



## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an **Extra-Ordinary General Meeting** of the members of **Marwadi Shares and Finance Limited** ("the Company") will be held by a shorter notice on **Saturday, July 20, 2024 at 10:30 A.M.** at the **Corporate Office** of the Company situated at Marwadi Financial Plaza, Nana Mava Main Road, Off: 150 Feet Ring Road, Rajkot - 360 001 to transact the businesses mentioned herewith.

### **SPECIAL BUSINESSES:**

#### **ITEM NO. 1: TO RATIFY RE-APPOINTMENT OF MR. JEET KETANBHAI MARWADI (DIN: 07781822) AS A WHOLE-TIME DIRECTOR:**

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

**"RESOLVED THAT** as per section 196, 197, 198, 203 or any other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and further read with Article 149 of the Articles of Association of the Company, re-appointment of Mr. Jeet Ketanbhai Marwadi (DIN: 07781822) as a Whole-time Director of the Company for the term of five years with effect from February 01, 2024 on payment of managerial remuneration by way of professional fees of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month with effect from April 01, 2023, which is exclusive of the allowances and perquisites, and on such other terms and conditions as specified in the agreement i.e. Agreement for Appointment of Executive Director executed on January 15, 2024, be and is hereby approved and ratified by the members."

#### **ITEM NO. 2: TO APPOINT STATUTORY AUDITORS TO FILL CASUAL VACANCY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. J. C. Ranpura & Co., Chartered Accountants, Rajkot (FRN: 108647W) be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of CA Hiren Mandaliya, (Membership No.: 137782) Proprietor of M/s. Mandaliya & Associates, Chartered Accountants, Rajkot, for the year 2024-25 and to hold the office until the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them and the said auditors shall be reimbursed the expenses as may be incurred by them in discharging their duties as auditors of the Company."

Marwadi Shares and Finance Limited

Corporate Office :  
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Rajkot - 360001, Gujarat Phone: +91-281-7174 000 / 6192 000

Registered Office :  
X - Change Plaza, Office No. 1201 to 1205, 12th Floor, Building No. 53E,  
Zone - 5, Road 5E, Gift City, Gandhinagar - 382355, Gujarat.



**ITEM NO. 3: TO INCREASE THE LIMITS TO ENHANCE THE POWER OF BOARD OF DIRECTORS OF THE COMPANY TO BORROW FUNDS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board) for borrowings from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of paid-up share capital, free reserves and securities premium, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 6,500.00 Crore (Rupees Six Thousand Five Hundred Crore Only).”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

**ITEM NO. 4: TO INCREASE THE LIMITS TO EMPOWER THE BOARD OF DIRECTORS OF THE COMPANY TO CREATE CHARGE OVER THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned Statutory Authorities and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall also include a committee thereof), to mortgage/charge and/or also to create liens, charges and all other encumbrances of whatsoever nature on all or any of the Company’s immovable and movable properties and the whole or substantially the whole of all or any of the undertakings of the Company, where-so-ever situate, present and future, together with power to take over the management of the business and concern of the Company in certain events, in such form and in such manner as the Board may think fit and proper in favour of any person or firm or company or Banks/Institutions/other lenders/trustees of the holders of securities, aggregating to a

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Member: NSE, BSE, MCX, NCDEX. DP: NSDL, CDSL. | CIN: U65910GJ1992PLC017544



nominal value not exceeding Rs. 6,500.00 Crore (Rupees Six Thousand Five Hundred Crore Only) to be issued from time to time in one or more tranches under its borrowing powers, to secure the principal amount together with interest, compound interest and all costs, charges and expenses and all other monies as may become due and payable by the Company, in that behalf and to vary or modify existing securities, from time to time, in such manner and in such form on all or any of the properties or part of any of the property and the undertakings of the Company, both present and future, as may be decided by the Board and as agreed to by the said Banks/Institutions/other lenders/trustees of the holders of securities issued hereunder and the existing or future series of debentures/bonds or other lenders, bankers and financial institutions, both present and future, to secure existing series of debentures, loans, financial facilities as may be obtained by the Company from time to time and as may be deemed appropriate by the Board.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary expedient and incidental thereto for giving effect to this resolution.”

**Date: July 19, 2024**

**Place: Rajkot**



By Order of the Board of  
**Marwadi Shares and Finance Limited**

*Tushit G. Mangukiya*  
(Tushit G. Mangukiya)  
Company Secretary  
FCS: 5286

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**NOTES:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- 2) A PROXY IN ORDER TO BE VALID, MUST BE SIGNED, DATED, PROPERLY STAMPED AND DEPOSITED EITHER IN PERSON OR THROUGH THE POST SO AS TO REACH THE COMPANY AT ITS REGISTERED OFFICE/CORPORATE OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 3) PROXY FORM WITH INSTRUCTIONS FOR FILLING, STAMPING, SIGNING AND DEPOSITING THE PROXY FORM IS ATTACHED HEREWITH.
- 4) THE RELEVANT STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESSES ARE APPENDED HERETO.
- 5) THE MEMBERS/PROXIES ARE REQUESTED TO PRODUCE THE ATTENDANCE SLIP DULY COMPLETED AND SIGNED AT THE ENTRANCE OF THE MEETING.
- 6) FORMAT OF SHORTER NOTICE CONSENT PURSUANT TO SECTION 101(1) OF THE COMPANIES ACT, 2013 FOR HOLDING THE MEETING AT SHORTER NOTICE IS ENCLOSED.
- 7) CORPORATE MEMBERS ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORISING THEIR REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING.
- 8) FACILITY OF ATTENDING MEETING THROUGH VIDEO CONFERENCING IS ALSO AVAILABLE TO THE MEMBERS. IN CASE MEMBERS WISH TO ATTEND THE MEETING THROUGH VIDEO CONFERENCING, IT SHOULD BE INTIMATED WELL IN ADVANCE BY SENDING AN EMAIL ON [COMPLIANCE@MARWADIONLINE.IN](mailto:COMPLIANCE@MARWADIONLINE.IN). ON RECEIPT OF INTIMATION, DETAILED PROCESS WILL BE SENT TO MEMBERS.
- 9) RELEVANT DOCUMENTS REFERRED TO IN THE NOTICE AND THE ACCOMPANYING STATEMENT AND STATUTORY REGISTERS ARE OPEN FOR INSPECTION BY THE MEMBERS AT THE CORPORATE/REGISTERED OFFICE OF THE COMPANY ON ALL WORKING DAYS, DURING BUSINESS HOURS UP TO THE DATE OF THE MEETING, AND WILL ALSO BE MADE AVAILABLE AT THE MEETING.
- 10) THE ROUTE MAP OF VENUE OF EXTRA-ORDINARY GENERAL MEETING IS ATTACHED HEREWITH SEPARATELY.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**Item No. 1:**

On recommendation of Nomination and Remuneration Committee and as per the decision made by the Board of directors of the company, an Agreement for Appointment of Executive Director had been duly executed on January 15, 2024 w.r.t. re-appointment of Mr. Jeet Ketanbhai Marwadi (DIN: 07781822) as a Whole-time Director of the Company, subject to approval of the members, for a period of five years effective from February 01, 2024.

Further, as per section 196(4) of the Companies Act, 2013, terms and conditions of the appointment and remuneration payable to Whole-time Director shall be required to be approved by the members by way of a resolution.

The principal terms of appointment and remuneration of Mr. Jeet Ketanbhai Marwadi are as follows:

**1. Monthly Remuneration:**

Managerial remuneration by way of professional fees of Rs. 2,50,000/- per month with effect from April 01, 2023 exclusive of other allowances and perquisites.

**2. Performance Incentive:**

- If the Net brokerage income in a financial year increases up to 30% as compared to previous year's net brokerage income, -- 30% of initial Professional Fees
- If Net Brokerage income increases by 30% to 60% as compared to previous year's net brokerage income-- 60% of initial Professional Fees.
- If Net Brokerage Income increases by more than 60% as compared to previous Year's net brokerage income,- 100% of initial Professional Fees.

**3. Other Benefits:**

- He will be provided with a chauffeur driven car for discharging his duties as a Whole Time Director. All running and maintenance expenses incurred on the car would be paid/borne by the Company.
- He shall be entitled for two telephones and one tele-fax connections at his residence along with one mobile for the purpose of discharging his duties as a Whole Time Director. All bills pertaining to telephones shall be paid/borne by the Company.
- He will be entitled for Membership fees for Two clubs in India and/or abroad including any admission and/or life membership fees.
- Such other benefits as may be decided by the Board or its Committee from time to time.

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#### **4. Minimum Remuneration:**

In the event of any loss or inadequacy of profits in any financial year during his tenure the Company shall remunerate him by way of minimum managerial remuneration of Rs. 2,50,000/- per month subject to compliance of Schedule V of the Companies Act, 2013.

Mr. Jeet Ketanbhai Marwadi, Whole-time Director, shall be liable to retire by rotation.

In accordance with section 196(4) of the Companies Act, 2013, the approval of the members of the Company is being sought for the resolution set-out under Item No. 1 by way of an Ordinary Resolution.

Mr. Jeet Ketanbhai Marwadi as it pertains to his re-appointment and remuneration payable to him and Mr. Ketan H. Marwadi being a relative, are deemed to be interested parties to this transaction.

None of the other Directors or any of the Key Managerial Personnel or relatives of either is concerned and interested in the resolution except as a member of the Company, if any of them is.

#### **Item No. 2:**

CA Hiren Mandaliya, (Membership No.: 137782) Proprietor of M/s. Mandaliya & Associates, Chartered Accountants, Rajkot, was appointed as Statutory Auditors of the Company from the conclusion of 27<sup>th</sup> Annual General Meeting until conclusion of 32<sup>nd</sup> Annual General Meeting of the Company i.e. to hold office for a term of 5 years i.e. from 01-04-2019 to 31-03-2024 and upto an Annual General Meeting pertaining to financial year 2023-24. However, he has tendered resignation from the position of Statutory Auditors of the Company as on July 16, 2024, after issuing Standalone and Consolidated Auditors' Reports for the Financial Year ended on March 31, 2024 on May 30, 2024 and, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. Therefore, to fill the casual vacancy caused by the resignation of CA Hiren Mandaliya, Chartered Accountants, Rajkot, on the recommendation of Audit Committee, the Board of Directors of the Company recommended the appointment of M/s. J. C. Ranpura & Co., Chartered Accountants, Rajkot (FRN: 108647W) as Statutory Auditors of the Company for the year 2024-24 and to hold the office until the conclusion of ensuing Annual General Meeting.

M/s. J. C. Ranpura & Co., Chartered Accountants, have conveyed their consent to be appointed as Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly,

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approval of members is hereby being sought for the resolution set-out under Item No. 2 by way of Ordinary Resolution.

None of the Directors or any of the Key Managerial Personnel or relatives of either is concerned or interested in the resolution except as a member of the Company, if any of them is.

**ITEM NO. 3 & 4:**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium unless the members have authorised the Board to borrow the monies up to some higher limits. Members of the Company had authorised the Board of Directors of the Company to borrow as per the provisions of Section 180(1)(c) of the Companies Act, 2013 up to the limit of Rs. 4500.00 Crore vide special resolution dated September 26, 2022. In order to finance the working capital requirements and considering the business prospects of the Company, it is proposed to enhance the power of Board of Directors to borrow up to a sum not exceeding Rs. 6,500.00 Crore (Rupees Six Thousand Five Hundred Crore Only) in terms of Section 180(1)(c) of the Companies Act, 2013.

In view of aforesaid proposal to borrow funds from time to time, the Company may have to secure the borrowings by way of mortgage/charge over all or any part of the movable and/or immovable properties of the Company and as per the provisions of Section 180(1)(a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as disposal of the whole, or substantially the whole, of the undertaking of the Company.

Hence, approval of the members of the Company is being sought for the resolutions set-out under Item No. 3 & 4 by way of Special Resolutions in terms of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013.

None of the Directors or any of the Key Managerial Personnel or relatives of either is concerned or interested in the resolution except as a member of the Company, if any of them is.

**Date: July 19, 2024**

**Place: Rajkot**



By Order of the Board of  
**Marwadi Shares and Finance Limited**

**(Tushit G. Mangukiya)**  
**Company Secretary**  
**FCS: 5286**

Marwadi Shares and Finance Limited

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**Form No. MGT-11****PROXY FORM**

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

Name of the member(s)	:	_____
Registered Address	:	_____
E-mail Id	:	_____
Folio No / Client Id	:	_____
DP ID	:	_____

I/We, being the member(s) of Marwadi Shares and Finance Limited, holding \_\_\_\_\_ shares of the company, hereby appoint;

1. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_ or failing him/her

2. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on **Saturday, July 20, 2024 at 10:30 A.M.** at the Corporate office of the company situated at Marwadi Financial Plaza, Nana Mava Main Road, Off: 150 Feet Ring Road, Rajkot – 360 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Vote		
		For	Against	Abstain
	<b>Special Businesses</b>			
1	To ratify re-appointment of Mr. Jeet Ketanbhai Marwadi (DIN: 07781822) as a Whole-time Director			
2	To appoint Statutory Auditors to fill casual vacancy			
3	To increase the limits to enhance the power of Board of Directors of the Company to borrow funds under Section 180(1)(c) of the Companies Act, 2013			
4	To increase the limits to empower the Board of Directors of the Company to create charge over the assets of the Company under Section 180(1)(a) of the Companies Act, 2013			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024

Signature of Member \_\_\_\_\_

Affix  
Revenue  
Stamp  
Rs.1/-

\_\_\_\_\_  
Signature of first Proxy holder

\_\_\_\_\_  
Signature of second Proxy holder

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office/Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**Registered Office:** X-change Plaza, Office no 1201 to 1205, 12<sup>th</sup> Floor Building No. 53E, Zone-5, Road 5E, GIFT CITY, Gandhinagar – 382 355

**Corporate Office:** 'Marwadi Financial Plaza', Nana Mava Main Road, Off: 150 Feet Ring Road, Rajkot – 360 001

**CIN:** U65910GJ1992PLC017544 | **E-mail:** msfl@marwadigroup.in | **Website:** www.marwadionline.com



**MARWADI SHARES AND FINANCE LIMITED**

**CIN: U65910GJ1992PLC017544**

**Registered Office:** X-change Plaza, Office no 1201 to 1205, 12<sup>th</sup> Floor Building No. 53E, Zone-5, Road 5E, GIFT CITY, Gandhinagar – 382 355

**Corporate Office:** 'Marwadi Financial Plaza', Nana Mava Main Road, Off: 150 Feet Ring Road, Rajkot – 360 001

**ATTENDANCE SLIP**

(To be filled in and handed over at the entrance of the meeting room)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on **Saturday, July 20, 2024 at 10:30 A.M.** at Marwadi Financial Plaza, Nana Mava Main Road, Off: 150 Feet Ring Road, Rajkot - 360 001.

<b>Full Name of the *Shareholder / Proxy (in Block Letters)</b>	
<b>Name of Authorised Representative, in case of Body Corporate Member</b>	
<b>Folio No. or Client/DP ID No.:</b>	
<b>No. of Shares held:</b>	

\_\_\_\_\_  
Signature of Shareholder/Proxy/Authorised Representative

**NOTES:**

1. Only Shareholders of the Company or their Proxies will be allowed to attend the Meeting.
2. In case of Shareholder is a Body Corporate; Authorised Representative will be allowed to attend the Meeting.
3. \*Strike out whichever is not applicable.

*(For Individual Member)*

Consent by Member for shorter notice  
[Pursuant to section 101(1) of Companies Act, 2013]

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To,  
**Marwadi Shares and Finance Limited**  
X-change Plaza, Office no 1201 to 1205,  
12<sup>th</sup> Floor Building No. 53E, Zone-5,  
Road 5E, GIFT CITY,  
Gandhinagar – 382 355

I, \_\_\_\_\_ son/spouse of \_\_\_\_\_, Member of **Marwadi Shares and Finance Limited**, resident of \_\_\_\_\_, holding \_\_\_\_\_ equity shares of Rs. 10/- each in the Company in my own name, hereby give consent, pursuant to section 101(1) of Companies Act, 2013, to hold the Extra-ordinary General Meeting on **Saturday, July 20, 2024** at **10:30 A.M.** by shorter notice.

**Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2024**

\_\_\_\_\_  
**Name of the Member**

*(For Non Individual Member)*  
*(On the letter head of Non Individual)*

Consent by Member for shorter notice  
[Pursuant to section 101(1) of Companies Act, 2013]

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To,  
**Marwadi Shares and Finance Limited**  
X-change Plaza, Office no 1201 to 1205,  
12<sup>th</sup> Floor Building No. 53E, Zone-5,  
Road 5E, GIFT CITY,  
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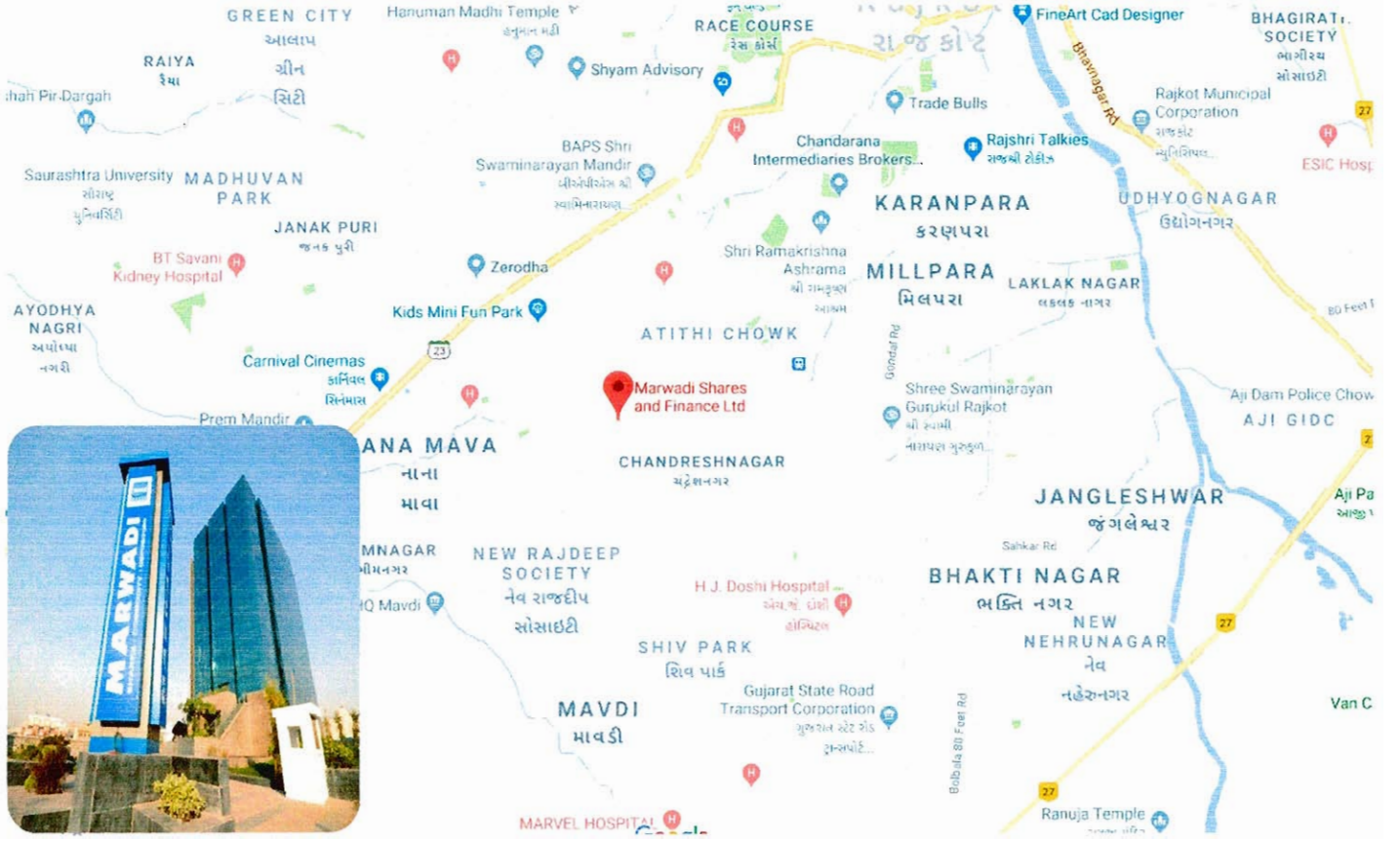
We, **M/s.** \_\_\_\_\_, having registered office situated at \_\_\_\_\_, Member of **Marwadi Shares and Finance Limited**, holding \_\_\_\_\_ equity shares of Rs. 10/- each in the Company in our own name, hereby give consent, pursuant to section 101(1) of Companies Act, 2013, to hold the Extra-ordinary General Meeting on **Saturday, July 20, 2024** at **10:30 A.M.** by shorter notice.

**Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2024**

**For, (Name of the Company),**

\_\_\_\_\_  
[\_\_\_\_\_]\_\_\_\_\_  
**Director**  
**DIN:**\_\_\_\_\_

## ROUTE MAP FOR THE VENUE OF EXTRA-ORDINARY GENERAL MEETING OF MARWADI SHARES AND FINANCE LIMITED



### Registered Office:

X-change Plaza, Office no 1201 to 1205,  
12<sup>th</sup> Floor Building No. 53E, Zone-5,  
Road 5E, GIFT CITY, Gandhinagar – 382 355

### Corporate Office:

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Off: 150 Feet Ring Road, Rajkot – 360 001

**Contact No:** 0281-6192000, 7174000

**E-mail:** [msfl@marwadigroup.in](mailto:msfl@marwadigroup.in)

**Website:** [www.marwadionline.com](http://www.marwadionline.com)

**CIN:** U65910GJ1992PLC017544