

NOTICE

NOTICE is hereby given that the 60th Annual General Meeting ('AGM') of the Members of **Mangal Credit and Fincorp Limited** is scheduled to be held on Friday, 30th September, 2022 at 11:00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the below mentioned business:

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and Statutory Auditors thereon;
2. To declare the final dividend of ₹ 0.5/- per equity share of face value of ₹ 10/- each for the financial year ended 31st March, 2022;
3. To appoint a Director in place of Mr. Meghraj Jain (DIN: 01311041), who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr. Sujan Sinha (DIN: 02033322), who is eligible for re-appointment retires by rotation and being eligible, offers himself for re-appointment;

Special business:

5. To re-appoint Mr. Nilesh Jain (DIN: 08788781) as an Executive Director of the Company

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

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, Section 152 and other applicable

provisions, if any, of the Companies Act, 2013, ("The Act") read with the applicable Rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") on the recommendation of the Nomination & Remuneration Committee ("NRC") and approval of the Board of Directors of the Company, Mr. Nilesh Jain (DIN: 08788781), who was appointed as an Additional Executive Director of the Company at the Board meeting of the Company held on 30th October, 2021 and who holds office upto the 60th Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board") be and is hereby authorized to undertake all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions, queries, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By the Order of the Board

Meghraj Jain

Chairman & Managing Director
DIN: 01311041

Place: Mumbai
Date: 25th July, 2022

Registered Office:

1701/02, A Wing, 17th Floor, Lotus Corporate Park,
Western Express Highway, Goregaon (E), Mumbai-400063
Tel.: +91 22-42461300 **E-mail:** compliance@mangalfincorp.com

NOTES:

In view of the continuing outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 14/2020 dated April 08, 2020; Circular No.17/2020 dated April 13, 2020; Circular No. 20/2020 dated May 5, 2020; Circular No. 02/2021 dated January 13, 2021; Circular No. 19/2021 dated December 08, 2021; Circular No. 20/2021 dated December 12, 2021; Circular No. 21/2021 dated December 14, 2021, Circular No.2/2022 dated May 5, 2022 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "Circulars") permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio-Visual Means ("VC / OAVM"), without physical presence of the Members at a common venue. Therefore, in compliance with the provisions of the Companies Act, 2013 ("the Act"), circulars issued by SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the MCA Circulars, the 60th Annual General Meeting of the Company ("AGM") is being conducted through VC / OAVM, which does not require physical presence of the Members at a common venue. The Registered Office of the Company shall deemed to be the venue for the AGM.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for providing the facility for remote e-voting, for participation in the AGM through VC / OAVM and for e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained in the Notes;

1. The Explanatory Statement pursuant to Section 102 of the Act, the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standards") and the Listing Regulations, for business at Item No. 5 as set out in the Notice convening the AGM ("AGM Notice") is annexed hereto;
2. Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished as an Annexure I to the Notice;
3. The members are requested to note that since the Meeting is being held through VC / OAVM, the facility for appointment of proxies shall not be available for the 60th Annual General Meeting of the Company, therefore the Proxy Form and Attendance Slip are not annexed to this Notice;
4. In pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for participating in the AGM through VC / OAVM and for voting through remote e-voting or e-voting during the AGM. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are requested to send the scanned copy (PDF/JPG format) of its relevant Board Resolution / Authority letter authorizing its representatives to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to Scrutinizer by email through its registered email address to csvijaytiwari@gmail.com with a copy marked to compliance@mangalfincorp.com;
5. In case of Joint holders, only such joint holder who is highest in the order of names as per the Register of Members or in the Register of Beneficial Owners maintained by the depositories of the Company, will be entitled to vote at the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022, both days inclusive. Transfer received during the book closure will be considered only after reopening of the Register of Members.
7. Members can join the AGM through VC / OAVM, 15 minutes before and after the scheduled time of commencement of AGM and during the AGM, by following the procedure mentioned in the AGM Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first-come-first-served basis. Large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, the Nomination & Remuneration Committee and the Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first-come-first-served principle;

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013;
9. In compliance with the aforesaid MCA and SEBI Circulars the AGM Notice along with the Annual Report for the financial year 2021-22 ("Annual Report") are being sent through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants / Registrar and Transfer Agent - Link Intime India Private Limited ("Link Intime"). Members are requested to note that the AGM Notice and Annual Report are also available on the website of the Company at <https://www.mangalfincorp.com>, the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com;
10. Members seeking any information or clarifications on the Annual Report and AGM Notice are requested to write us at compliance@mangalfincorp.com one week before the meeting to enable the Company to compile the information and provide replies at the meeting;
11. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder along with all the documents referred to in the Notice will be available for online inspection by the members of the Company up to the date of the AGM. Members who wish to inspect such documents may write to the Company Secretary & Compliance Officer at compliance@mangalfincorp.com
12. Members are requested to:
 - a. register / notify any change in their registered address / Permanent Account Number/ bank mandates to Link Intime, in case of shares held in physical form;
 - b. register / notify any change in their registered address / Permanent Account Number / bank mandates to the respective Depository Participants, in case of shares held in electronic / dematerialised form;
 - c. quote their folio number(s)/Client ID and DP ID / Beneficiary ID in all their correspondence;
13. As per the provisions of Section 72 of the Companies Act, 2013 read with the rules made thereunder, facility for making nominations is available for Members, in respect of the shares held by them. Nomination form SH-13 can be obtained from the Registrar and Share Transfer Agents of the Company. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, Link Intime India Private Limited, in case the shares are held in physical form.
14. The dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid on and before Friday, October 29, 2022, to those Members whose names stand registered on the Company's Register of Members.
15. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 1, 2020. For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act, 1961 and amendments thereof.
16. A resident individual shareholder with PAN and who is not liable to pay income tax can submit a declaration in Form No. 15G/15H/Declaration for Insurance Cos, Mutual Funds, AIFs and ReIT/InvIT (which can be downloaded from Registrar's website), to avail the benefit of non-deduction of tax at source, by uploading the Form on the Registrar's website - www.linkintime.co.in or by e-mailing the same to rnt.helpdesk@linkintime.co.in latest by 11:59 p.m. IST on 19th September, 2022. Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.
17. Pursuant to the introduction of Section 206AB of the Income Tax Act, 1961, with effect from 1st July 2021, resident individual shareholders who are receiving dividend in excess of ₹ 5,000/- and have not submitted Form 15G/15H, are required to furnish certain information with regard to their Income Tax Return filing for the past two years, on the Registrar's mail id: rnt.helpdesk@linkintime.co.in to be eligible for

deduction of tax at source at the normal rate.

18. Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the Tax Treaty benefits, by uploading the Form on the Registrar's website - www.linkintime.co.in or by e-mailing the same to rnt.helpdesk@linkintime.co.in. The aforesaid declarations and documents should be submitted by the shareholders latest by 11:59 P.M. IST on 19th September 2022.
19. Members are requested to note that dividend which remains unpaid or unclaimed for 7 (seven) consecutive years from the date of transfer to the Company's Unpaid Dividend Account are liable to be transferred to the Investor Education & Protection Fund ("IEPF") and all shares on which dividend has not been paid or claimed for 7 (seven) consecutive years shall also be transferred to IEPF Authority in terms of the provision of Section 124 of the Act read with Rules made thereunder, may claim the same by making online application to the IEPF authority in web form no.IEPF-5 available on www.iepf.gov.in. In view of this, Shareholders who have not claimed their dividend are requested to claim their dividend within the stipulated timeline by corresponding with the Registrar and Share Transfer Agent, Link Intime India Private Limited or the Compliance Officer, at the Company's Registered Office;
20. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, M/s. Link Intime India Pvt. Ltd at C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.
Tel No: 022-49186000,
Fax No.: 022-49186060,
Email: rnt.helpdesk@linkintime.co.in
21. Members holding shares in physical form are requested to convert their holding to dematerialized form. Members can contact the Company or M/s. Link Intime India Pvt. Ltd for assistance in this regard;
22. Since the AGM will be held through Video Conferencing, the Route Map is not annexed to this Notice;

23. E- voting:

In compliance with section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and with aforesaid MCA Circulars the Company is providing facility of remote e-voting to its Members with respect to the business to be transacted at the 60th Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. Thus, the facility for casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL;

A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The procedure and instructions for remote e-voting are as follows:

- i. The remote e- voting period begins from 09:00 A.M. on Tuesday, 27th September, 2022 and ends on Thursday, 29th September, 2022 at 05:00 P.M. and at the end of the remote e-voting period, the facility shall forthwith be blocked. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form and whose name 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. Wednesday, 21st September, 2022 shall be entitled to avail the facility of remote e-voting as well as e-voting in the general meeting. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Any person who is not a member on the cut-off date should treat this notice for information purposes only.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

- iv. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a

single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- v. In terms of SEBI circular no. No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi (Electronic Access to Securities Information) / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

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

Important Note:

- Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- vi. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com
 - 2) Click on "Shareholders" module.
 - 3) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - 6) If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participants / Link Intime are requested to use the sequence number sent by Company. In case a member has not received sequence number, he / she can obtain the same by writing to the Company at compliance@mangalfincorp.com .
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN "210825037" of the Company on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address compliance@mangalfincorp.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
- i. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
 - iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 - iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - vii. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending specific request in advance at least 7 days prior to AGM from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at compliance@mangalfincorp.com.
 - viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions proposed in the AGM Notice through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- i. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@mangalfincorp.com ;
 - ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - iii. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
24. In case you have any issues / queries / grievances relating to remote e-voting, e-voting during the AGM and attending the AGM through VC / OAVM, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact on 1800225533.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
25. Mr. Vijay Tiwari, (Membership No. 33084), M/s. Vijaykumar Tiwari & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
26. The scrutinizer will immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company

and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who will countersign the same.

27. The result of the e-voting will be declared not later than 48 hours of conclusion of the AGM along with the

Scrutinizer's report and same will be available on the Company's website www.mangalfincorp.com and on the e-voting service provider's website i.e. CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him. The result shall also be communicated to BSE Limited where the equity shares of the Company are listed.

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

Item No. 5

Members are requested to note that , Mr. Nilesh Jain (DIN: 08788781) appointed as an Additional Executive Director on the Board of the Company pursuant to the provisions of Sections 149, 152, 161(1) and other applicable provisions, if any, of the Act read with the applicable Rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014 by circular resolution passed by Board on 30th October, 2021 to hold office up to the date of next Annual General Meeting i.e. 30th September, 2022, subject to consent of the Members of the Company at the ensuing AGM.

Brief profile of Mr. Nilesh Jain and disclosure(s) / information under the Listing Regulations and the Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India are set out in Annexure I to the AGM Notice.

Members are requested to note that the Company has received consent in writing from Mr. Nilesh to act as Executive Director of the Company and declaration(s) and confirmation(s) stating that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 and other provisions of the Act.

Members are requested to note that in the opinion of the Board Mr. Nilesh Jain possesses requisite skills, experience and knowledge relevant to the Company's business and that his continued association would be beneficial to and in the interest of the Company.

Members are further requested to note that the Company has received a notice in writing in terms of the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Nilesh Jain for appointment as Executive Director of the Company.

Except Mr. Nilesh Jain and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the resolution set out at Item No. 5 of the Notice to the Members for their consideration and approval, by way of an Ordinary Resolution(s).

ANNEXURE I

Details of Directors seeking fixation of appointment/re-appointment at the forthcoming AGM pursuant to regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (ss-2) are as follows:

Name of the Director	Mr. Meghraj Jain	Mr. Sujan Sinha
DIN	01311041	02033322
Date of Birth	25/06/1970	12/11/1958
Age	52	64
Date of appointment on the Board	14/08/2013	30/12/2020
Designation	Chairman and Managing Director	Non-Executive Non Independent Director
Qualifications	Graduate	B. Sc. (Hons - Geology)
Brief resume, Experience and Nature of his expertise in functional areas	<p>Mr. Meghraj Jain is an entrepreneur and businessman. He is the founder & the promoter of MCFL. He has a vast experience in leasing & finance related business and has over 26 years of experience in Jewellery business. With an entrepreneurial vision, he paved way for the diversification of the group into various sectors. His propensity for innovation and proficient managerial abilities guarantees that the Group remains on the forefront of development. Under his leadership, the Group has endeavored substantial efforts to reinforce and enhance client relationship and set up its solid presence in finance. He was also the director of Mangal Buildhome, which has worked on several construction projects across Maharashtra. With his ultimate marketing skills and strategic thinking he has established a renowned name in the industry. He is also the trustee of Mangal Charitable trust. MCT actively conducts charitable activities like providing food, clothing, and medicine organizing medical camps. MCT also run a 24x7 mobile hospital called 'Acharya Tulsi Mahapragya Mobile Hospital' which is equipped with all the latest medical facility. He continues to steer the Group in attaining the pinnacle of success. He has rich hands-on experience and exposure in all facets of non-banking financial services. He has been the guiding spirit of the Company in its transformation as a professionally run leading conglomerate.</p>	<p>Mr. Sujan Sinha, is a senior finance professional, with more than 3½ decades in the industry, having worked for banks and NBFCs, primarily in the retail field. Graduating from Calcutta (Kolkata) University in Geology, Mr. Sinha qualified for selection as a Probationary Officer in the State Bank of India and joined them in December '81. He spent more than 14 years with SBI, gaining considerable experience in branch banking, personnel administration as well foreign exchange dealings. Switching over to the private sector in 1996, he joined the east-India headquartered Usha Martin group, in their 50:50 JV with Sumitomo Corporation, Japan. From there he moved to UTI Bank (later renamed as Axis Bank) in November 1998. It was in Axis Bank that Mr. Sinha took over charge of the retail lending business of the Bank and was a very crucial member of the core team that was at the centre of Axis Bank gaining a reputation as one of the fastest growing banks in the country. Mr. Sinha had been involved with significant responsibilities during his career with Axis Bank, starting from co-ordinating with renowned global corporate entities like Mitsui and Yamaha Motors for setting up a joint venture NBFC to overseeing the bank's equity investments in other NBFCs as well as credit bureaus setting up in India, like Experian. After 12 years with this private sector lender, he joined the Chennai-based Shriram Group, selected to head the newly promoted housing finance arm of the group in November 2010. Building it from scratch, Shriram Housing Finance Limited (SHFL) grew, slowly but steadily, making a name for itself in the housing finance space, especially in extending home ownership finance to the under-served segment of the population in the Tier II & III centres of the country. Within a span of less than 8 years, SHFL had emerged as a very serious contender in the affordable housing finance space in the country. He, personally, has also been involved with a few business schools in the country, as a part of their advisory setup and is also a member of the Institution of Directors (IOD). He has now retired from his position as the MD & CEO of SHFL as at the end of August 2018, after more than 37 years of active participation in the BFSI industry.</p>

		After superannuating, he is now a promoter-director of Stragility Consulting Pvt. Ltd. & SMS Vans Consulting Pvt. Ltd.; an independent director on the board of Transcorp International, in addition to being on the boards of Mindex Fincap, a Delhi based recently licensed NBFC (yet to commence operations on account of the pandemic) and Purecred Finance, a Madurai based company which has applied for a NBFC license to RBI. In addition to the above, he is an advisor to TKWs Institute of Banking and Finance as also an AI focused, Kolkata based company: Sky-Bits Technology. He is also a tele-consultant empanelled with GLG, Third Bridge and Insight Alpha, in addition to being a mentor to WhatsLoan, a fintech start-up based out of Bengaluru.
No. of Board Meetings attended during the year 2021-22	4	4
Directorships held in other Companies	None	1. Transcorp International Ltd. 2. Mindex Fincap Private Limited 3. Stragility Consulting Private Limited 4. Sms Vans Skilling And Advisory Private Limited
Membership/ Chairmanship of Committees of other Board	None	None
No. of Equity shares held in the Company as on 31/03/2022	45,62,731 equity shares	None
Disclosure of relationships between directors inter-se	None	None
Terms and Conditions of appointment/ re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per resolution passed by the Members at the 56 th Annual General Meeting held on 29 th September, 2018 read with explanatory statement thereto, Mr. Meghraj Jain was re-appointed as Managing Director of the Company, liable to retire by rotation, who retires by rotation at this AGM and, being eligible, offers himself for reappointment. The details of remuneration paid to Mr. Meghraj Jain are provided in the Corporate Governance Report.	As per resolution passed by the Members at the 58 th Annual General Meeting held on 30 th December, 2020 read with explanatory statement thereto, Mr. Sujan Sinha was appointed as Non- Executive Non Independent Director of the Company, liable to retire by rotation, who retires by rotation at this AGM and, being eligible, offers himself for reappointment. The details of the sitting fees paid to Mr. Sujan Sinha are provided in the Corporate Governance Report.
Name of Director	Mr. Nilesh Jain	
DIN	08788781	
Date of Birth	16/01/1988	
Age	34	
Date of appointment on the Board	30/10/2021	
Designation	Executive Director	
Qualification	MBA in Finance and Marketing	
Brief Resume, Experience and Nature of his expertise in functional areas	Mr. Nilesh Jain has 10 years of experience in the financial sector with in-depth knowledge of Gold Loan, Housing Loan, Mortgages and Construction Finance. His area of expertise includes sales, marketing & Strategic planning.	

No. of Board Meetings attended during the year 2021-22	2
Directorships held in other Companies	1
Membership/ Chairmanship of Committees of other Board	None
No. of Equity shares held in the Company as on 31/03/2022	None
Disclosure of relationships between directors inter-se	Not related
Terms and Condition of appointment and re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Mr. Nilesh Jain does not receive any remuneration from the Company.

By the Order of the Board

Place: Mumbai
Date: 25th July, 2022**Meghraj Jain**
Chairman & Managing Director
DIN: 01311041**Registered Office:**1701/02, A Wing, 17th Floor, Lotus Corporate Park,
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CREDIT & FINCORP LIMITED

Mangal Credit & Fincorp Limited

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