

NOTICE OF THE 34TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 34TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ELECTRONICA FINANCE LIMITED (“COMPANY”) WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2024, AT 11.00 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 101/1, ERANDAWANE, 'AUDUMBAR', DR. KETKAR ROAD, PUNE - 411004 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. TO CONSIDER & ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 AND THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS REPORT THEREON:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 129 and 134 of the Companies Act, 2013 ("Act") and other applicable provisions, if any (including any statutory modifications, amendment(s) or re-enactment thereof or the time being in force), the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the report of the Board of Directors' and the Independent Auditor's report thereon, be and are hereby considered and adopted."

2. TO DECLARE FINAL DIVIDEND ON COMPULSORY CONVERTIBLE PREFERENCE SHARES:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT on the recommendation of the Board of Directors of the Company, the approval of the members be and is hereby accorded for payment of final dividend on preference shares, on pro rata basis, to the preference shareholders' on their respective Preference Share Capital of the Company, amounting to INR 1265.37/- (Indian Rupees One Thousand Two Hundred and Sixty-Five and Thirty-Seven paise), be paid for the financial year ended on March 31, 2024."

3. TO APPOINT A DIRECTOR IN PLACE OF MS. SHILPA POPHALE, MANAGING DIRECTOR & CEO (DIN: 00182457) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company and as per recommendation of Board of Directors ("Board") of the Company, the consent of the members of the Company be and is hereby accorded for re-appointment of Ms. Shilpa Pophale, Managing Director & CEO of the Company (DIN: 00182457), who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby severally authorized to do all such deeds, things and acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution."

Electronica Finance Limited

Audumbar, 101/1, Erandwane, Dr. Ketkar Road,
Pune 411004, Maharashtra (India)

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4. TO APPOINT M/S. SHARP & TANNAN ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors,) Rules, 2014 (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the rules, guidelines and circulars issued by Reserve Bank of India (RBI), in this regard, from time to time, as per recommendation of Audit Committee and Board of Directors ("Board",) of the Company, the consent of the members of the Company be and is hereby accorded to appoint M/s. Sharp & Tannan Associates (FRN: 109983W), Chartered Accountants, as Statutory Auditors of the Company for a term of three (3) years with effect from conclusion of 34th Annual General Meeting to be held in FY 2024-2025 till conclusion of 37th Annual General Meeting to be held in FY 2027-2028, at an annual remuneration of INR 32,00,000/- p.a. (Indian Rupees Thirty-Two Lakhs only) excluding applicable taxes and out of pocket expenses, if any.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of Statutory Auditors' appointment including but not limited to any revision in the remuneration to such extent as may be mutually agreed with the of Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such act matter, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filling of necessary forms with the Registrar of Companies, if required, and to comply with all other requirements in this regard"

Registered Office:
101/1, Erandawane 'Audumbar',
Dr. Ketkar Road, Pune - 411004

**By the order of the Board of Directors
For Electronica Finance Limited**

**Vallabh Ghate
Company Secretary
Membership No: A41587**

**Date: August 13, 2024
Place: Pune**

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NOTES:

- (i) In line with the circulars of the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023 or any other circular as issued by Ministry of Corporate Affairs from time to time (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") circular SEBI/HO/DDHS/P/C1R12023/0164 dated October 06, 2023, the Notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on August 30, 2024. Members may note that Notice has been uploaded on the website of the Company at <https://www.electronicafinance.com/investor-relations/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
- (ii) A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such a proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. The Proxy Form is annexed hereto.
- (iii) Pursuant to the provisions of Section 113 of the Companies Act, 2013, Body Corporates/ Institutional/ Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on investor.relations@efl.co.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
- (iv) Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
- (a) Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
- (b) Members holding shares in physical form may register their email address by informing the Company at its investor email id investor.relations@efl.co.in.
- (v) The Company has been maintaining, inter alia, the following statutory registers at its registered office:
- (a) Register of contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013.
- (b) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013.
- In accordance with the MCA circulars, the said registers will be made available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to investor.relations@efl.co.in.
- (vi) The Board of Directors at their meeting held on August 13, 2024 had recommended final dividend at the rate 0.001% of face value of preference shares on pro-rata basis to the preference shareholders' on their respective Preference Share Capital of the Company be paid for the financial year ended March 31, 2024, which if approved at this AGM, will be paid, subject to deduction of tax at source ("TDS") within 30 days from the date of AGM.
- (vii) The Company has fixed September 20, 2024 as the "Record date" for the purpose of determining the Members eligible to receive final dividend for the Financial Year ended March 31, 2024 and if the Final Dividend as recommended by the Board of Directors is approved and declared at the AGM, will be deposited in a scheduled bank in a separate account within five days from the date of

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declaration of such dividend.

- (viii) Relevant documents referred to in this Notice of AGM, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. September 27, 2024. Members seeking to inspect such documents can send an email to investor.relations@efl.co.in.
- (ix) Brief profile and other additional information pursuant to Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment at the AGM, is furnished in **Annexure - A** to this Notice.
- (x) The Ministry of Corporate affairs by virtue of notification dated September 10, 2018 has amended the Companies (Prospectus and Allotment of Securities) Rules, 2014. According to this notification; Every holder of securities of an unlisted public company,
 - (a) who intends to transfer such securities on or after October 2, 2018, shall get such securities dematerialised before the transfer; or
 - (b) who subscribes to any securities of an unlisted public company (whether by way of private placement or bonus shares or rights offer) on or after October 2, 2018 shall ensure that all his existing securities are held in dematerialized form before such subscription.

To facilitate the shareholders of the Company to dematerialize their shareholding in the Company, the Company has made admission of its securities on both depositories namely Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). The Company has appointed M/s. Link Intime India Pvt. Ltd. as share transfer agent (RTA). The members who are holding shares in physical form are requested to avail dematerialization facility. For further information, please refer to the FAQs posted by NSDL on its website www.nsdl.co.in and CDSL on its website www.cdslindia.com.

- (xi) Route map of the venue is annexed hereto.
- (xii) Entry to the place of meeting will be regulated by an attendance slip which is annexed hereto. Members/Proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.

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ANNEXURE A

Details of Director who retires by rotation and being eligible, offers herself for reappointment, as required pursuant to provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Name of Director	Ms. Shilpa Pophale
Category	Promoter - Managing Director & CEO
DIN	00182457
Date of Birth	09/03/1971
Age	53
Nationality	Indian
Date of first appointment on Board	01/06/2006
Qualification	1. Master of Science from Pune University 2. Programme for Leadership Development from 'Harvard Business School' 3. Venture Capitalist Development Program from 'Indian School of Business'.
Expertise in specific functional areas	Ms. Shilpa Pophale has been associated with Electronica Finance Limited (EFL) for over eighteen years and has worked in multiple roles before becoming the Chief Executive Officer of the Company in 2003 & taking over as the Managing Director of the company in 2007.
List of Directorships held in other Companies	1. Electronica Industries Limited 2. Electronica Hitech Machine Tools Private Limited 3. Mugdha Investment And Finance Private Limited
Membership/ Chairmanship of Committees of other Boards (As per Companies Act, 2013)	1. Corporate Social Responsibility Committee - Member 2. Nomination and Remuneration Committee - Member 3. Risk Management Committee - Member 4. Stakeholders' Relationship Committee - Member
Last drawn Remuneration Details along with remuneration sought to be paid	Rs. 144.70 Lakhs (FY 23-24)
No. of Equity Shares held in Company	7,88,000
Relationships between Directors/Managers/KMP	Wife of Mr. Sujit Natekar, Non-Executive Director

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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]

CIN : U74110PN1990PLC057017
Name of the Company : Electronica Finance Limited
Registered Office : 101/1, Erandawane 'Audumbar', Dr. Ketkar Road, Pune, - 411004

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

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

1. Name:
Address:
E-mail id:
Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company to be held on Friday, September 27, 2024, at 11 A.M at the registered office of the Company at 101/1, Erandawane 'Audumbar', Dr. Ketkar Road, Pune, - 411004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Yes/ No
1.	To consider & adopt the Audited Financial Statements of the Company together with the Auditors Report and the report of the Board of Directors for the financial year ended March 31, 2024.	
2.	To declare the Dividend on 0.001% Compulsory Convertible Preference Shares for the financial year ended 31 st March, 2024	
3.	To appoint a director in place of Ms. Shilpa Pophale, Managing Director & CEO (DIN: 00182457) who retires by rotation and being eligible offers herself for re-appointment.	
4.	To Appoint M/s. Sharp & Tannan Associates, Chartered Accountants as Statutory Auditors of the Company.	

Signed this _____ day of _____.

Affix Revenue Stamp

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ATTENDANCE SLIP

34th Annual General Meeting to be held on Friday, September 27, 2024, at 11.00 A.M

(Shareholder's Name in BLOCK Letters)	
Address	
Regd. Folio No./Client ID	
No. of Shares held	

I certify that I am a registered shareholder / proxy for the registered shareholders of the Company.
(Member's / proxy's name and address in Block Letters to be furnished below)

I hereby record my presence at 34th Annual General Meeting of Electronica Finance Limited to be held on Friday, September 27, 2024 at 11.00 A.M

If signed by Proxy, name should be
Written here in Block Letters

Member's/ Proxy's signature

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.

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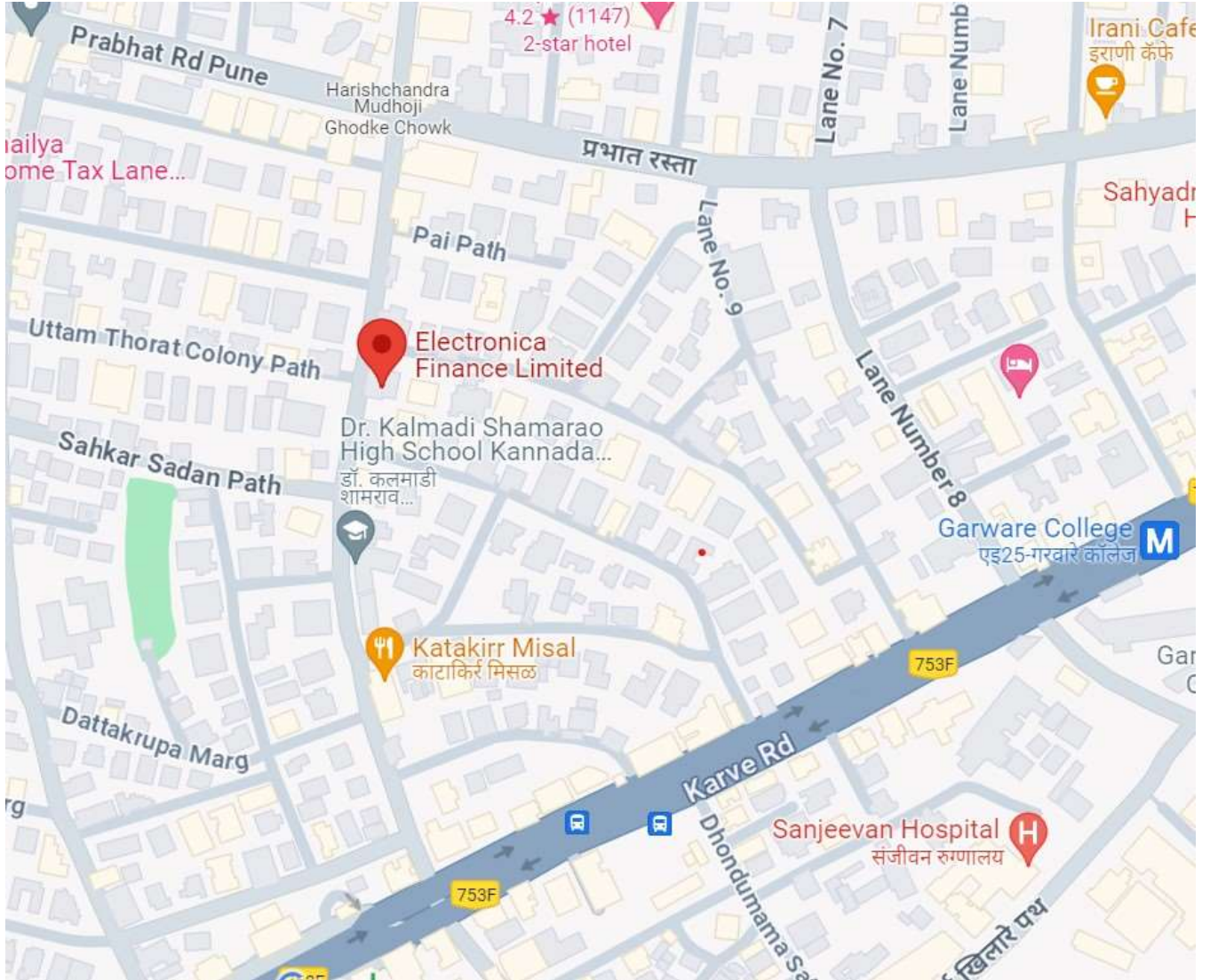
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ROUITEMAP

VENUE: 101/1, ERANDAWANE 'AUDUMBAR', DR. KETKAR ROAD, PUNE - 411004



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