicable law and this resolution:

A. Equity Shares

Up to 50,00,013 (Fifty Lakh Thirteen) fully paid-up Equity Shares of face value of ₹10/- each ("Equity Shares"), for cash, at an issue price of **₹135/- (Rupees One Hundred Thirty-Five only) per Equity Share**, including a premium of **₹125/- per Equity Share**, aggregating up to **₹67,50,01,755/- (Rupees Sixty-Seven Crore Fifty Lakh One Thousand Seven Hundred Fifty-Five only)**, to the Proposed Allottees belonging to the Non-Promoter/Public category, as set out below:

B. Fully Convertible Warrants

Up to 24,07,223 (Twenty-Four Lakh Seven Thousand Two Hundred Twenty-Three) fully convertible warrants ("Warrants"), for cash, at an issue price of **₹135/- (Rupees One Hundred Thirty-Five only) per Warrant**, aggregating up to **₹32,49,75,105/- (Rupees Thirty-Two Crore Forty-Nine Lakh Seventy-Five Thousand One Hundred Five only)**, to the Proposed Allottees belonging to the Promoter/Promoter Group category.

Each Warrant shall carry a right to subscribe to **one (1) fully paid-up Equity Share** of the Company having face value of ₹10/- each, within a period of **18 (eighteen) months from the date of allotment of such Warrants**.

The details of the Proposed Allottees are as follows:

S. No.	Name of Proposed Allottee	Category	Nature of Security	No. of Securities	Issue Price (₹)	Aggregate Consideration (₹)
1	Manba Investments and Securities Private Limited	Promoter	Warrants	22,22,223	135	30,00,00,105
2	Manish Kiritkumar Shah	Promoter	Warrants	1,85,000	135	2,49,75,000
Total – Promoter / Promoter Group				**24,07,223**		**32,49,75,105**
3	Preeti Chetan Dedhia	Public	Equity Shares	1,85,186	135	2,50,00,110
4	Hem Securities Limited	Public	Equity Shares	3,70,371	135	5,00,00,085
5	Chetan Kheraj Dedhia	Public	Equity Shares	2,22,226	135	3,00,00,510
6	Sanjay Popatlal Jain	Public	Equity Shares	3,70,371	135	5,00,00,085
7	Vaibhav Satish Shah (HUF)	Public	Equity Shares	1,85,186	135	2,50,00,110
8	Limona Ventures LLP	Public	Equity Shares	7,40,741	135	10,00,00,035
9	Nexus Equity Growth Fund SCH-1	Public	Equity Shares	1,48,149	135	2,00,00,115
10	Zenila Ventures LLP	Public	Equity Shares	14,81,482	135	20,00,00,070
11	Trans Globe Edu Private Limited	Public	Equity Shares	74,075	135	1,00,00,125
12	Mithali Dharmesh Badani	Public	Equity Shares	37,038	135	50,00,130
13	AMS India Opportunities, LP	Public	Equity Shares	74,075	135	1,00,00,125
14	Ami Manish Modi	Public	Equity Shares	1,85,186	135	2,50,00,110
15	Manish Mahendra Modi	Public	Equity Shares	1,85,186	135	2,50,00,110
16	LYSA Trading LLP	Public	Equity Shares	7,40,741	135	10,00,00,035
Total – Non-Promoter / Public				**50,00,013**		**67,50,01,755**
Grand Total				**74,07,236**		**99,99,76,860**

RESOLVED FURTHER THAT pursuant to Chapter V of the SEBI ICDR Regulations, **Friday, September 18, 2026**, being the working day immediately preceding the date falling thirty days prior to the Extra-Ordinary General Meeting scheduled to be held on October 19, 2026, is the "Relevant Date" for determining the applicable floor price of the Equity Shares and the Warrants proposed to be issued under the Preferential Issue, in accordance with the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the issue price of ₹135/- per Equity Share/Warrant shall be subject to the applicable pricing provisions of Chapter V of the SEBI ICDR Regulations and, to the extent any Proposed Allottee is a person resident outside India, the applicable pricing requirements under FEMA and the rules and regulations made thereunder.

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing resolution, the Preferential Issue shall be subject to the following terms and conditions:

Equity Shares

a) The Equity Shares shall be issued for cash consideration and the **entire consideration payable in respect thereof shall be received from the respective bank account of the Proposed Allottee and the Equity Shares shall be fully paid-up at the time of allotment.**

b) The Equity Shares proposed to be allotted pursuant to the Preferential Issue shall rank pari passu in all respects with the existing fully paid-up Equity Shares of the Company, including in respect of dividend, voting rights and other corporate benefits, from the date of allotment thereof.

c) The Equity Shares proposed to be allotted under the Preferential Issue and the entire pre-preferential shareholding of the Proposed Allottees, if any, shall be held in dematerialised form and shall be subject to the applicable lock-in requirements under Chapter V of the SEBI ICDR Regulations.

d) The Company shall make an application to the Stock Exchanges for obtaining the requisite in-principle, listing and trading approvals in respect of the Equity Shares proposed to be allotted pursuant to the Preferential Issue.

e) The allotment of the Equity Shares shall be completed within the period prescribed under the SEBI ICDR Regulations, i.e. within fifteen days from the date of passing of the Special Resolution by the Members, provided that where the allotment is pending due to the receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within fifteen days from the date of receipt of the last such approval or permission.

Warrants

f) Each Warrant shall entitle the holder thereof to apply for and be allotted **one (1) fully paid-up Equity Share** of the Company having face value of ₹10/- each against each Warrant.

g) An amount equivalent to **25% of the Warrant Issue Price, i.e. ₹33.75/- per Warrant**, shall be payable at the time of subscription and allotment of each Warrant ("Warrant Subscription Price"), and the remaining **75%, i.e. ₹101.25/- per Warrant**, shall be payable by the Warrant holder at the time of exercise/conversion of the Warrant.

h) The amount paid against the Warrants shall be adjusted/set-off against the issue price of the Equity Shares allotted upon exercise/conversion of such Warrants.

i) The Warrants shall be allotted in dematerialised form within the period prescribed under the SEBI ICDR Regulations.

j) The Warrants shall not carry any voting rights or entitlement to dividend until they are converted into Equity Shares.

k) The tenure of the Warrants shall not exceed **18 (eighteen) months from the date of allotment**.

l) The Warrants may be exercised by the Warrant holder, in one or more tranches, on or before the expiry of 18 months from the date of allotment by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised together with the aggregate amount payable thereon.

m) Upon receipt of the requisite balance consideration, the Company shall allot the corresponding number of Equity Shares in dematerialised form.

n) In the event that the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the unexercised Warrants shall lapse and the amount paid by the Warrant holder at the time of subscription to such Warrants shall stand **forfeited**, in accordance with applicable provisions of the SEBI ICDR Regulations.

o) The Equity Shares allotted upon conversion/exercise of the Warrants shall rank pari passu in all respects with the then existing Equity Shares of the Company, including dividend and voting rights, from the date of allotment thereof.

p) The Warrants and the Equity Shares arising upon conversion thereof shall be subject to the applicable lock-in requirements prescribed under Chapter V of the SEBI ICDR Regulations.

q) The Warrant Issue Price and/or the number of Equity Shares to be allotted upon exercise/conversion of the Warrants shall be appropriately adjusted for corporate actions/events as may be applicable under the SEBI ICDR Regulations.

r) The Warrants and the Equity Shares arising upon conversion thereof shall be subject to the provisions of the Memorandum and Articles of Association of the Company and applicable laws.

RESOLVED FURTHER THAT if any Proposed Allottee is found to be ineligible to participate in the Preferential Issue under the applicable provisions of the Companies Act, SEBI ICDR Regulations, FEMA or any other applicable law, or if any requisite approval is not received, the Company shall not allot the relevant Subscription Securities to such Proposed Allottee.

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable laws, the consent of the Members be and is hereby accorded to record the names and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorised to make the Preferential Issue on private placement basis to the Proposed Allottees through the prescribed **Form PAS-4(private placement offer-cum-application letter) as prescribed under the Companies Act**, without any right of renunciation.

RESOLVED FURTHER THAT the Preferential Issue shall be made only to the identified Proposed Allottees and the Company shall comply with all applicable requirements relating to private placement under Section 42 of the Companies Act, including maintenance of PAS-5, issuance of PAS-4, receipt of subscription monies through banking channels, operation of the separate bank account, allotment, filing of the applicable return of allotment and utilisation of the issue proceeds.

RESOLVED FURTHER THAT the Company shall maintain the subscription monies received in respect of the Preferential Issue in a separate bank account and shall utilise such monies only in accordance with applicable law and towards the objects of the Preferential Issue.

RESOLVED FURTHER THAT the issue proceeds of the Preferential Issue, aggregating up to **₹ 99,99,76,860/- (Rupees Ninety-Nine Crore Ninety-Nine Lakh Seventy-Six Thousand Eight Hundred Sixty only)**, shall be utilised towards meeting the lending and financing requirements of the Company, in accordance with the details set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make only such non-material/procedural modifications, alterations or amendments as may be necessary or expedient to comply with the requirements of any statutory or regulatory authority, Stock Exchanges, depositories or other competent authority, provided that no such modification shall vary the number of securities, issue price, identity of the Proposed Allottees or any other material terms of the Preferential Issue approved by the Members.

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection with the Preferential Issue, including making applications to the Stock Exchanges, SEBI, Registrar of Companies, depositories, RBI, authorised dealer bank and other authorities, as applicable; obtaining listing and trading approvals; making statutory filings; issuing offer documents; opening/operating the separate bank account; appointing intermediaries, advisors and professionals; and executing all necessary documents and agreements.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Committee of the Board, Company Secretary, Chief Financial Officer, officer(s) or authorised representative(s) of the Company, as may be considered necessary or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT copies of the foregoing resolution, certified to be true by any one of the Directors or the Company Secretary, may be furnished to such person(s)/authority(ies) as may be required."

3. <u>APPROVAL OF RE-APPOINTMENT OF MS. NEELAM TATER (DIN: 07653773) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:</u>

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules made thereunder (the "Act") and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") including Regulations 17(1C), 25(2A) and other applicable provisions thereof, as amended from time to time, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Neelam Tater (DIN: 07653773), who is eligible for re-appointment as an Independent Director and has given her consent to act as an Independent Director, along with the requisite declarations confirming that she meets the criteria of independence specified under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice under Section 160 proposing her candidature for the office of directorship, is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any other statutory authority, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 years commencing from October 25, 2026 to October 24, 2031 (both days inclusive) and who would not be liable to retire by rotation, on such terms and conditions including fees, remuneration and profit-related commission and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and / or company secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or incidental to give effect to this Resolution, including filing of necessary forms and returns with the Registrar of Companies and making necessary disclosures to the Stock Exchange(s) and other statutory/regulatory authorities."

4. <u>APPROVAL OF RE-APPOINTMENT OF MR. MANISH KIRITKUMAR SHAH (DIN: 00979854) AS MANAGING DIRECTOR OF THE COMPANY AND REVISION IN REMUNERATION.</u>

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

RESOLVED THAT pursuant to the provisions of Sections 178, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), Schedule V to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including Regulation 17(6)(e), as amended from time to time, and subject to such approvals, permissions and sanctions as may be required from the Reserve Bank of India ("RBI") and/or any other statutory or regulatory authority, and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and Audit Committee and approval of the Board of Directors ("Board"), consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Manish Kiritkumar Shah (DIN: 00979854) as Managing Director of the Company for a further period of Three (3) years commencing from April 01, 2027 and ending on March 31, 2030 liable to retire by rotation, on the following terms and conditions:

(a) **Salary and Allowances:** A minimum annual remuneration of ₹3,00,00,000/- (Rupees Three Crore only) shall be payable to Mr. Manish Kiritkumar Shah, comprising salary and allowances, as may be determined by the Board/NRC from time to time, subject to the overall maximum remuneration ceiling specified herein and applicable law.

(b) **Annual Increment:** The Board/NRC may grant such annual increments in salary and allowances as may be considered appropriate, subject to the overall maximum remuneration approved by the Members and applicable law.

(c) **Performance Linked / Variable Pay:** He shall be entitled to performance-linked incentive/variable remuneration, bonus and/or other performance-based remuneration as may be determined by the Board/NRC, subject to the overall maximum remuneration approved herein.

(d) **Commission:** He shall be entitled to commission, if any, as may be determined by the Board/NRC, subject to the overall maximum remuneration approved herein and the applicable limits prescribed under Sections 197 and 198 of the Act.

(e) **Perquisites and Benefits:** In addition to salary, allowances, variable pay and commission, he shall be entitled to provident fund, superannuation/pension fund contribution, gratuity, leave encashment, medical reimbursement/insurance, personal accident insurance, leave travel assistance/concession, car/driver or conveyance facility, telephone/mobile/internet facilities, reimbursement of business and travelling expenses, club membership/fees where applicable and such other perquisites and benefits as may be determined by the Board/NRC, subject to applicable law.

(f) **Retirement Benefits:** Provident fund, superannuation/pension, gratuity and leave encashment shall be provided in accordance with the Company's applicable rules and policies and applicable law.

(g) **Overall Maximum Remuneration:** The aggregate remuneration payable to Mr. Manish Kiritkumar Shah in any financial year during his tenure shall not exceed 5% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, or such other maximum amount/limit as may be permissible under applicable law and approved by the Members, and shall include salary, allowances, variable pay, commission, perquisites, benefits and all other components of remuneration.

(h) **Minimum Remuneration:** In the event of absence or inadequacy of profits, he shall be entitled to receive the aforesaid remuneration as minimum remuneration subject to Schedule V to the Act.

(i) **Variation in Components:** The Board/NRC may vary, alter, modify or restructure individual components of remuneration within the overall maximum ceiling approved by the Members.

RESOLVED FURTHER THAT the remuneration payable to Mr. Manish Kiritkumar Shah shall be subject to Sections 197 and 198 of the Act, Schedule V thereto and, to the extent applicable, Regulation 17(6)(e) of the SEBI Listing Regulations.

RESOLVED FURTHER THAT except for the terms specifically approved/modified by this resolution, all other terms and conditions of his appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors and/or the NRC be and are hereby authorised to do all such acts, deeds, matters and things and to make such filings and obtain such approvals, permissions and sanctions as may be necessary for giving effect to this resolution."

5. APPROVAL OF RE-APPOINTMENT OF MR. MONIL MANISH SHAH (DIN: 07054772) AS WHOLE-TIME DIRECTOR AND REVISION IN REMUNERATION

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

RESOLVED THAT pursuant to the provisions of Sections 178, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“Rules”), Schedule V to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including Regulation 17(6)(e), as amended from time to time, and subject to such approvals, permissions and sanctions as may be required from the Reserve Bank of India (“RBI”) and/or any other statutory or regulatory authority, and based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and Audit Committee and approval of the Board of Directors (“Board”), consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Monil Manish Shah (DIN: 07054772) as Whole-Time Director of the Company for a further period of Three (3) years commencing from January 15, 2027 and ending on January 14, 2030, liable to retire by rotation, on the following terms and conditions:

(a) **Salary and Allowances**: A minimum annual remuneration of ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakh only) shall be payable to Mr. Monil Manish Shah, comprising salary and allowances, as may be determined by the Board/NRC from time to time, subject to the overall maximum remuneration ceiling specified herein and applicable law.

(b) **Annual Increment**: The Board/NRC may grant such annual increments in salary and allowances as may be considered appropriate, subject to the overall maximum remuneration approved by the Members and applicable law.

(c) **Performance Linked / Variable Pay**: He shall be entitled to performance-linked incentive/variable remuneration, bonus and/or other performance-based remuneration as may be determined by the Board/NRC, subject to the overall maximum remuneration approved herein.

(d) **Commission**: He shall be entitled to commission, if any, as may be determined by the Board/NRC, subject to the overall maximum remuneration approved herein and the applicable limits prescribed under Sections 197 and 198 of the Act.

(e) **Perquisites and Benefits**: In addition to salary, allowances, variable pay and commission, he shall be entitled to provident fund, superannuation/pension fund contribution, gratuity, leave encashment, medical reimbursement/insurance, personal accident insurance, leave travel assistance/concession, car/driver or conveyance facility, telephone/mobile/internet facilities, reimbursement of business and travelling expenses, club membership/fees where applicable and such other perquisites and benefits as may be determined by the Board/NRC, subject to applicable law.

(f) **Retirement Benefits**: Provident fund, superannuation/pension, gratuity and leave encashment shall be provided in accordance with the Company's applicable rules and policies and applicable law.

(g) **Overall Maximum Remuneration**: The aggregate remuneration payable to Mr. Monil Manish Shah in any financial year during his tenure shall not exceed 3% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, or such other maximum amount/limit as may be permissible under applicable law and approved by the Members, and shall include salary, allowances, variable pay, commission, perquisites, benefits and all other components of remuneration.

(h) **Minimum Remuneration**: In the event of absence or inadequacy of profits, he shall be entitled to receive the aforesaid remuneration as minimum remuneration subject to Schedule V to the Act.

(i) **Variation in Components**: The Board/NRC may vary, alter, modify or restructure individual components of remuneration within the overall maximum ceiling approved by the Members.

RESOLVED FURTHER THAT the remuneration payable to Mr. Monil Manish Shah shall be subject to Sections 197 and 198 of the Act, Schedule V thereto and, to the extent applicable, Regulation 17(6)(e) of the SEBI Listing Regulations.

RESOLVED FURTHER THAT except for the terms specifically approved/modified by this resolution, all other terms and conditions of his appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors and/or the NRC be and are hereby authorised to do all such acts, deeds, matters and things and to make such filings and obtain such approvals, permissions and sanctions as may be necessary for giving effect to this resolution."

6. **APPROVAL OF RE-APPOINTMENT OF MS. NIKITA MANISH SHAH (DIN: 00171306) AS WHOLE-TIME DIRECTOR (DIN: 00171306) AND REVISION IN REMUNERATION:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 178, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), Schedule V to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including Regulation 17(6)(e), as amended from time to time, and subject to such approvals, permissions and sanctions as may be required from the Reserve Bank of India ("RBI") and/or any other statutory or regulatory authority, and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and Audit Committee and approval of the Board of Directors ("Board"), consent of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Nikita Manish Shah (DIN: 00171306) as Whole-Time Director of the Company for a further period of Three (3) years commencing from January 15, 2027 and ending on January 14, 2030, liable to retire by rotation, on the following terms and conditions:

(a) **Salary and Allowances**: A minimum annual remuneration of ₹ 90,00,000 /- (Rupees Ninety Lakh only) shall be payable to Ms. Nikita Manish Shah, comprising salary and allowances, as may be determined by the Board/NRC from time to time, subject to the overall maximum remuneration ceiling specified herein and applicable law.

(b) **Annual Increment**: The Board/NRC may grant such annual increments in salary and allowances as may be considered appropriate, subject to the overall maximum remuneration approved by the Members and applicable law.

(c) **Performance Linked / Variable Pay**: She shall be entitled to performance-linked incentive/variable remuneration, bonus and/or other performance-based remuneration as may be determined by the Board/NRC, subject to the overall maximum remuneration approved herein.

(d) **Commission**: She shall be entitled to commission, if any, as may be determined by the Board/NRC, subject to the overall maximum remuneration approved herein and the applicable limits prescribed under Sections 197 and 198 of the Act.

(e) **Perquisites and Benefits**: In addition to salary, allowances, variable pay and commission, She shall be entitled to provident fund, superannuation/pension fund contribution, gratuity, leave encashment, medical reimbursement/insurance, personal accident insurance, leave travel assistance/concession, car/driver or conveyance facility, telephone/mobile/internet facilities, reimbursement of business and travelling expenses, club membership/fees where applicable and such other perquisites and benefits as may be determined by the Board/NRC, subject to applicable law.

(f) **Retirement Benefits**: Provident fund, superannuation/pension, gratuity and leave encashment shall be provided in accordance with the Company's applicable rules and policies and applicable law.

(g) **Overall Maximum Remuneration**: The aggregate remuneration payable to Ms. Nikita Manish Shah in any financial year during his tenure shall not exceed 1.75% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, or such other maximum amount/limit as may be permissible under applicable law and approved by the Members, and shall include salary, allowances, variable pay, commission, perquisites, benefits and all other components of remuneration.

(h) **Minimum Remuneration**: In the event of absence or inadequacy of profits, she shall be entitled to receive the aforesaid remuneration as minimum remuneration subject to Schedule V to the Act.

(i) **Variation in Components**: The Board/NRC may vary, alter, modify or restructure individual components of remuneration within the overall maximum ceiling approved by the Members.

RESOLVED FURTHER THAT the remuneration payable to Ms. Nikita Manish Shah shall be subject to Sections 197 and 198 of the Act, Schedule V thereto and, to the extent applicable, Regulation 17(6)(e) of the SEBI Listing Regulations.

RESOLVED FURTHER THAT except for the terms specifically approved/modified by the resolution, all other terms and conditions of her appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors and/or the NRC be and are hereby authorised to do all such acts, deeds, matters and things and to make such filings and obtain such approvals, permissions and sanctions as may be necessary for giving effect to the resolution."

7. **APPROVAL OF RE-APPOINTMENT OF MR. JAY MOTA (DIN: 03105256) AS WHOLE-TIME DIRECTOR AND REVISION IN REMUNERATION**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 178, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), Schedule V to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including Regulation 17(6)(e), as amended from time to time, and subject to such approvals, permissions and sanctions as may be required from the Reserve Bank of India ("RBI") and/or any other statutory or regulatory authority, and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and Audit Committee and approval of the Board of Directors ("Board"), consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Jay Mota (DIN: 03105256) as Whole-Time Director of the Company for a further period of Three (3) years commencing from January 15, 2027 and ending on January 14, 2030, liable to retire by rotation, on the following terms and conditions:

(a) **Salary and Allowances**: A minimum annual remuneration of ₹ 54,52,000/- (Rupees Fifty Four Lakh Fifty Two Thousand only) shall be payable to Mr. Jay Mota, comprising salary and allowances, as may be determined by the Board/NRC from time to time, subject to the overall maximum remuneration ceiling specified herein and applicable law.

(b) **Annual Increment**: The Board/NRC may grant such annual increments in salary and allowances as may be considered appropriate, subject to the overall maximum remuneration approved by the Members and applicable law.

(c) **Performance Linked / Variable Pay**: He shall be entitled to performance-linked incentive/variable remuneration, bonus and/or other performance-based remuneration as may be determined by the Board/NRC, subject to the overall maximum remuneration approved herein.

(d) **Commission**: He shall be entitled to commission, if any, as may be determined by the Board/NRC, subject to the overall maximum remuneration approved herein and the applicable limits prescribed under Sections 197 and 198 of the Act.

(e) **Perquisites and Benefits**: He shall be entitled to provident fund, superannuation/pension fund contribution, gratuity, leave encashment, medical reimbursement/insurance, personal accident insurance, leave travel assistance/concession, car/driver or conveyance facility, telephone/mobile/internet facilities, reimbursement of business and travelling expenses, club membership/fees where applicable and such other perquisites and benefits as may be determined by the Board/NRC, subject to applicable law.

(f) **Retirement Benefits**: Provident fund, superannuation/pension, gratuity and leave encashment shall be provided in accordance with the Company's applicable rules and policies and applicable law.

(g) **Overall Maximum Remuneration**: The aggregate remuneration payable to Mr. Jay Mota Shah in any financial year during his tenure shall not exceed 1.25% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, or such other maximum amount/limit as may be permissible under applicable law and approved by the Members, and shall include salary, allowances, variable pay, commission, perquisites, benefits and all other components of remuneration.

(h) **Minimum Remuneration**: In the event of absence or inadequacy of profits, he shall be entitled to receive the aforesaid remuneration as minimum remuneration subject to Schedule V to the Act.

(i) **Variation in Components**: The Board/NRC may vary, alter, modify or restructure individual components of remuneration within the overall maximum ceiling approved by the Members.

RESOLVED FURTHER THAT the remuneration payable to Mr. Jay Mota shall be subject to Sections 197 and 198 of the Act, Schedule V thereto and, to the extent applicable, Regulation 17(6)(e) of the SEBI Listing Regulations.

RESOLVED FURTHER THAT except for the terms specifically approved/modified by this resolution, all other terms and conditions of his appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors and/or the NRC be and are hereby authorised to do all such acts, deeds, matters and things and to make such filings and obtain such approvals, permissions and sanctions as may be necessary for giving effect to this resolution."

By Order of the Board of Directors
For Manba Finance Limited

SD/-

Bhavisha Jain
Company Secretary & Compliance Officer
(M. No. A44249)

Date: 22-09-2026
Place: Mumbai

Regd. Office :
324, Runwal Heights Commercial Complex,
L.B.S Marg, Opp. Nirmal Lifestyle, Mulund (West),
Mumbai, Maharashtra, India, 400080
CIN: L65923MH1996PLC099938

NOTES

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 21/2021, 02/2022, 11/2022, 09/2023, 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and Circular No. 3/2025 dated September 22, 2025 respectively **("MCA Circulars")** and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (SEBI) (''**SEBI circulars**''), has permitted holding of the EOGM through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) ('the Act') and applicable MCA and SEBI Circulars, the EOGM of the Company is being conducted through VC/OAVM (hereinafter called as 'e-EOGM').

2. Pursuant to Section 102 of the Companies Act, 2013 ("the Act") and the rules made thereunder, Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws, an explanatory statement setting out material facts and reasons in respect of the business set out under item no. 1 to 7 forms part of this Notice.

3. In accordance with the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards -1 and 2 dated April 15, 2020 issued by the ICSI, for the proceedings of the EOGM deemed venue for EOGM shall be the Corporate Office of the Company i.e. Plot No. A-79, Road No. 16, Near Petrol Pump, Wagle Estate, Thane, Maharashtra, India, 400604.

4. The Company has fixed Monday, October 12, 2026 as the 'Cut-off date' for determining entitlement of Members who will be eligible to attend and vote at the meeting. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, October 12, 2026 shall be entitled to avail the facility of remote e-voting as well as e voting system on the date of the EOGM. A person who is not a member as on the Cut-off Date should treat this Notice for informational purposes only.

5. Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and pursuant to the above mentioned MCA circulars the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the EOGM. For this purpose company has entered into an agreement with MUFG Intime India Private Limited for facilitating voting through electronic means, as 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 EOGM will be provided by MUFG Intime India Private Limited.

6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a Member of the Company. Since this E-EOGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EOGM and hence the proxy form, attendance slip and route map of EOGM are not annexed to this notice.

7. Members attending the EOGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization, etc., authorizing their representative pursuant to Section 113 of the Act to attend the e-EOGM on its behalf and to vote in the e-EOGM at Mail ID - investorrelation@manbafinance.com with copy marked to MUFG Intime India Private Limited.

9. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EOGM and prior to the Cutoff date i.e. Monday, October 12, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EOGM by following the procedure mentioned in this part.

10. The remote e-voting will commence on Thursday, October 15, 2026 at 09:00 A.M. IST and end on Sunday, October 18, 2026 at 5:00 P.M. IST. During this period, the members of the Company holding shares as on the Cut-off date i.e. Monday, October 12, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by MUFG Intime India Private Limited thereafter.

11. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

12. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Monday, October 12,2026 .

13. Members who have already cast their votes by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.

14. The facility of joining the e-EOGM through VC /OAVM will be opened 30 minutes before and will be open up to 15 minutes after the scheduled start time of the EOGM, i.e. from 12:30 HOURS (IST) to 13:15 HOURS (IST).

15. In terms of Sections 101 and 136 of the Act, read with the rules made thereunder, the notice of the e-EOGM is being sent only through electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). Notice calling the e-EOGM has also been uploaded on the website of the Company at www.manbafinance.com, website of Stock Exchanges i.e. BSE Ltd. ('BSE') at www.bseindia.com and National Stock Exchange of India Ltd. ('NSE') at www.nseindia.com .

16. To receive communications through electronic means, including Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

17. The transfer of securities (except transmission or transposition of shares) of the Company shall not be processed, unless the securities are held in the dematerialised form.

18. The Company has been maintaining, inter alia, the following statutory registers at its registered office at 324, Runwal Heights Commercial Complex, L.B.S Marg, Opp. Nirmal Lifestyle, Mulund (West), Mumbai, Maharashtra, India, 400080:

    i. Register of contracts or arrangements in which directors are interested under Section 189 of the Act;
    ii. Register of directors and Key Managerial Personnel and their shareholding under Section 170 of the Act.

    In accordance with the applicable MCA circulars, the said registers will be made accessible for inspection through electronic mode, and shall remain open and be accessible to any member during the continuance of the meeting.

19. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to investorrelation@manbafinance.com during the period starting from Thursday, October 15,2026 (10:00 a.m.) to Sunday, October 18, 2026 (05:00 p.m.). The queries may be raised precisely and in brief to enable the Company to answer the same suitably at the meeting.

20. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

21. INSTAMEET VC instructions for shareholders –

    In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

    Login method for Individual shareholders holding securities in demat mode:

    Individual Shareholders holding securities in demat mode with NSDL

    METHOD 1 - NSDL OTP based login

    a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
    b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
    c) Enter the OTP received on your registered email ID/ mobile number and click on login.
    d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
    e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

    METHOD 2 - NSDL IDeAS facility

    <u>Shareholders registered for IDeAS facility:</u>

    a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
    b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
c) Enter the last 4 digits of your bank account / generate ‘OTP’
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
b) Enter existing username, Password & click on “Login”.
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside

Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.
b) Enter details as under:
   1) User ID: Enter User ID
   2) Password: Enter existing Password
   3) Enter Image Verification (CAPTCHA) Code
   4) Click "Submit".
      (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

A. Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:
   1) User ID: Enter User ID
   2) PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Company shall use the sequence number provided to you, if applicable.

3) DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
   - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
   - Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5) Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6) Enter Image Verification (CAPTCHA) Code.
7) Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Investor Mapping" tab under the Menu section
c) Map the Investor with the following details:
   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
   2) 'Investor's Name - Enter Investor's Name as updated with DP.
   3) 'Investor PAN' - Enter your 10-digit PAN.
   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

d) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
   Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

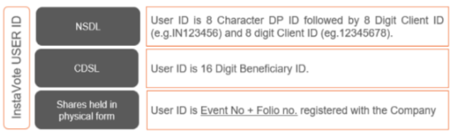
Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Further Click on "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".



InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "**forgot password**?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

22. The Company has appointed Dr CS Ronak Jhuthawat, Practicing Company Secretary, Partner of M/s Ronak Jhuthawat & Co | Practicing Company Secretaries having Membership No. 9738, to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EOGM, in a fair and transparent manner.

23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/RTA/Depository of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

24. The Scrutinizer shall, after the conclusion of voting at the EOGM, unblock the votes cast through remote e-Voting and count the EOGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

25. The Results of voting will be declared within 2 working days from the conclusion of the EOGM and the Resolutions will be deemed to be passed on the date of the EOGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.manbafinance.com immediately after the result is declared. The Company shall simultaneously forward the

results to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company are listed.

26. The profile and other relevant details pursuant to Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India in respect of Director seeking re-appointment at this EOGM is provided as **annexure I** to this Notice.

MANBA FINANCE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND OTHER RELEVANT PROVISION(S) OF THE COMPANIES ACT, 2013 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

ITEM 01. APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN THE CAPITAL CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

With a view to facilitate the Company's proposal to raise funds through issuance and allotment of equity shares and warrants (which can be exercised and converted into the equity shares of the Company) on a private placement basis, which would result in an increase in the paid up share capital of the Company, it is proposed to increase the authorized share capital of the Company from the existing ₹55,00,00,000/- (Rupees Fifty Five Crore Only) divided into 5,49,00,000 (Five Crore and Forty Nine Lakhs) Equity Shares of ₹10/-(Rupees Ten) each and 1,00,000 (One Lakh) Preference Shares of ₹10/- (Rupees Ten) each to ₹65,00,00,000/- (Rupees Sixty Five Crore Only) divided into 6,49,00,000 (Six Crore and Forty Nine Lakhs) Equity Shares of ₹10/-(Rupees Ten) each and 1,00,000 (One Lakh) Preference Shares of ₹10/- (Rupees Ten) each. Consequently, Clause 5 of the Memorandum of Association of the Company is proposed to be altered and substituted to reflect the increased authorised share capital.

Further, the existing Clause 5(b) of the Memorandum of Association of the Company, which provides that "The Paid up capital of the Company shall be minimum of ₹1,00,000/- (Rupees One Lakh Only)", is proposed to be deleted. Accordingly, the revised Clause 5 shall contain the authorised share capital of the Company as follows:

"The authorized capital of the Company is ₹65,00,00,000/- (Rupees Sixty Five Crore Only) divided into 6,49,00,000 (Six Crore and Forty Nine Lakhs) Equity Shares of ₹10/- (Rupees Ten) each and 1,00,000 (One Lakh) Preference Shares of ₹10/- (Rupees Ten) each. The Company has the power to increase the authorized capital."

The Members are therefore requested to approve the increase in the authorised share capital of the Company and the consequential alteration and substitution of Clause 5 of the Memorandum of Association of the Company, including deletion of the existing Clause 5(b), by passing the proposed Ordinary Resolution.

Accordingly, the Board of Directors of the Company, at its meeting held on Tuesday, September 22, 2026, has, subject to approval of the members, approved the aforesaid proposal to increase the authorized share capital of the Company and consequent amendment in the Clause 5 of the Memorandum of Association of the Company so as to reflect the increased authorized share capital as more particularly set out in Item No. 1 of the Notice.

In terms of the provisions of Sections 4, 13, 61 and 64 of the Act read with applicable rules framed thereunder and other applicable laws, the proposed increase in the authorized share capital and the consequent alteration of the Memorandum of Association of the Company is required to be approved by the Members of the Company by way of an Ordinary Resolution.

The draft of the amended Memorandum of Association shall also be made available for inspection at the registered office of the Company during normal business hours on all working days of the Company (except Saturdays and Sundays).

The Board of Directors of the Company recommends the Ordinary Resolution set forth in Item No. 1 of the Notice to the Members of the Company for their consideration and approval.

None of the Directors and Key Managerial Personnel of the Company / their relatives are in any way directly or indirectly, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company.

ITEM NO. 2 PREFERENTIAL ISSUE OF EQUITY SHARES AND FULLY CONVERTIBLE WARRANTS ON PRIVATE PLACEMENT BASIS:

The Board of Directors of the Company ("Board") at their meeting held on 22nd September, 2026, approved raising of funds aggregating up to ₹ 99,99,76,860/- (Rupees Ninety-Nine Crore Ninety-Nine Lakh Seventy-Six Thousand Eight Hundred Sixty only) by way of issuance of: (i) up to 5,000,013 (Fifty Lakh Thirteen) fully paid-up Equity Shares of the Company having face value of ₹10/- (Indian Rupee Ten), (**Equity Shares**) at a price of ₹135/- (Rupees One Hundred Thirty-Five only) (including a premium of ₹125/- (Rupees One Hundred Twenty-Five only) per Equity Share, aggregating up to ₹67,50,01,755/- (Rupees Sixty-Seven Crore Fifty Lakh One Thousand Seven Hundred Fifty-Five only); and (ii) up to 2,407,223 (Twenty-Four Lakh Seven Thousand Two Hundred Twenty-Three) fully convertible warrants ("**Warrants**"), at a price of ₹135/- (Rupees One Hundred Thirty-Five only) per Warrant ("**Warrant Issue Price**"), each Warrant convertible into 1 (one) fully paid-up Equity Share of the Company having face value of ₹10/- (Indian Rupee Ten), at a premium of (including a premium of ₹125/- (Rupees One Hundred Twenty-Five only), for cash consideration, aggregating up to ₹32,49,75,105/- (Rupees Thirty-Two Crore Forty-Nine Lakh Seventy-Five Thousand One Hundred Five only) by way of a preferential issue through private placement offer (the "**Preferential Issue**"), in the manner as prescribed by applicable laws, subject to the approval of the Members, and such other approvals as may be required:

In terms of the provisions of the Companies Act, 2013, as amended ("Companies Act") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), certain information in relation to the Preferential Issue are set out below:

1. Particulars of the proposed preferential issue including date of passing of Board resolution;

The Board of Directors of the Company, at its meeting held on **22nd September, 2026**, considered and approved the proposal for raising funds through issue and allotment of Equity Shares and fully convertible Warrants on a preferential basis to the Proposed Allottees, subject to approval of the Members and such other approvals as may be required under applicable laws. Accordingly, the Board recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members.

Particulars of the Preferential Issue

A. Equity Shares
50,00,013 Equity Shares of face value ₹10/- each at an issue price of **₹135/- per Equity Share**, comprising face value of ₹10/- and premium of ₹125/- per Equity Share, aggregating to **₹67,50,01,755/-**.

B. Fully Convertible Warrants
24,07,223 Warrants at an issue price of **₹135/- per Warrant**, comprising face value of ₹10/- and premium of ₹125/- per Warrant, aggregating to **₹32,49,75,105/-**.

Each Warrant shall carry a right to subscribe to one fully paid-up Equity Share of the Company and shall be convertible within **18 months from the date of allotment of the Warrants**.

The aggregate size of the Preferential Issue is therefore: **₹67,50,01,755 + ₹32,49,75,105 = ₹99,99,76,860/-**

MANBA FINANCE

2. Objects of the Issue

The Company proposes to utilise the proceeds to be raised pursuant to the Preferential Issue (the "Issue Proceeds") to strengthen its capital base and financial resources and support its lending operations and business growth, and the Company will deploy the Issue Proceeds for the following objects (the "Objects"):

Sr. No.	Object of the Preferential Issue	Amount proposed to be utilised (₹)	Amount proposed to be utilised (%)	Tentative timeline for utilization*
1	Onward lending and financing activities of the Company, including the disbursement of loans and advances in the ordinary course of its business.	79,99,81,488	80%	Within 18 months from the date of allotment of Equity Shares and Warrants under the Preferential Issue
2	General corporate purposes, including meeting ongoing corporate requirements and operational and administrative expenses, and such other purposes as may be permissible under applicable law.	19,99,95,372	20%	Within 18 months from the date of allotment of Equity Shares and Warrants under the Preferential Issue
	Total	**99,99,76,860**	**100%**	

**Considering that the Preferential Issue comprises Equity Shares and fully Convertible Warrants, the Issue Proceeds attributable to the Warrants will be received in tranches in accordance with the terms of the Preferential Issue, including upon subscription and exercise/conversion of the Warrants, as applicable. Accordingly, the Company shall utilise the Issue Proceeds progressively, as and when received, towards the Objects specified above and in accordance with applicable law.*

Note: The amount proposed to be utilised towards general corporate purposes shall not exceed 25% of the Issue Proceeds, in accordance with applicable law.

Pending utilisation of the Issue Proceeds towards the Objects, the Company shall temporarily deploy the unutilised funds in deposits with scheduled commercial banks or in such other instruments or avenues as may be permitted under applicable law, while seeking to preserve capital and maintain liquidity.

3. Maximum number of securities proposed to be issued

The maximum number of securities proposed to be issued pursuant to the Preferential Issue is:

Particulars	No. of Securities
Equity Shares	50,00,013
Warrants	24,07,223
Total	**74,07,236**

Upon full conversion of the Warrants, **24,07,223 Equity Shares** shall be issued and allotted to the Warrant holders.

Accordingly, assuming full allotment of the Equity Shares and full conversion of all Warrants, the fully diluted Equity Share Capital of the Company would comprise **57,646,646 Equity Shares**.

4. Pricing of the Preferential Issue

The Equity Shares and Warrants are proposed to be issued at **₹135/- per Equity Share / Warrant**, comprising face value of ₹10/- and securities premium of ₹125/-.

The pricing particulars are as follows:

Particulars	Amount (₹)
Issue Price per Equity Share	135.00
Issue Price per Warrant	135.00
Face Value	10.00
Securities Premium	125.00

The issue price of ₹135/- per Equity Share / Warrant is not less than the floor price determined in accordance with the applicable pricing provisions of the SEBI ICDR Regulations.

The Pricing Certificate certifying compliance with the applicable pricing requirements under the SEBI ICDR Regulations shall be made available for inspection by the Members.

5. Basis on which the price has been determined

The issue price has been determined in accordance with the applicable provisions of the SEBI ICDR Regulations governing preferential issues by listed companies.

The Equity Shares of the Company are frequently traded within the meaning of the applicable provisions of the SEBI ICDR Regulations.

The Floor price and Issue Price as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue has been arrived as under:

(i) 90 trading days volume weighted average price ("VWAP") of the Equity Shares of the Company preceding the Relevant Date: ₹134.19 per Equity Share;

(ii) 10 trading days VWAP of the Equity Shares of the Company preceding the Relevant Date: ₹131.64 per Equity Share;

(iii) the floor price determined in accordance with the provisions of the articles of association of the Company: The articles of association of the Company do not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations; and

As per regulation 166A (1) of SEBI ICDR Regulation, any Preferential Issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Since the Preferential Issue is not expected to result in the allotment of more than 5% of the post-issue fully diluted share capital of the Company to any proposed allottee, either individually or together with allottees acting in concert, assuming 100% allotment of Equity shares and conversion of the Warrants proposed to be issued under the Preferential Issue into an equivalent number of Equity Shares. Accordingly, a valuation report is not required.

The Company is not required to obtain a valuation report from an independent registered valuer under regulation 166 A (1) of SEBI ICDR, however the Company has appointed **CS Shreyansh M. Jain, Registered Valuer, Registration No. IBBI/RV/01/2019/12124**, for determining the fair value of the Equity Shares for the proposed preferential issue to the Non-Promoter / Public category and for the purposes of compliance with applicable provisions of the Income-tax Act, 1961 and the rules made thereunder and, where applicable, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 and applicable RBI directions.

The Issue Price of ₹ 135.00 (comprising face value of ₹10/- and securities premium of ₹125/-) per equity share/warrants is higher of the floor price determined as above in accordance with the applicable provisions of the SEBI ICDR Regulations.

The Company has obtained / shall maintain the requisite certificate from the Practising Company Secretary / other authorised professional, as applicable, certifying compliance with the applicable pricing requirements prescribed under the SEBI ICDR Regulations.

6. Relevant Date

The Relevant Date in terms of the applicable provisions of Chapter V of the SEBI ICDR Regulations for determination of the floor price for the issue of the Warrants is September 18, 2026 (being the working day which is 30 (thirty) calendar days prior to the date of the extraordinary general meeting to be held for the purpose of seeking approval of the shareholders of the Company for issue of the Warrants, i.e., October 19, 2026)

7. Name and address of the Proposed Allottees and maximum number of Equity Shares / Warrants proposed to be allotted

Sr. No.	Name	Address	Current and Proposed Category*	Security	Number of Equity Shares / Warrants proposed to be allotted	Aggregate Subscription Amount (₹) (Issue Price is ₹ 135.00/-)
1	Manba Investments and Securities Private Limited	323 3rd Floor Runwal Heights, L B S Marg Mulund (West), Mumbai, Maharashtra, India, 400080	Promoter	Warrants	2,222,223	30,00,00,105
2	Manish Kiritkumar Shah	1301, Sursha Apt, S. P. Nagar, Mulund (W) Mumbai, 400080, Maharashtra India	Promoter	Warrants	185,000	2,49,75,000
3	Preeti Chetan Dedhia	17th Isschayya Bldg, NSB Road, Near Police Station, Mulund West, Mumbai, Maharashtra 400080	Public	Equity Shares	185,186	2,50,00,110
4	Hem Securities Limited	203, Jaipur Tower M.I.Road Jaipur Pin : 302001 Rajasthan India	Public	Equity Shares	370,371	5,00,00,085
5	Chetan Kheraj Dedhia	104/105, Kuldeep Isschhaya, NSB Road, Near Police Station, Mulund West, Mumbai Suburban Maharashtra-400080	Public	Equity Shares	222,226	3,00,00,510
6	Sanjay Popatlal Jain	A 4502 One Avighana Park Mahadeo Palav Marg Curry Road	Public	Equity Shares	370,371	5,00,00,085

7	Vaibhav Satish Shah (HUF)	1201 N And G Chsl Nalanda R H B Road, Opposite Babaji Ki Jopdi Mulund, West Mumbai Suburban, Mumbai Maharashtra	Public	Equity Shares	185,186	2,50,00,110
8	Limona Ventures LLP	F-301 Matruchhaya Bldg Cts 1294 G G Road Cts 1294 G G Road Pragati Mulund West Pragati Mulund West Mumbai, 400080, Maharashtra, In	Public	Equity Shares	740,741	10,00,00,035
9	Nexus Equity Growth Fund SCH-1	5W 5th Floor,, The Metropolitan, Bandra, Kurla Complex, Bandra East, Mumbai 400051	Public	Equity Shares	148,149	2,00,00,115
10	Zenila Ventures LLP	16, Azad Society Ambawadi, Ahmedabad, Gujarat, India, 380015	Public	Equity Shares	1,481,482	20,00,00,070
11	Trans Globe Edu Private Limited	Trans Globe House, Opp. Kings Land Towers, Amin Marg, Rajkot, Gujarat, 360005, India	Public	Equity Shares	74,075	1,00,00,125
12	Mithali Dharmesh Badani	26/3 Srinivas Nivas, 4th Cross, K V Layout, Jayanagar 4th Block, Bangalore 560011	Public	Equity Shares	37,038	50,00,130
13	AMS India Opportunities, LP	PO Box 309, Ugland House South Church, Street KY1 1104, Goerge Town Grand Cayman	Public	Equity Shares	74,075	1,00,00,125
14	Ami Manish Modi	A-171,172 Kalpataru Residency, Kamani Road, Opp Cinemax Cinema, Sion East, Mumbai - 400022	Public	Equity Shares	185,186	2,50,00,110
15	Manish Mahendra Modi	A-171,172 Kalpataru Residency, Kamani Road, Opp Cinemax Cinema, Sion East, Mumbai - 400022	Public	Equity Shares	185,186	2,50,00,110

16	LYSA Trading LLP	Coporate House 2, shilp corporate park, building B, Thaltej, Rajpath, rangoli road, Ahmedabad 380054, Gujarat	Public	Equity Shares	740,741	10,00,00,035
Total					**7,407,236**	**99,99,76,860**

**There is no change in the Category of the Proposed Allottees hence categorized as Current and Proposed Category.*

8. Pre and Post-Preferential Issue Shareholding of the Proposed Allottees

The pre- and post-preferential issue shareholding of the Proposed Allottees is set out below. The post-issue percentage has been calculated on the basis of the fully diluted Equity Share Capital of the Company, assuming full allotment of the proposed Equity Shares and full conversion of all the Warrants.

S. No.	Name of the Proposed Allottee	Current and Proposed Category**	Pre-Preferential Issue Shareholding		Post-Preferential Issue Shareholding*	
			No. of Shares	%	No. of Shares	%
1	Manba Investments And Securities Private Limited	Promoter	1,39,06,038	27.68	1,61,28,261	27.98
2	Manish Kiritkumar Shah	Promoter	65,59,848	13.06	67,44,848	11.70
3	Preeti Chetan Dedhia	Public	-	-	1,85,186	0.32
4	Hem Securities Limited	Public	-	-	3,70,371	0.64
5	Chetan Kheraj Dedhia	Public	-	-	2,22,226	0.39
6	Sanjay Popatlal Jain	Public	-	-	3,70,371	0.64
7	Vaibhav Satish Shah (HUF)	Public	60,000	0.12	2,45,186	0.43
8	Limona Ventures LLP	Public	-	-	7,40,741	1.28
9	Nexus Equity Growth Fund SCH-1	Public	-	-	1,48,149	0.26
10	Zenila Ventures LLP	Public	-	-	14,81,482	2.57
11	Trans Globe Edu Private Limited	Public	-	-	74,075	0.13
12	Mr. Mithali Dharmesh Badani	Public	-	-	37,038	0.06
13	AMS India Opportunities, LP	Public	-	-	74,075	0.13
14	Ami Manish Modi	Public	-	-	1,85,186	0.32
15	Manish Mahendra Modi	Public	-	-	1,85,186	0.32
16	LYSA Trading LLP	Public	-	-	7,40,741	1.28

Note: **The post-preferential issue shareholding above is presented on an assumed fully diluted basis, assuming full allotment of the proposed Equity Shares and full conversion of all the Warrants into fully paid-up Equity Shares.*
***There is no change in the Category of the Proposed Allottees hence categorized as Current and Proposed Category.*

The pre-issue shareholding percentages are based on the existing paid-up Equity Share Capital of **52,39,410 Equity Shares**, and the post-issue percentages are based on the fully diluted Equity Share Capital of **5,76,46,646 Equity Shares**.

9. Pre and Post Issue Equity Share Capital of the Company pursuant to the Preferential Issue

a) Pre Issue Capital: The existing paid-up Equity Share Capital of the Company is ₹50,23,94,100 consisting of 5,02,39,410 Equity Shares of ₹10/- each.

b) Post Issue Capital:

Particulars	No. of Equity Shares	Equity Share Capital (₹)
Existing paid-up Equity Share Capital	5,02,39,410	50,23,94,100
Equity Shares proposed to be allotted	50,00,013	5,00,00,130
Equity Share Capital after allotment of Equity Shares	**5,52,39,423**	**55,23,94,230**
Equity Shares arising upon full conversion of Warrants	24,07,223	2,40,72,230
Post Issue Fully diluted Equity Share Capital	**5,76,46,646**	**57,64,66,460**

The known existing holdings of the Proposed Promoter Allottees are as follows:

Existing Shareholder	Existing Shares	% of Existing Paid-up Equity Share Capital
Manba Investments and Securities Private Limited	1,39,06,038	27.68%
Manish Kiritkumar Shah	65,59,848	13.06%

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or persons acting in concert

The Proposed Allottees include individuals as well as entities. The relevant details of the natural person(s) who are the ultimate beneficial owner(s) of the securities proposed to be allotted, wherever applicable, and the persons acting in concert, wherever applicable, are as set out below:

Sr. No.	Name of Proposed Allottees	Category	Pre-Issue Shareholding, if any	% of Pre-Issue Share Capital	No. of Equity Shares proposed to be allotted	% of Post-Issue Share Capital	Ultimate Beneficial Owner / Natural Person(s) ultimately controlling the Proposed Allottees
1	Manba Investments and Securities Private Limited	Company	1,39,06,038	27.68	22,22,223	27.98	Manish Kiritkumar Shah and Nikita Manish Shah
2	Manish Kiritkumar Shah	Individual	65,59,848	13.06	1,85,000	11.70	Not applicable.
3	Preeti Chetan Dedhia	Individual	-	-	1,85,186	0.32	Not applicable.
4	Hem Securities Limited	Company	-	-	3,70,371	0.64	Hem Chand Jain
5	Chetan Kheraj Dedhia	Individual	-	-	2,22,226	0.39	Not applicable.
6	Sanjay Popatlal Jain	Individual	-	-	3,70,371	0.64	Not applicable.
7	Vaibhav Satish Shah (HUF)	HUF	60,000	0.12	1,85,186	0.43	Vaibhav Satish Shah
8	Limona Ventures LLP	LLP	-	-	7,40,741	1.28	Rajnikant Mansukhlal Lakhani and B R Lakhani
9	Nexus Equity Growth Fund SCH-1	Fund	-	-	1,48,149	0.26	Malay Rohitkumar Bhow
10	Zenila Ventures LLP	LLP	-	-	14,81,482	2.57	Ritesh Deepak Mehta, Rajgopal Narasimhan, Zandra Herbs and Plantations LLP, Pankaj Ramanbhai Patel and Sharvil Pankajbhai Patel
11	Trans Globe Edu Private Limited	Company	-	-	74,075	0.13	Vijay Bharatkumar Mehta
12	Mithali Dharmesh Badani	Individual	-	-	37,038	0.06	Not applicable.
13	AMS India Opportunities, LP	Limited Partnership	-	-	74,075	0.13	Vishal Bhutani
14	Ami Manish Modi	Individual	-	-	1,85,186	0.32	Not applicable.
15	Manish Mahendra Modi	Individual	-	-	1,85,186	0.32	Not applicable.
16	LYSA Trading LLP	LLP	-	-	740,741	1.28	Luv Amit Patel

For the purposes of Regulation 166A of the SEBI ICDR Regulations, the relevant holdings / proposed allotments of persons acting in concert, wherever applicable, shall be considered together in accordance with the applicable provisions.

11. Change in control
The Preferential Issue shall **not result in any change in the control or management of the Company**.

The existing Promoters and Promoter Group shall continue to remain in control of the Company after the Preferential Issue, subject to the proposed allotment and full conversion of the Warrants.

12. Intention of promoters/ directors/ key managerial personnel to subscribe to the offer, contribution being made by the promoters or directors either as part of the preferential allotment or separately in furtherance of the objects

The Proposed Promoter Allottees, namely **Manba Investments and Securities Private Limited** and **Manish Kiritkumar Shah**, intend to subscribe to the Warrants proposed to be issued to them under the Preferential Issue.

The Directors / Key Managerial Personnel and Senior Management of the Company other than the aforesaid Proposed Allottees have no intention to subscribe to the Preferential Issue.

13. Contribution being made by the Promoters / Directors / Key Managerial Personnel

The Promoter Proposed Allottees shall subscribe to the following Warrants:

Name	**No. of Warrants**	**Issue Price per Warrant (₹)**	**Aggregate Consideration (₹)**
Manba Investments and Securities Private Limited	22,22,223	135	30,00,00,105
Manish Kiritkumar Shah	1,85,000	135	2,49,75,000
Total	**24,07,223**		**32,49,75,105**

14. Proposed time within which the allotment shall be completed
As required under the SEBI ICDR Regulations, the Company shall complete the allotment of respective Equity Shares and Warrants pursuant to the preferential issue within a period of 15 days from the later of (i) the date of the shareholders resolution approving the allotment of Warrants or (ii) receipt of the last approval/ permission required for allotment of Warrants, pursuant to the Issue, from Stock Exchanges / any regulatory authority.

The conversion of the Warrants into equity shares would be completed within a period of 18 (Eighteen) Months from the date of allotment of Warrants, in one or more tranches, as may be required.

Amount which the company intends to raise by way of such Securities

The Company intends to raise an aggregate amount of up to **₹99,99,76,860/-** (Ninety Nine Crore Ninety Nine Lacs Seventy Six Thousand Eight Hundred Sixty).

The Equity Shares arising upon conversion of the Warrants shall be allotted within the period prescribed under applicable law upon exercise of the conversion right by the Warrant holder.

15. Warrant terms
The Warrants shall be subject to the following principal terms:

a. Each Warrant shall carry a right to subscribe to **one Equity Share** of the Company.

b. An amount equivalent to **25% of the issue price**, i.e. ₹33.75/- per Warrant, shall be payable at the time of subscription and allotment.

c. The balance **75% of the issue price**, i.e. ₹101.25/- per Warrant, shall be payable at the time of exercise of the conversion right.

d. The Warrants shall be convertible within **18 months from the date of allotment**.

e. The right attached to the Warrants shall be exercised in the manner prescribed under applicable law and the terms of issue.

f. The Warrants shall be allotted in dematerialised form.

g. The Warrants and the Equity Shares arising upon conversion shall be subject to the applicable lock-in requirements prescribed under the SEBI ICDR Regulations.

16. Lock-in
The Equity Shares proposed to be allotted pursuant to the Preferential Issue and the Equity Shares arising upon conversion of the Warrants shall be subject to the lock-in requirements prescribed under Regulation 167 of the SEBI ICDR Regulations and other applicable laws.

The entire pre-preferential allotment shareholding of the Proposed Allottees shall be locked up to a period of 90 (Ninety) trading days from the date of the allotment of Equity Shares and Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

17. Monitoring Agency
The aggregate issue size of the Preferential Issue is **₹99,99,76,860/-**, which does not exceed ₹100 crore.

Accordingly, the requirement relating to appointment of a Monitoring Agency under **Regulation 162A of the SEBI ICDR Regulations** is not applicable to the Preferential Issue.

18. Valuation / Registered Valuer
The Company has appointed **CS Shreyansh M. Jain, Registered Valuer, Registration No. IBBI/RV/01/2019/12124**, for determining the fair value of the Equity Shares for the Preferential Issue to the Non-Promoter / Public category and for the purposes of compliance with applicable provisions of the Income-tax Act, 1961 and the rules made thereunder and, where applicable, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 and applicable RBI directions.

The valuation report shall be considered for the purposes for which it has been obtained and in accordance with applicable law.

19. Requirements of Regulation 166A of the SEBI ICDR Regulations
The applicability of Regulation 166A of the SEBI ICDR Regulations has been considered with reference to the proposed allotment, including the proposed allotment to the Promoter Proposed Allottees and the applicable requirements relating to persons acting in concert.

Based on the proposed issue structure and the disclosures forming part of the Notice, the Preferential Issue does not contemplate any change in control or management of the Company. Further, the proposed allotment to the Promoter Proposed Allottees, individually and collectively, as applicable, does not exceed five per cent of the post-issue fully diluted share capital of the Company.

MANBA FINANCE

20. Listing of Equity Shares
The Equity Shares proposed to be allotted pursuant to the Preferential Issue and the Equity Shares arising upon conversion of the Warrants shall be listed on BSE and NSE, subject to obtaining the necessary approvals from the respective Stock Exchanges and compliance with the applicable listing requirements.

The Company has made / shall make the requisite application to BSE and NSE for obtaining in-principle approval in accordance with Regulation 28 of the SEBI LODR Regulations.

21. Payment of consideration
The consideration for the Equity Shares shall be received through normal banking channels in accordance with applicable law.

In respect of the Warrants, 25% of the issue price shall be paid at the time of allotment and the balance 75% shall be paid upon exercise of the Warrants.

The Company shall maintain the requisite separate bank account for receipt of subscription monies in accordance with Section 42 of the Act and applicable rules.

22. Pre-preferential allotment and prior preferential issues
The Company confirms that the Preferential Issue is subject to compliance with the applicable provisions of the SEBI ICDR Regulations, including the requirements relating to completion of any prior preferential allotments and other conditions applicable to preferential issues.

23. Undertakings / disclosures under the SEBI ICDR Regulations
The Company confirms that:

a. the Equity Shares proposed to be allotted shall be fully paid-up;

b. the Company shall comply with the applicable provisions relating to dematerialisation and listing of the securities;

c. the Proposed Allottees shall not be allotted securities in contravention of the applicable provisions of the SEBI ICDR Regulations;

d. the Company shall comply with the applicable requirements relating to pricing, lock-in, allotment, disclosure, listing and other conditions prescribed under the SEBI ICDR Regulations;

e. the Company shall obtain all necessary approvals, permissions and consents before giving effect to the allotment, wherever required.

24. Utilisation of funds
The funds raised pursuant to the Preferential Issue shall be utilised in the manner as set out in point 2 relating to object of the issue. The Company shall ensure that the funds are utilised in accordance with the applicable provisions of the Act, SEBI ICDR Regulations, SEBI LODR Regulations and other applicable laws.

25. Change in shareholding pattern
Assuming full allotment of the proposed Equity Shares and full conversion of all the Warrants, the Equity Share Capital of the Company shall increase from **50,239,410 Equity Shares** to **57,646,646 Equity Shares**.

The pre-issue and post-issue shareholding pattern of the Company, based on the proposed allotment of Equity Shares pursuant to the Preferential Issue, is set out below. The post-issue shareholding pattern has been prepared assuming allotment of the entire number of Equity Shares and conversion of all Warrants into Equity Shares proposed under the Preferential Issue and assuming that the shareholding of all other shareholders remains unchanged, except to the extent specifically disclosed:

Category of Shareholder	**Pre Issue**[1]		**Post Issue**[2]*	
	No. of Equity Shares	**%**	**No. of Equity Shares**	**%**
A. Promoter & Promoter Group				
1. Indian				
Individuals/ Hindu Undivided Family	15578913	31.01	15763913	27.35
Bodies Corporate	22090497	43.97	24312720	42.18
Sub Total (A)(1)	**37669410**	**74.98**	**40076633**	**69.52**
2. Foreign	0	0	0	0
Sub Total (A)(2)	**0**	**0**	**0**	**0**
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**37669410**	**74.98**	**40076633**	**69.52**
B. Non-promoters' holding (Public shareholding)				
1. Institutions- Alternate Investment Funds	0	0	0	0
2. Foreign Portfolio Investors	440961	0.88	515036	0.89
3. NBFCs registered with RBI	0	0	0	0
Sub-Total (B) (1)	**440961**	**0.88**	**515036**	**0.89**
2. Central Government/State Government(s)/President of India	0	0	0	0
Sub-Total (B) (2)	**0**	**0**	**0**	**0**
3. Non-institutions				
a) Individuals -				
i. Individual shareholders holding nominal share capital up to ₹ 2 lakh.	1906785	3.80	1906785	3.31
ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	6271846	12.48	7457039	12.94
Directors and their relatives (excluding independent directors and nominee directors)				
b) Bodies Corporate	3318530	6.61	3911125	6.78
c) Non-Resident Indians (NRIs)	70994	0.14	70994	0.12
d) Any Other				
i. Trusts	0	0	0	0
ii. HUF	444518	0.88	629704	1.09
iii. Firm	0	0	0	0
iv. LLP	6888	0.01	2969852	5.15
v. Clearing Member	109478	0.22	109478	0.19
Sub-Total (B) (3	**12129039**	**24.14**	**17054977**	**29.59**
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	**12570000**	**25.02**	**17570013**	**30.48**
Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0
Sub Total (C)	**0**	**0**	**0**	**0**
GRAND TOTAL (A)+(B)+(C)	**50239410**	**100**	**57646646**	**100**

**Assuming full subscription to the proposed Equity Shares and Convertible Warrants and full conversion of the Convertible Warrants into Equity Shares under Preferential Issue on private placement basis.*

Note:
1) The pre-issue shareholding pattern is based on shareholding of the Company as on September 18, 2026.

2) The post issue shareholding pattern in the above table has been prepared on the basis that full subscription to the proposed Equity Shares and Convertible Warrants and full conversion of the Convertible Warrants into Equity Shares on a preferential basis. In the event for any reason, the Proposed Allottees do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.

3) It is further assumed that shareholding of the Company in all other categories will remain unchanged.

4) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares of the Company.

26. Material terms of the proposed issue

The material terms of the proposed issue are:

Particulars	Equity Shares	Warrants
Type of Security	Equity Shares	Fully Convertible Warrants
Face Value	₹10/-	₹10/-
Issue Price	₹135/-	₹135/-
Securities Premium	₹125/-	₹125/-
Number proposed	50,00,013	24,07,223
Aggregate consideration	₹67,50,01,755/-	₹32,49,75,105/-
Category of Proposed Allottees	Non-Promoter / Public	Promoter
Conversion	Not Applicable	1 Equity Share per Warrant
Conversion period	Not Applicable	18 months from allotment
Upfront payment	100%	25%
Balance payment	Not Applicable	75% upon exercise

27. Interest of Directors and Key Managerial Personnel
Except to the extent of their respective shareholding in the Company and, in the case of the Proposed Promoter Allottees, their proposed subscription to the Warrants, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution.

Manish Kiritkumar Shah, being a Director and Proposed Allottee, is interested in the Resolution to the extent of his existing shareholding and proposed subscription to **185,000 Warrants**.

Manba Investments and Securities Private Limited, being a Proposed Promoter Allottee, is interested in the Resolution to the extent of its existing shareholding and proposed subscription to **2,222,223 Warrants**.

29. Certificate of Practicing Company Secretary:
The Company has obtained the certificate from M/s. Ronak Jhuthawat & Co., Practicing Company Secretaries (FCS [9738] | CP [12094]), certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said certificate has been posted on the website of the Company at www.manbafinance.com under Investors Tab.

30. Principle terms of assets charged as securities

Not Applicable, as the Preferential Issue involves the issuance of Equity Shares for cash consideration and does not require the creation of any charge, lien, pledge, or security over the assets of the Company

31. Undertaking regarding re-computation of price:

Since the Equity Shares of the Company have been listed on recognised stock exchange(s) for more than 90 trading days as on the Relevant Date, the provisions relating to re-computation of the issue price under Regulation 164(3) of the SEBI ICDR Regulations are not applicable to the Preferential Issue and, consequently, the disclosures and undertakings specifically required under Regulations 163(1)(g) and 163(1)(h), to the extent relating to such re-computation, are not applicable.

Notwithstanding the foregoing, the Company shall comply with any re-computation requirement if the same becomes applicable under the SEBI ICDR Regulations or any other applicable law.

32. The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the financial year 2026-27 till the date of this Notice.

33. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter:

Neither the Company nor any of its Promoters or Directors have been declared a willful defaulter or fraudulent borrower under the applicable provisions of the SEBI ICDR Regulations.

Further, none of the Company's Promoters or Directors has been declared a fugitive economic offender under the applicable provisions of the SEBI ICDR Regulations.

The Company shall ensure compliance with all applicable disclosure requirements under Schedule VI of the SEBI ICDR Regulations in relation to the Preferential Issue.

Other Disclosure:

The Proposed Allottee has not sold any Equity Shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.

34. Compliance with Section 42 and Rule 14 of the Companies Act, 2013

The Preferential Issue is being undertaken by way of private placement in accordance with Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

The Preferential Issue shall be made only to the identified Proposed Allottees whose names shall be recorded by the Company prior to issuance of the private placement offer-cum-application letter. The private placement offer-cum-application letter in Form PAS-4 shall be addressed specifically to the respective Proposed Allottees and shall not carry any right of renunciation.

The Company shall maintain the prescribed record of private placement offers in Form PAS-5 and shall comply with the applicable requirements relating to circulation of the private placement offer-cum-application letter, receipt of subscription money, maintenance and operation of the separate bank account, allotment of the Equity Shares, filing of the return of allotment with the Registrar of Companies and utilization of the monies raised through the Preferential Issue .The Company shall ensure that the number of persons to whom the offer is made during the relevant financial year is within the permissible limits prescribed under Section 42 of the Act and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, after taking into account the applicable exclusions, including offers to Qualified Institutional Buyers, where applicable.

The Company shall not make any public advertisement or utilize any marketing, media or distribution channels to inform the public at large about the Preferential Issue.

The Preferential Issue shall be made only after obtaining the approval of the Members by way of this Special Resolution and shall otherwise comply with the applicable provisions of Section 42 and the rules made thereunder.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further Equity Shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such Equity Shares by means of a special resolution.

In terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement herein above shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf.

The relevant documents referred to in this Explanatory Statement, including the valuation report, pricing certificate, relevant approvals and other documents relating to the Preferential Issue, shall be available for inspection by the Members in accordance with the applicable provisions of the Act and the Notice convening the Extra-ordinary General Meeting.

Except to the extent of their respective shareholding in the Company and, in the case of the Proposed Promoter Allottees, their proposed subscription to the Warrants, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution.

Mr. Manish Kiritkumar Shah, being a Director and Proposed Allottee, is interested in the Resolution to the extent of his existing shareholding and proposed subscription to 185,000 Warrants.

Manba Investments and Securities Private Limited, being a Proposed Promoter Allottee, is interested in the Resolution to the extent of its existing shareholding and proposed subscription to 2,222,223 Warrants.

The Board of Directors, after considering the Preferential Issue and the terms thereof, is of the opinion that the proposed issue is in the best interests of the Company and its Members. Accordingly, the Board recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members.

ITEM 03: APPROVAL OF RE-APPOINTMENT OF MS. NEELAM TATER (DIN: 07653773) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Members of the Company had by way of a special resolution, as then applicable, passed through Extraordinary General Meeting of FY 2023-24 held on January 04, 2024, appointed Ms. Neelam Tater (DIN: 07653773) as an Independent Director on the Board of the Company, for a first term of 3 (three) consecutive years effective from October 25, 2023 to October 24, 2026, not liable to retire by rotation.

As per Section 149(10) of the Act, an Independent Director shall hold office for a second term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of up to five consecutive years. Further, in terms of Section 149(11) of the Act, no

Independent Director shall hold office for more than two consecutive terms of up to five years each. Further, as per Schedule IV of the Act read with Regulation 19 and Schedule II of the SEBI Listing Regulation, such re-appointment of an Independent Director shall be on the basis of report of performance evaluation.

Skills and capabilities required and the manner in which Ms. Neelam Tater meets such requirements Ms. Neelam Tater is a fellow member of the Institute of Chartered Accountants of India, Company Secretary and has a Bachelor of Commerce. She has professional experience encompassing audit and risk management and business/management advisory services to diverse mix of corporate clients including banking and financial institutions. In the opinion of the Board of Directors and the Nomination and Remuneration Committee, the core skills, expertise and competencies required for an Independent Director in the context of the Company's business include knowledge and experience in finance, financial analysis, corporate governance, strategic thinking and decision-making, business acumen, ethical conduct, independence, commitment and awareness of the regulatory environment.

Based on her skills, experience, expertise and knowledge, the Nomination and Remuneration Committee at its meeting held on September 22, 2026 recommended the Board and the Board of Directors have recommended members the re-appointment of Ms. Neelam Tater as an Independent Director of the Company for a second term of 5 (Five) consecutive years at their meeting held on September 22, 2026.

The Company has received a declaration from Ms. Neelam Tater confirming that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, the Company has also received from Ms. Neelam Tater a declaration that she is not disqualified to become a director under Section 152(4) of the Act, a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director and a consent to hold the office as an independent Director of the Company under Section 152(5) of the Act including a statement that in the opinion of the Board, she fulfils the conditions specified in this Act for such an re-appointment.

Further, Ms. Neelam Tater has confirmed that there is no circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of members for the re-appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.
Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Neelam Tater has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

Brief profile of Ms. Neelam Tater:

Ms. Neelam Tater is a fellow member of the Institute of Chartered Accountants of India, Company Secretary and has a Bachelor of Commerce. She has professional experience encompassing audit and risk management and business/management advisory services to diverse mix of corporate clients including banking and financial institutions. She is associated with Evolutionary Systems Private Limited. She possesses experience in the finance function and, in the opinion of the Board, her financial knowledge; professional qualifications and experience would enable her to contribute effectively to the deliberations of the Board and its Committees.

The letter of re-appointment of Ms. Neelam Tater, setting out the terms and conditions of her re-appointment, shall be available for inspection by the Members electronically during the prescribed inspection period.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are annexed to this Notice as **Annexure I**.

In line with the remuneration policy of the Company for Independent Directors, Ms. Neelam Tater shall be entitled to receive remuneration by way of sitting fees and commission, if any, as may be approved by the Board/Shareholders, and reimbursement of expenses incurred for participation in meetings of the Board and Committees thereof, subject to applicable law.

Except Ms. Neelam Tater, being the appointee, none of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

ITEM 04. APPROVAL OF RE-APPOINTMENT OF MR. MANISH KIRITKUMAR SHAH (DIN: 00979854) AS MANAGING DIRECTOR OF THE COMPANY AND REVISION IN REMUNERATION:

Background and rationale:

The Members are informed that the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 22, 2026 had approved and recommended the re-appointment of Mr. Manish Kiritkumar Shah (DIN: 00979854) as Managing Director of the Company for a further term of 3 years with effect from April 01, 2027 to March 31, 2030, subject to the approval of the Members.

The proposed re-appointment is being recommended in view of the valuable contribution, experience, leadership and knowledge of the business and operations of the Company possessed by Mr. Manish Kiritkumar Shah. The Board is of the view that his continued association with the Company as Managing Director will be beneficial to the Company and its stakeholders.

Mr. Manish Kiritkumar Shah has given his consent to act as Managing Director and has confirmed that he/she is not disqualified from being appointed/re-appointed as a director under Section 164 of the Companies Act, 2013. The Company has also received the requisite disclosures, declarations and confirmations from him/her as required under the Act, SEBI Listing Regulations, Secretarial Standards and applicable RBI requirements.

Proposed terms of appointment and remuneration

The proposed terms of appointment and remuneration have been recommended by the Nomination and Remuneration Committee and approved by the Board after considering the responsibilities attached to the office, qualifications, experience, prevailing remuneration standards, size and operations of the Company and the remuneration payable to managerial personnel in comparable companies.

A minimum annual remuneration of ₹3,00,00,000/- (Rupees Three Crore only) shall be payable to Mr. Manish Kiritkumar Shah for the financial year commencing April 1, 2027, subject to such annual increments as may be approved by the Board/Nomination and Remuneration Committee from time to time.

The remuneration, including such increments and all other components of remuneration, shall be subject to an overall maximum ceiling of 5% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, in any financial year during the tenure, or such other limit as may be permissible under applicable law and approved by the Members.

Accordingly, the amount of ₹3,00,00,000/- represents the minimum annual remuneration presently approved, and the actual remuneration payable in any financial year may increase pursuant to annual increments, subject always to the aforesaid maximum ceiling and applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and other applicable laws.

In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Manish Kiritkumar Shah, the remuneration approved under the proposed resolution may be paid as minimum remuneration, subject to the conditions and limits prescribed under Schedule V to the Act and subject to such approvals as may be required under applicable law.

Information required under Schedule V

Since the remuneration proposed to be paid to Mr. Manish Kiritkumar Shah is subject to the applicable provisions of Schedule V to the Companies Act, 2013, the relevant particulars are set out below:

I. General Information

Particulars	Details
Nature of industry	Non-Banking Financial Company engaged in financing activities
Date or expected date of commencement of commercial production	Not applicable, as the Company is an existing operational NBFC
In case of new companies, expected date of commencement of activities	Not applicable
Financial performance based on given indicators	As the audit of the Company is not completed as on date of notice of the general meeting, the turnover of the Company as on March 31, 2026 is ₹3,28,18,61,997/- net worth is ₹ 4,09,76,05,053/- and Profit Before Tax (PBT) is ₹61,49,95,242/-
Foreign investments or collaborations, if any	NA

II. Information about the managerial personnel

Particulars	Details
Background details	Mr. Manish Kiritkumar Shah is the Managing Director of our Company. He is a director of our Company since incorporation. He holds a bachelor's degree in commerce from Mumbai University. He has over twenty-five (25) years of experience in the NBFC sector. He is a strategic leader in our Company and oversees functions such as identifying growth opportunities, building and maintaining relationships with key stakeholders and implementing technology solutions to streamline operations in our Company.
Past remuneration (including sitting fees and Commission for the financial year 2025-26)	₹ 240 Lakhs
Recognition or awards	1. Lions Leadership Impact Award – 2023 2. Aspire JITO Youth – Immersive Hybrid Summit – 2021 3. Zalawad Foundation – Silver Jubilee Celebration & Samman Patr – 2021 4. JJC - Business World - Appreciation Award – 2020 5. TVS – T2W Performance – 2019 6. TVS Area Excellence Awards – Highest Retail Market ShareGain - (MAH 2) – 2019 7. HDFC Premium Dealer – 2018

	8. ICICI LOMBARD - League of Legends – Malaysia – 2016 9. ICICI LOMBARD - League of Legends – Hong Kong – 2014 10. TVS - Champion of Festive Season - 2nd Position – 2010
Job profile and suitability	He has an overall experience of more than 27 years in the industry and into the business.
Remuneration proposed	At the Minimum salary of ₹3,00,00,000/- (Rupees Three Crore only) per annum plus annual increments subject to maximum capping of 5% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, which may be reviewed by the Board.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Mr. Manish Kiritkumar Shah is the Managing Director and promoter of the Company and holds 65,59,848 equity shares, representing 13.06% of the paid-up equity share capital of the Company as on 31 March 2026. He is also the father of Mr. Monil Manish Shah, Whole-Time Director, and husband of Ms. Nikita Manish Shah, Whole-Time Director of the Company. Except for his remuneration as Managing Director, his shareholding in the Company and the relationships stated above, there is no other pecuniary relationship, directly or indirectly, with the Company or its managerial personnel or other Directors.

III. Other Information

Particulars	**Details**
Reasons of loss or inadequate profit	Presently the company has adequate profit, however considering the nature of business and future uncertainty, the Company is proposing the resolution to be passed as Special Resolution.
Steps taken or proposed to be taken for improvement	Company is planning to expand its existing production capacity in the same line of business and is also exploring the new business segments for diversification/ expansion.
Expected increase in the productivity and profits in measurable terms.	Company is increasing its production capacity and is adding new range of products.

APPROVAL UNDER REGULATION 17(6)(e) OF THE SEBI LISTING REGULATIONS

Mr. Manish Kiritkumar Shah is a promoter and Managing Director of the Company.

Accordingly, the proposed remuneration is also being placed before the Members for approval pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, to the extent the remuneration payable falls within the thresholds prescribed thereunder.

The approval sought shall be valid for the tenure for which the appointment/re-appointment is being approved.

RBI / Fit and Proper Requirements

The proposed re-appointment and remuneration are also subject to the applicable provisions of the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 [RBI/DOR/2025-26/344; DOR.GOV.REC.No.263/18-10-013/2025-26 dated November 28, 2025], as amended from time to time, and other applicable directions, circulars and guidelines issued by the Reserve Bank of India.

The Company shall also comply with the applicable provisions of the RBI (Non-Banking Financial Companies – Governance) Directions, 2025, including the applicable fit and proper criteria, due diligence requirements, remuneration/compensation requirements and reporting requirements. Where any prior approval, permission or intimation to the RBI is applicable to the proposed re-appointment, the same shall be obtained/made in accordance with applicable RBI Directions.

Interest of Directors/KMP

Except Mr. Manish Kiritkumar Shah and his relatives, to the extent of their shareholding or other interest, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Board Recommendation

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

ITEM 05. APPROVAL OF RE-APPOINTMENT OF MR. MONIL MANISH SHAH (DIN: 07054772) AS WHOLE-TIME DIRECTOR AND REVISION IN REMUNERATION:

Background and rationale:

The Members are informed that the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 22, 2026 had approved and recommended the re-appointment of Mr. Monil Manish Shah (DIN: 07054772) as Whole-Time Director of the Company for a further term of 3 years with effect from January 15, 2027 to January 14, 2030, subject to the approval of the Members.

The proposed re-appointment is being recommended in view of the valuable contribution, experience, leadership and knowledge of the business and operations of the Company possessed by Mr. Monil Manish Shah. The Board is of the view that his continued association with the Company as Whole-Time Director will be beneficial to the Company and its stakeholders.

Mr. Monil Manish Shah has given his consent to act as Whole-Time Director and has confirmed that he/she is not disqualified from being appointed/re-appointed as a director under Section 164 of the Companies Act, 2013. The Company has also received the requisite disclosures, declarations and confirmations from him/her as required under the Act, SEBI Listing Regulations, Secretarial Standards and applicable RBI requirements.

Proposed terms of appointment and remuneration

The proposed terms of appointment and remuneration have been recommended by the Nomination and Remuneration Committee and approved by the Board after considering the responsibilities attached to the office, qualifications, experience, prevailing remuneration standards, size and operations of the Company and the remuneration payable to managerial personnel in comparable companies.

A minimum annual remuneration of ₹1,50,00,000/- (Rupees One Crore Fifty Lakh only) shall be payable to Mr. Monil Manish Shah with effect from January 15, 2027, subject to such annual increments as may be approved by the Board/Nomination and Remuneration Committee from time to time.

The remuneration, including such increments and all other components of remuneration, shall be subject to an overall maximum ceiling of 3% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, in any financial year during the tenure, or such other limit as may be permissible under applicable law and approved by the Members.

Accordingly, the amount of ₹1,50,00,000/- represents the minimum annual remuneration presently approved, and the actual remuneration payable in any financial year may increase pursuant to annual increments, subject always to the aforesaid maximum ceiling and applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and other applicable laws.

In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Monil Manish Shah, the remuneration approved under the proposed resolution may be paid as minimum remuneration, subject to the conditions and limits prescribed under Schedule V to the Act and subject to such approvals as may be required under applicable law.

Information required under Schedule V:

Since the remuneration proposed to be paid to Mr. Monil Manish Shah is subject to the applicable provisions of Schedule V to the Companies Act, 2013, the relevant particulars are set out below:

I. General Information

Particulars	**Details**
Nature of industry	Non-Banking Financial Company engaged in financing activities
Date or expected date of commencement of commercial production	Not applicable, as the Company is an existing operational NBFC
In case of new companies, expected date of commencement of activities	Not applicable
Financial performance based on given indicators	As the audit of the Company is not completed as on date of notice of the general meeting, the turnover of the Company as on March 31, 2026 is ₹3,28,18,61,997/-, net worth is ₹4,09,76,05,053/- and Profit Before Tax (PBT) is ₹61,49,95,242/-.
Foreign investments or collaborations, if any	NA

II. Information about the managerial personnel

Particulars	**Details**
Background details	Mr. Monil Manish Shah is a Whole Time Director of our Company. He has been a director in our Company since 2017. He holds a master's degree in marketing from Queen Mary University of London. He is actively involved in the business of our Company and oversees functions such as sales & strategy, marketing and business expansion. He has played a pivotal role in formulating and executing our Company's overall business strategy to drive growth and profitability.

Past remuneration	₹140 Lakhs
Recognition or awards	Not Applicable
Job profile and suitability	He has an overall experience of around 7 years in the industry and into the business.
Remuneration proposed	At the Minimum salary of ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per annum plus annual increments subject to maximum capping of 3% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, which may be reviewed by the Board.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Mr. Monil Manish Shah is the Whole-Time Director and promoter of the Company and holds 17,94,549 equity shares, representing 3.57 % of the paid-up equity share capital of the Company as on 31 March 2026. He is also the son of Mr. Manish Kiritkumar Shah, Managing Director, and Ms. Nikita Manish Shah, Whole-Time Director of the Company. Except for his remuneration as Whole Time Director, his shareholding in the Company and the relationships stated above, there is no other pecuniary relationship, directly or indirectly, with the Company or its managerial personnel or other Directors.

III. Other Information

Particulars	**Details**
Reasons of loss or inadequate profit	Presently the company has adequate profit, however considering the nature of business and future uncertainty, the Company is proposing the resolution to be passed as Special Resolution.
Steps taken or proposed to be taken for improvement	Company is planning to expand its existing production capacity in the same line of business and is also exploring the new business segments for diversification/ expansion.
Expected increase in the productivity and profits in measurable terms.	Company is increasing its production capacity and is adding new range of products

APPROVAL UNDER REGULATION 17(6)(e) OF THE SEBI LISTING REGULATIONS

Mr. Monil Manish Shah is a promoter and Whole-Time Director of the Company.

Accordingly, the proposed remuneration is also being placed before the Members for approval pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, to the extent the remuneration payable falls within the thresholds prescribed thereunder.

The approval sought shall be valid for the tenure for which the appointment/re-appointment is being approved.

RBI / Fit and Proper Requirements

The proposed re-appointment and remuneration are also subject to the applicable provisions of the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 [RBI/DOR/2025-26/344; DOR.GOV.REC.No.263/18-10-013/2025-26 dated November 28, 2025], as amended from time to time, and other applicable directions, circulars and guidelines issued by the Reserve Bank of India.

The Company shall also comply with the applicable provisions of the RBI (Non-Banking Financial Companies – Governance) Directions, 2025, including the applicable fit and proper criteria, due diligence requirements, remuneration/compensation requirements and reporting requirements. Where any prior approval, permission or intimation to the RBI is applicable to the proposed re-appointment, the same shall be obtained/made in accordance with applicable RBI Directions.

Interest of Directors/KMP

Except Mr. Monil Manish Shah and his relatives, to the extent of their shareholding or other interest, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Board Recommendation

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM 06. APPROVAL OF RE-APPOINTMENT OF MS. NIKITA MANISH SHAH (DIN: 00171306) AS WHOLE-TIME DIRECTOR AND REVISION IN REMUNERATION:

Background and rationale:

The Members are informed that the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 22, 2026 has approved and recommended the re-appointment of Ms. Nikita Manish Shah (DIN: 00171306) as Whole-Time Director of the Company for a further term of 3 years with effect from January 15, 2027 to January 14, 2030, subject to the approval of the Members.

The proposed re-appointment is being recommended in view of the valuable contribution, experience, leadership and knowledge of the business and operations of the Company possessed by Ms. Nikita Manish Shah. The Board is of the view that her continued association with the Company as Whole-Time Director will be beneficial to the Company and its stakeholders.

Ms. Nikita Manish Shah has given her consent to act as Whole-Time Director and has confirmed that he/she is not disqualified from being appointed/re-appointed as a director under Section 164 of the Companies Act, 2013. The Company has also received the requisite disclosures, declarations and confirmations from him/her as required under the Act, SEBI Listing Regulations, Secretarial Standards and applicable RBI requirements.

Proposed terms of appointment and remuneration

The proposed terms of appointment and remuneration have been recommended by the Nomination and Remuneration Committee and approved by the Board after considering the responsibilities attached to the office, qualifications, experience, prevailing remuneration standards, size and operations of the Company and the remuneration payable to managerial personnel in comparable companies.

A minimum annual remuneration of ₹90,00,000 /- (Rupees Ninety Lakh only) shall be payable to Ms. Nikita Manish Shah with effect from January 15, 2027, subject to such annual increments as may be approved by the Board/Nomination and Remuneration Committee from time to time.

The remuneration, including such increments and all other components of remuneration, shall be subject to an overall maximum ceiling of 1.75% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, in any financial year during the tenure, or such other limit as may be permissible under applicable law and approved by the Members.

Accordingly, the amount of ₹90,00,000 /- represents the minimum annual remuneration presently approved, and the actual remuneration payable in any financial year may increase pursuant to annual increments, subject always to the aforesaid maximum ceiling and applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and other applicable laws.

In the event of absence or inadequacy of profits in any financial year during the tenure of Ms. Nikita Manish Shah , the remuneration approved under the proposed resolution may be paid as minimum remuneration, subject to the conditions and limits prescribed under Schedule V to the Act and subject to such approvals as may be required under applicable law.

Information required under Schedule V:

Since the remuneration proposed to be paid to Ms. Nikita Manish Shah is subject to the applicable provisions of Schedule V to the Companies Act, 2013, the relevant particulars are set out below:

I. General Information

Particulars	**Details**
Nature of industry	Non-Banking Financial Company engaged in financing activities
Date or expected date of commencement of commercial production	Not applicable, as the Company is an existing operational NBFC
In case of new companies, expected date of commencement of activities	Not applicable
Financial performance based on given indicators	As the audit of the Company is not completed as on date of notice of the general meeting, the turnover of the Company as on March 31, 2026 is ₹3,28,18,61,997/-, net worth is ₹ 4,09,76,05,053/- and Profit Before Tax (PBT) is ₹61,49,95,242/-.
Foreign investments or collaborations, if any	NA

II. Information about the managerial personnel

Particulars	**Details**
Background details	Ms. Nikita Manish Shah is a Whole Time Director of our Company. She has been director of our Company since incorporation. She has cleared higher secondary examination in the field of commerce. She oversees functions such as marketing, strategy management and corporate social responsibility activities in our Company.
Past remuneration	₹90 Lakhs

Recognition or awards	Not Applicable
Job profile and suitability	She has an overall experience of 30 years in the industry and into the business.
Remuneration proposed	At the Minimum salary of ₹ 90,00,000 /- (Rupees Ninety Lakh only) per annum plus annual increments subject to maximum capping of 1.75% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, which may be reviewed by the Board.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Ms. Nikita Manish Shah is the Whole-Time Director and promoter of the Company and holds 50,04,270 equity shares, representing 9.96% of the paid-up equity share capital of the Company as on 31 March 2026.She is also the wife of Mr. Manish Kiritkumar Shah, Managing Director, and Mother of Mr. Monil Manish Shah, Whole-Time Director of the Company. Except for her remuneration as Whole Time Director, her shareholding in the Company and the relationships stated above, there is no other pecuniary relationship, directly or indirectly, with the Company or its managerial personnel or other Directors.

III. Other Information

Particulars	**Details**
Reasons of loss or inadequate profit	Presently the company has adequate profit, however considering the nature of business and future uncertainty, the Company is proposing the resolution to be passed as Special Resolution.
Steps taken or proposed to be taken for improvement	Company is planning to expand its existing production capacity in the same line of business and is also exploring the new business segments for diversification/ expansion.
Expected increase in the productivity and profits in measurable terms.	Company is increasing its production capacity and is adding new range of products

APPROVAL UNDER REGULATION 17(6)(e) OF THE SEBI LISTING REGULATIONS

Ms. Nikita Manish Shah is a promoter and Whole-Time Director of the Company.

Accordingly, the proposed remuneration is also being placed before the Members for approval pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, to the extent the remuneration payable falls within the thresholds prescribed thereunder.

The approval sought shall be valid for the tenure for which the appointment/re-appointment is being approved.

RBI / Fit and Proper Requirements

The proposed re-appointment and remuneration are also subject to the applicable provisions of the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 [RBI/DOR/2025-26/344; DOR.GOV.REC.No.263/18-10-013/2025-26 dated November 28, 2025], as amended from time to time, and other applicable directions, circulars and guidelines issued by the Reserve Bank of India.

The Company shall also comply with the applicable provisions of the RBI (Non-Banking Financial Companies – Governance) Directions, 2025, including the applicable fit and proper criteria, due diligence requirements, remuneration/compensation requirements and reporting requirements. Where any prior approval, permission or intimation to the RBI is applicable to the proposed re-appointment, the same shall be obtained/made in accordance with applicable RBI Directions.

Interest of Directors/KMP

Except Ms. Nikita Manish Shah and her relatives, to the extent of their shareholding or other interest, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Board Recommendation

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

ITEM 07. APPROVAL OF RE-APPOINTMENT OF MR. JAY MOTA (DIN: 03105256) AS WHOLE-TIME DIRECTOR AND REVISION IN REMUNERATION.

Background and rationale:

The Members are informed that the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 22, 2026 has approved and recommended the re-appointment of Mr. Jay Mota (DIN: 03105256) as Whole-Time Director of the Company for a further term of 3 years with effect from January 15, 2027 to January 14, 2030, subject to the approval of the Members.

The proposed re-appointment is being recommended in view of the valuable contribution, experience, leadership and knowledge of the business and operations of the Company possessed by Mr. Jay Mota. The Board is of the view that his continued association with the Company as Whole-Time Director will be beneficial to the Company and its stakeholders.

Mr. Jay Mota has given his consent to act as Whole-Time Director and has confirmed that he/she is not disqualified from being appointed/re-appointed as a director under Section 164 of the Companies Act, 2013. The Company has also received the requisite disclosures, declarations and confirmations from him/her as required under the Act, SEBI Listing Regulations, Secretarial Standards and applicable RBI requirements.

Proposed terms of appointment and remuneration

The proposed terms of appointment and remuneration have been recommended by the Nomination and Remuneration Committee and approved by the Board after considering the responsibilities attached to the office, qualifications, experience, prevailing remuneration standards, size and operations of the Company and the remuneration payable to managerial personnel in comparable companies. A minimum annual remuneration of ₹54,52,000/- (Rupees Fifty-Four Lakh Fifty-Two Thousand only) shall be payable to Mr. Jay Mota with effect from January 15, 2027, subject to such annual increments as may be approved by the Board/Nomination and Remuneration Committee from time to time.

The remuneration, including such increments and all other components of remuneration, shall be subject to an overall maximum ceiling of 1.25% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, in any financial year during the tenure, or such other limit as may be permissible under applicable law and approved by the Members.

Accordingly, the amount of ₹54,52,000/- represents the minimum annual remuneration presently approved, and the actual remuneration payable in any financial year may increase pursuant to annual increments, subject always to the aforesaid maximum ceiling and applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and other applicable laws.

In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Jay Mota, the remuneration approved under the proposed resolution may be paid as minimum remuneration, subject to the conditions and limits prescribed under Schedule V to the Act and subject to such approvals as may be required under applicable law.

Information required under Schedule V:

Since the remuneration proposed to be paid to Mr. Jay Mota is subject to the applicable provisions of Schedule V to the Companies Act, 2013, the relevant particulars are set out below:

I. General Information

Particulars	**Details**
Nature of industry	Non-Banking Financial Company engaged in financing activities
Date or expected date of commencement of commercial production	Not applicable, as the Company is an existing operational NBFC
In case of new companies, expected date of commencement of activities	Not applicable
Financial performance based on given indicators	As the audit of the Company is not completed as on date of notice of the general meeting, the turnover of the Company as on March 31, 2026 is ₹ 3,28,18,61,997/-, net worth is ₹ 4,09,76,05,053/- and Profit Before Tax (PBT) is ₹ 61,49,95,242/-.
Foreign investments or collaborations, if any	NA

II. Information about the managerial personnel

Particulars	**Details**
Background details	Mr. Jay Mota is a Director of the company and has an overall experience of about 19 years in Finance Industry.
Past remuneration	₹54.52 Lakhs
Recognition or awards	Not Applicable
Job profile and suitability	He has an overall experience of around 19 years in the industry and into the business.
Remuneration proposed	At the Minimum salary of ₹ 54,52,000/- (Rupees Fifty Four Lakh Fifty Two Thousand only) per annum plus annual increments subject to maximum capping of 1.25% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, which may be reviewed by the Board.
Comparative remuneration profile with respect to	Taking into account the turnover of the Company and

industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Mr. Jay Mota is the Whole-Time Director and CFO of the Company. Except for his remuneration as Whole Time Director, there is no other pecuniary relationship, directly or indirectly, with the Company or its managerial personnel or other Directors.

III. Other Information

Particulars	Details
Reasons of loss or inadequate profit	Presently the company has adequate profit, however considering the nature of business and future uncertainty, the Company is proposing the resolution to be passed as Special Resolution.
Steps taken or proposed to be taken for improvement	Company is planning to expand its existing production capacity in the same line of business and is also exploring the new business segments for diversification/ expansion.
Expected increase in the productivity and profits in measurable terms.	Company is increasing its production capacity and is adding new range of products

APPROVAL UNDER REGULATION 17(6)(e) OF THE SEBI LISTING REGULATIONS

Mr. Jay Mota is a Whole-Time Director and Chief Financial Officer of the Company.

Accordingly, the proposed remuneration is also being placed before the Members for approval pursuant to Regulation 17(6) (e) of the SEBI Listing Regulations, to the extent the remuneration payable falls within the thresholds prescribed thereunder. The approval sought shall be valid for the tenure for which the appointment/re-appointment is being approved.

RBI / Fit and Proper Requirements

The proposed re-appointment and remuneration are also subject to the applicable provisions of the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 [RBI/DOR/2025-26/344; DOR.GOV.REC.No.263/18-10-013/2025-26 dated November 28, 2025], as amended from time to time, and other applicable directions, circulars and guidelines issued by the Reserve Bank of India.

The Company shall also comply with the applicable provisions of the RBI (Non-Banking Financial Companies – Governance) Directions, 2025, including the applicable fit and proper criteria, due diligence requirements, remuneration/compensation requirements and reporting requirements. Where any prior approval, permission or intimation to the RBI is applicable to the proposed re-appointment, the same shall be obtained/made in accordance with applicable RBI Directions.

Interest of Directors/KMP

Except Mr. Jay Mota and his relatives, to the extent of their shareholding or other interest, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Board Recommendation
The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

MANBA FINANCE

Annexure – I to the Notice of (1-2026/27) EXTRA ORDINARY GENERAL MEETING

DISCLOSURE PURSUANT TO PROVISION OF REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA -LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTSREGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS -SS2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

1. Ms. Neelam Tater

Sr. No.	Particulars	Details
1.	Name of the Director	Ms. Neelam Tater
2.	DIN	07653773
3.	Date of Birth and Age	07-03-1991, 35 years
4.	Nationality	Indian
5.	Designation	Non - Executive Independent Director
6.	Qualification	Company Secretary, Chartered Accountant; B.Com
7.	Date of First appointment on the Board	25 October 2023
8.	Nature of Experience in specific functional area	More than 8 years as Finance Functional Consultant
9.	Past Remuneration (including sitting fees and Commission for the financial year 2025-26)	₹ 85,000/- (sitting fees)
10.	Brief resume of the director	Refer Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
11.	Remuneration proposed (including sitting fees and Commission for the financial year 2026-27)	She will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.
12.	Shareholding in the Company	NIL
13.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company (Director relationship inter-se)	NIL
14.	The number of Meetings of the Board attended during the year	9 out of 9
15.	Directorship held in other companies	• Gaze Fashion Trade Limited • Pacific Industries Limited • Esprit Stones Limited • Bombay Coated and Special Steels Limited • Akme Fintrade (India) Limited
16.	Membership/Chairmanship of Committees of such companies	Member of Audit Committee and Stakeholder Relationship Committee of Esprit Stones Limited.
17.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three year	**Listed company directorship**: 1. Pacific Industries Limited 2. Esprit Stones Limited 3. Akme Fintrade (India) Limited **Listed Committee positions:** Member of Audit Committee and Stakeholder Relationship

		Committee of Esprit Stones Limited and audit committee of the Company.
18.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with prevailing industry standards, considering the Company's size, scale of operations, and the scope and responsibilities of the position. It also reflects the appointee's qualifications, experience, expertise, and expected contribution to the Company's long-term growth, while remaining aligned with the Company's remuneration policy and market benchmarks.
19.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or any other Director, if any	NIL
20.	Number of Stock Options	NIL
21.	Terms and conditions of appointment	Re-appointment as an Independent Director for a second term of 5 years with effect from October 25, 2026 to October 24, 2031 (both days inclusive), not subject to retirement by rotation

Note: The Directorships, Committee Memberships and Chairmanships do not include positions held in foreign companies and private companies, positions held as an advisory board member, and positions held in companies registered under Section 8 of the Companies Act, 2013. Committee Memberships and Chairmanships include the Audit Committee and the Stakeholders' Relationship Committee.

2. Mr. Manish Kiritkumar Shah

Sr. No.	Particulars	Details
1.	Name of the Director	Mr. Manish Kiritkumar Shah
2.	DIN	00979854
3.	Date of Birth and Age	08/11/1966, 59 years
4.	Nationality	Indian
5.	Designation	Managing Director
6.	Qualification	B.Com
7.	Date of First appointment on the Board	31 May 1996
8.	Experience	Mr. Manish Kiritkumar Shah is a Director of the Company since 31/05/1996. He has experience of more than 27 years in the Finance industry.
9.	Past Remuneration (including sitting fees and Commission for the financial year 2025-26)	₹ 240 lakhs
10.	Job profile and Suitability	Mr. Manish Kiritkumar Shah is the Managing Director of our Company. He is a Director of our Company since incorporation. He holds a bachelor's degree in commerce from Mumbai University. He has over twenty-seven (27) years of experience in the NBFC sector. He is a strategic leader in our Company and oversees functions such as identifying growth opportunities, building and maintaining relationships with key stakeholders and implementing technology solutions to streamline operations in our Company.
11.	Remuneration proposed (including sitting fees and Commission for the financial year 2026-27)	A minimum annual remuneration of ₹3,00,00,000/- (Rupees Three Crore only) shall be payable to Mr. Manish Kiritkumar Shah for the financial year commencing April 1, 2027, subject to such annual increments of 5% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013, in any financial year during the tenure, or such other limit as may be permissible under applicable law and approved by the Members.
12.	Shareholding in the Company	Holds 65,59,848 equity shares (13.06%) (as on 31.03.2026)
13.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Father of Mr. Monil Manish Shah, Whole-Time Director Husband of Ms. Nikita Manish Shah, Whole-Time Director
14.	The number of Meetings of the Board attended during the year	9 out of 9
15.	Directorship held in other companies	1. Theme Infotech Private Limited 2. Manba Fincorp Private Limited 3. Manba Investments and Securities Private Limited 4. Avalon Advisory and Consultant Services Private Limited 5. Manba Foundation 6. Jito Mulund Chapter Foundation
16.	Membership/Chairmanship of Committees of such companies	Member- Stakeholder Relationship Committee of Manba Finance Limited
17.	Name of listed entities from which the person has resigned in the past three	NIL

	years	
18.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with prevailing industry standards, considering the Company's size, scale of operations, and the scope and responsibilities of the position. It also reflects the appointee's qualifications, experience, expertise, and expected contribution to the Company's long-term growth, while remaining aligned with the Company's remuneration policy and market benchmarks.
19.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or any other Director, if any	Except for his remuneration as Managing Director, his shareholding in the Company and the relationships stated above, there is no other pecuniary relationship, directly or indirectly, with the Company or its managerial personnel or other Directors.
20.	Number of Stock Options	NIL
21.	Terms and conditions of appointment	Re-appointment as a Managing Director for a term of 3 years with effect from April 01, 2027 to March 31, 2030 (both days inclusive), subject to retirement by rotation

Note: The Directorships, Committee Memberships and Chairmanships do not include positions held in foreign companies and private companies, positions held as an advisory board member, and positions held in companies registered under Section 8 of the Companies Act, 2013. Committee Memberships and Chairmanships include the Audit Committee and the Stakeholders' Relationship Committee.

3. Mr. Monil Manish Shah

Sr. No.	Particulars	Details
1.	Name of the Director	Mr. Monil Manish Shah
2.	DIN	07054772
3.	Date of Birth and Age	07/02/1996, 30 years
4.	Nationality	Indian
5.	Designation	Executive, Whole Time Director
6.	Qualification	Diploma in Leading with Finance from Harvard Business School, Masters in Marketing from Queen Mary University of London and a Bachelor's in Management Studies from R.A. Podar College of Commerce, Economics.
7.	Date of First appointment on the Board	07 February 2017
8.	Experience	Mr. Monil Manish Shah is a Director of the Company since 07/02/2017. He has an experience of more than 7 years in the Finance industry.
9.	Past Remuneration (including sitting fees and Commission for the financial year 2025-26)	₹140 Lakhs
10.	Job profile and Suitability	He has an overall experience of around 7 years in the industry and into the business.
11.	Remuneration proposed (including sitting fees and Commission for the financial year 2026-27)	A minimum annual remuneration of ₹1,50,00,000/- (Rupees One Crore Fifty Lakh only) shall be payable to Mr. Monil Manish Shah with effect from January 15, 2027, subject to such annual increments upto an overall maximum ceiling of 3% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013.
12.	Shareholding in the Company	Hold 17,94,549 equity shares of the Company as on 31.03.2026 (3.57%)
13.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	1. Son of Mr. Manish Kiritkumar Shah, Managing Director 2. Son of Ms. Nikita Manish Shah, Whole-Time Director
14.	The number of Meetings of the Board attended during the year	8 out of 9
15.	Directorship held in other companies	1. Manba Finance Limited 2. Theme Infotech Private Limited 3. Ride Choice Limited
16.	Membership/Chairmanship of Committees of such companies	Member- Stakeholder Relationship Committee of Manba Finance Limited
17.	Name of listed entities from which the person has resigned in the past three years	NIL
18.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with prevailing industry standards, considering the Company's size, scale of operations, and the scope and responsibilities of the position. It also reflects the appointee's qualifications, experience, expertise, and expected contribution to the Company's long-term growth, while remaining aligned with the Company's remuneration policy and

		market benchmarks.
19.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or any other Director, if any	Except for his remuneration as Whole Time Director, his shareholding in the Company and the relationships stated above, there is no other pecuniary relationship, directly or indirectly, with the Company or its managerial personnel or other Directors.
20.	Number of Stock Options	NIL
21.	Terms and conditions of appointment	Re-appointment as a Whole Time Director for a term of 3 years with effect from January 15, 2027 to January 14, 2030 (both days inclusive), subject to retirement by rotation

Note: The Directorships, Committee Memberships and Chairmanships do not include positions held in foreign companies and private companies, positions held as an advisory board member, and positions held in companies registered under Section 8 of the Companies Act, 2013. Committee Memberships and Chairmanships include the Audit Committee and the Stakeholders' Relationship Committee.

MANBA FINANCE

4. Ms. Nikita Manish Shah

Sr. No.	Particulars	Details
1.	Name of the Director	Ms. Nikita Manish Shah
2.	DIN	00171306
3.	Date of Birth and Age	21/11/1968, 57 years
4.	Nationality	Indian
5.	Designation	Executive, Whole Time Director
6.	Qualification	Bachelors in Commerce
7.	Date of First appointment on the Board	31 May 1996
8.	Experience	Ms. Nikita Manish Shah is a Whole Time Director of our Company. She has been director of our Company since incorporation. She has cleared higher secondary examination in the field of commerce. She oversees functions such as marketing, strategy management and corporate social responsibility activities in our Company
9.	Past Remuneration (including sitting fees and Commission for the financial year 2025-26)	₹ 90 lakhs
10.	Job profile and Suitability	Ms. Nikita Manish Shah is a Whole Time Director of our Company. She has been director of our Company since incorporation. She has cleared higher secondary examination in the field of commerce. She oversees functions such as marketing, strategy management and corporate social responsibility activities in our Company
11.	Remuneration proposed (including sitting fees and Commission for the financial year 2026-27)	A minimum annual remuneration of ₹90,00,000 /- (Rupees Ninety Lakh only) shall be payable to Ms. Nikita Manish Shah with effect from January 15, 2027, subject to such annual increments to an overall maximum ceiling of 1.75% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013
12.	Shareholding in the Company	Holds 50,04,270 equity shares as on 31.03.2026 (9.96%)
13.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	1. Wife of Mr. Manish Kiritkumar Shah, Managing Director 2. Mother of Mr. Monil Manish Shah, Whole-Time Director
14.	The number of Meetings of the Board attended during the year	6 out of 9
15.	Directorship held in other companies	1. Theme Infotech Private Limited 2. Manba Fincorp Private Limited 3. Manba Investments And Securities Private Limited 4. Celebrity Projects Private Limited 5. Ride Choice Limited 6. Manba Foundation
16.	Membership/Chairmanship of Committees of such companies	NIL
17.	Name of listed entities from which the person has resigned in the past three	NIL

MANBA FINANCE

	years	
18.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	The proposed remuneration is commensurate with prevailing industry standards, considering the Company's size, scale of operations, and the scope and responsibilities of the position. It also reflects the appointee's qualifications, experience, expertise, and expected contribution to the Company's long-term growth, while remaining aligned with the Company's remuneration policy and market benchmarks.
19.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or any other Director, if any	Except for her remuneration as Whole Time Director, her shareholding in the Company and the relationships stated above, there is no other pecuniary relationship, directly or indirectly, with the Company or its managerial personnel or other Directors.
20.	Number of Stock Options	NIL
21.	Terms and conditions of appointment	Re-appointment as a Whole Time Director for a term of 3 years with effect from January 15, 2027 to January 14, 2030 (both days inclusive), subject to retirement by rotation

Note: The Directorships, Committee Memberships and Chairmanships do not include positions held in foreign companies and private companies, positions held as an advisory board member, and positions held in companies registered under Section 8 of the Companies Act, 2013. Committee Memberships and Chairmanships include the Audit Committee and the Stakeholders' Relationship Committee.

MANBA FINANCE

5. Mr. Jay Mota

Sr. No.	Particulars	Details
1.	Name of the Director	Mr. Jay Mota
2.	DIN	03105256
3.	Date of Birth and Age	08/11/1966, 46 years
4.	Nationality	Indian
5.	Designation	Executive, Whole Time Director
6.	Qualification	C.A Intermediate, B.COM
7.	Date of First appointment on the Board	13 February 2023
8.	Experience	Seasoned CFO with deep NBFC expertise with proven ability to optimize performance, capitalize on growth opportunities, secure funding and mitigate risks. Possesses excellent data analysis, budgeting, forecasting corporate governance and financial reporting skills having extensive experience navigating complex regions and maintaining strong relationships with regulators, lenders and investor's etc.
9.	Past Remuneration (including sitting fees and Commission for the financial year 2025-26)	₹ 54.52 lakhs
10.	Job profile and Suitability	Mr. Jay Mota is a Whole Time Director and Chief Financial Officer of our Company. He has been associated with our Company since 2006. He holds a bachelor's degree in commerce from Mumbai University. He has over nineteen (19) years of experience. He oversees various facets of accounts & finance function in our Company including financial planning and analysis, treasury management, budgeting, financial projections and audit & taxation.
11.	Remuneration proposed (including sitting fees and Commission for the financial year 2026-27)	A minimum annual remuneration of ₹54,52,000/- (Rupees Fifty-Four Lakh Fifty-Two Thousand only) shall be payable to Mr. Jay Mota with effect from January 15, 2027, subject to such annual increments to an overall maximum ceiling of 1.25% of the net profits of the Company as computed in accordance with Section 198 of the Companies Act, 2013,
12.	Shareholding in the Company	NIL
13.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
14.	The number of Meetings of the Board attended during the year	9 out of 9
15.	Directorship held in other companies	1. Riders Auto Services Private Limited 2. Ride Choice Limited
16.	Membership/Chairmanship of Committees of such companies	Nil
17.	Name of listed entities from which the person has resigned in the past three years	NIL
18.	Comparative remuneration profile with respect to industry, size of the	The proposed remuneration is commensurate with prevailing industry standards, considering the Company's size, scale of

MANBA
FINANCE

	company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	operations, and the scope and responsibilities of the position. It also reflects the appointee's qualifications, experience, expertise, and expected contribution to the Company's long-term growth, while remaining aligned with the Company's remuneration policy and market benchmarks.
19.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or any other Director, if any	Except for his remuneration as Whole Time Director, there is no other pecuniary relationship, directly or indirectly, with the Company or its managerial personnel or other Directors.
20.	Number of Stock Options	NIL
21.	Terms and conditions of appointment	Re-appointment as a Whole Time Director for a term of 3 years with effect from January 15, 2027 to January 14, 2030 (both days inclusive), subject to retirement by rotation

Note: The Directorships, Committee Memberships and Chairmanships do not include positions held in foreign companies and private companies, positions held as an advisory board member, and positions held in companies registered under Section 8 of the Companies Act, 2013. Committee Memberships and Chairmanships include the Audit Committee and the Stakeholders' Relationship Committee.