

NOTICE

NOTICE is hereby given that the **38th Annual General Meeting** of Mehta Integrated Finance Limited (CIN-L65910GJ1985PLC007692) will be held on **26th September, 2023 at 09:30 a.m.** at 003, Law Garden Apartment, Scheme-I, Opp. Law Garden, Ellisbridge, Ahmedabad - 380006 to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Chirag D. Mehta (DIN: 00484709), who retires by rotation and being eligible, offers himself, for re-appointment.

SPECIAL BUSINESS:

3. To Change the designation of Mr. Vishwesh D. Mehta (Din: 00484785) from Director to Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 & all other applicable provisions and pursuant to the recommendation of Nomination and Remuneration Committee, the approval of the members be and is hereby accorded to change the designation of Mr. Vishwesh D. Mehta (DIN: 00484785) from Director to Managing Director of the Company w.e.f June 01, 2023 for a term of 3 years at a remuneration as tabled below and he shall have the right to manage the day-to-day business affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company”.

Salary	Not Exceeding INR 5,00,000/- per month or such other higher remuneration as may be deemed fit by the Board and Nomination & Remuneration Committee
	(i) Provident Fund: in accordance with the applicable statutory norms
	(ii) Gratuity: in accordance with the applicable statutory norms
	(iii) Leave with full pay and allowance shall be allowed as per Company’s practice
	(iv) Leave Travel Concession as per Company’s practice and accordance with the statutory norms
	(v) Reimbursement of expenses actually and properly incurred in course of business of the company shall be allowed
	(vi) No sitting fees shall be paid for attending the meeting of the Board of Directors or Committee thereof
	(vii) He shall be liable to retire by rotation

“RESOLVED FURTHER THAT the terms of remuneration as set out of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director.”

“RESOLVED FURTHER THAT any of the Director or Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things which are necessary to carry out the aforesaid resolution and to seek such approval/ consent from the government departments, if required, in this regard and make necessary filings relating to the change in designation of Mr. Vishwesh D. Mehta from Director to Managing with the Registrar of Companies and submission of any other necessary documents with the appropriate regulatory authorities, as may be required from time to time.”

4. To Appoint Mr. Shrikant Suresh Kolhar (DIN: 02107316) as an Independent Director of the Company for the five years term.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the appointment of Mr. Shrikant Suresh Kolhar (DIN 02107316), who was appointed as Additional Director (Non-executive & Independent)of the Company at the Board Meeting held on 02.09.2023 and holds office upto the ensuing Annual General Meeting and has submitted a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, is eligible for appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the term of five years commencing from September 02, 2023 upto September 01, 2028, be and is hereby approved.”

“RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Shrikant Suresh Kolhar shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.”

“RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**Place: Ahmedabad
Date: 02nd September, 2023**

**By order of Board of Directors,
For, Mehta Integrated Finance Limited**

**(Kamleshbhai P. Patel)
Company Secretary
(M. No. A10772)**

NOTES

1. The statement pursuant to Section 102 of the Companies Act, 2013 and further additional information under Regulation 36(3) of the Listing Regulations is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.**
3. **THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A member would be entitled to inspect the proxies lodged at any time, except the date of AGM, during the business hours of the Company. The required statutory registers will be made available at the AGM venue for inspection by the members at the AGM.

4. Institutional Investors, Bodies Corporate whether Company or not, which are Members may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authority letter/resolution authorizing the same should be deposited with the Company/ RTA/ Scrutinizer.
5. Members are requested to bring the admission slips along with their copy of the Annual Report at the Meeting.
6. The Register of Members and Transfer Books of the Company will be closed from **20th September, 2023 to 26th September, 2023** (both days inclusive) for the purpose of 38th Annual General Meeting.
7. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between **11.00 a.m. to 1.00 p.m.** prior to date of AGM. Members desiring any information with regard to Accounts/ Annual Reports are requested to write to the Company Secretary at least **10 days** before the date of the AGM so as to enable the Management to keep the information ready.

The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode in terms of the MCA Circular dated May 5, 2020, upon E-mail request by any Member of your Company. Members seeking to inspect such documents can send the e-mail to mifl_in@yahoo.com

8. SEBI has recently mandated furnishing of Permanent Account Number (PAN), KYC details (i.e. Postal Address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the Member will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).

Members are requested to:

- a) Intimate changes, if any, pertaining to name, postal address, email address, telephone /mobile numbers, PAN mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their DPs in case the shares are held by them in electronic form and to RTA M/s. Purva Shareregistry (India) Pvt. Ltd., at their address at 9, Shiv Shakti Industrial Estate, Lower Parel, Mumbai-400011, in case the shares are held by them in physical form;
- b) Quote their folio numbers/Client ID/DP ID in all correspondence;
- c) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names;
- d) SEBI has mandated the submission of PAN by every participants in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their DPs in case shares are held by them in electronic form and to RTA in case the shares are held by them in physical form; and
- e) Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the RTA of the Company.

Further, Members desirous of cancelling/varying nomination are requested to send their requests in Form ISR-3 or Form No. SH-14 as the case may be, to the RTA of the Company. These forms will be made available on request, the format of which is also available on the website of the Company i.e. <https://www.mehtaintegratedfinance.com>. and also on the website of the registrar and share transfer agents i.e. www.purvashare.com

- f) Trading in equity shares of the Company is compulsorily in dematerialised mode by all the Members. Also, as per provisions of the Listing Regulations, transfer of listed securities shall not be processed unless the securities are in dematerialized form. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
 - g) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 - h) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
9. In compliance with the MCA circulars and the SEBI Circulars dated January 2023 Notice of AGM alongwith the Annual Report is being sent only through Electronic mode to those members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same.
10. Members may note that the Notice and Annual Report will also be made available on Company's website i.e. www.mehtaintegratedfinance.com and at the Registered Office of the Company for inspection during normal business hours on working days and also on the website of the stock exchange i.e, BSE Limited at www.bseindia.com.
11. To support the **"Green Initiative"**, Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively in order to enable the Company to send communications including Annual Report, Notices, Circulars Electronically. Members may register their email addresses by following below process :

Members holding share(s) in physical mode can register their e-mail address, mobile number and bank details by downloading updation of information form from the Company's website i.e. www.mehtaintegratedfinance.com or from Company's Registrar website i.e. www.purvashare.com. After filing and signing the form and attaching self attested copy of PAN card, address proof, cancelled cheque leaf, send all documents to the Company's email address at mifl_in@yahoo.com or to the Company's Registrar M/s. Purva Sharegistry India Pvt. Ltd.'s email address at support@purvashare.com.

Members holding share(s) in electronic mode are requested to register/update their e-mail address, mobile number and bank details along with self attested copy of PAN card, address proof, cancelled cheque to their respective DPs for receiving all communications from the Company Electronically.

Ministry of Corporate Affairs ("the MCA") vide its circular no. 10/2022 dated December 28, 2022 permitted the companies to hold the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2022 dated May 05, 2022, as per the MCA circular and pursuant to the Circular No. 14/2020 dated April 08, 2020 , Circular No.17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs Circular No. 02/2021 dated January 13, 2021, General Circular No. 03/2022 dated May 05,2022(collectively referred to as "MCA Circulars"), which permitted the holding of the Annual General Meeting("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue and in compliance of the provisions of the Companies Act, 2013("Act"), SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015("SEBI Listing Regulations") and MCA Circulars, however the AGM of the Company is being held at the Registered Office of the Company and physical presence of members are required and voting at the AGM through ballot papers as well as remote E-voting is provided to the members to cast votes at the AGM. Kindly note that Company is exempted from sending physical copies of notice and annual report to shareholders for this year. However, the shareholders have

to be provided with a facility to update their email id with the Company's RTA or respective DPs for physical holding as well as Demat holding.

12. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

13. Process and manner for members opting for voting through Electronic means:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Company has provided members holding shares in physical and dematerialized form as on the cut off date facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote E-voting") will be provided by National Securities Depository Limited (NSDL). For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by NSDL.
- ii. 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 of **19th September, 2023**, shall be entitled to avail the facility of remote E-voting as well as physical voting at the AGM through poll paper. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. of **19th September, 2023**, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in**

However, if you are already registered with NSDL for remote E-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on **www.evoting.nsdl.com** or contact NSDL at the following contact no.: 022-4886 7000 and 0222499 7000.

- iv. The remote E-voting will commence on **22nd September, 2023 at 9.00 a.m.** and will end on **25th September, 2023 at 5.00 p.m.** During this period, the members of the Company holding shares either in physical form or in Demat form as on the Cut-off date i.e. of **19th September, 2023**, 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 NSDL thereafter.
- v. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote E-voting shall be able to exercise their right at the meeting through Poll Paper.
- vi. The members who have already cast their vote by remote E-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- vii. 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. **19th September, 2023**,
- viii. The Company has appointed CS Sanjay Dayalji Kukadia, Practicing Company Secretary (Membership No. FCS 11980; CP No: 11308), to act as the Scrutinizer for conducting the remote E-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
- ix. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
- x. The Results of voting shall be declared by the Chairperson or a person so authorized by her in writing on receipt of consolidated report from the Scrutinizer. The result declared alongwith the scrutinizer's Report shall be placed on the website of the Company at www.mehtaintegratedfinance.com and on the website of NSDL immediately after

the declaration of result by the Chairperson or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

- xi. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. **Tuesday, the 26th September, 2023.**

i. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER :

Kindly note that the Remote E- voting period begins on Friday, **22nd September, 2023 at 9:00 A.M. and ends on Monday, 25th September, 2023 at 5:00 P.M.**

The remote E-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19/09/2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being 19/09/2023.

How do I vote electronically using NSDL E-Voting system?

The way to vote electronically on NSDL E-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL E-Voting system

A) Login method for E-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="533 1227 1445 1630">Existing IDeAS user can visit the e-Services website of NSDL. Viz. : https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-Voting services under Value added 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- i.e. NSDL and you will be re-directed to E-Voting website of NSDL for casting your vote during the remote E-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com / SecureWeb / Ideas Direct Reg.jsp. <li data-bbox="533 1630 1445 2000">Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 digits demat account number held 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 i.e. NSDL and you will be redirected to E-Voting website of NSDL for casting your vote during the remote E-Voting period.

	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for Easi / 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 users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. Additionally there is also links provided to access the system of all-E-voting Service Provider, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a E-voting link available on www.cdslindia.com home page. 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 E-Voting is in progress and also able to directly access the system of all E-voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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, upon logging in you will be able to see E-Voting option. 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 i.e. NSDL and you will be redirected to E-Voting website of NSDL for casting your vote during the remote E-Voting period.</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. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 and 022-2499 7000</p>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for E-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL E-Voting website?

1. 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.
2. Once the home page of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on E-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for E-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL E-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' which was is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the E-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of E-Voting will open.

Step 2: Cast your vote electronically at NSDL E-Voting system.

How to cast your vote electronically at NSDL E- Voting System !

1. After successful login at Step 1, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation the message "Vote cast successfully " will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kukadiasanjay1974@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-48867000 and 022-2499 7000 or send a request to Mr. Hardik Thakkar NSDL Official at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for E-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 mifl_in@yahoo.com.
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (mifl_in@yahoo.com). If you are Individual shareholders holding securities in Demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for E-Voting for Individual shareholders holding securities in Demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for E-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access E-Voting facility.

Contact Details

Company	Company Registrar Transfer Agent
Mehta Integrated Finance Limited 003, Law Garden Apartment, Scheme-I, Opp. Law Garden, Ellisbridge, Ahmedabad 380006, Email : mifl_in@yahoo.co.in	M/s Purva Sharegistry (India) Pvt. Ltd. 9 Shiv Shakti Industrial Estate, Lower Parel, Mumbai-400011, Tele. No. (022) 23016761, 23010771 E- mail ID: support@purvashare.com
E-Voting Agency	Scrutinizer
National Securities Depository Limited (NSDL) E- mail : info@nsdl.co.in Tele. 22-4866 7000 and 022-2499 7000	CS Sanjay Dayalji Kukadia Practicing Company Secretaries Ahmedabad E-mail ID: kukadiasanjay1974@gmail.com

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to section 102 of the Companies Act, 2013:

Item No. 3 : The Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee, in their meeting held on May 30, 2023 approved change in Designation of Mr. Vishwesh D. Mehta from Director to Managing Director of the Company with effect from June, 01,2023 for a term of 3 years, which is further subject to requisite approval from the shareholders in accordance with the applicable provisions of the Companies Act, 2013.

The statement as required under Section II, Part II of the Schedule V of the Act with reference to Resolution at Item No. 3 is annexed hereto as Annexure 1.

Terms and Conditions and details mentioned in resolution and in explanatory may also be treated as an abstract of the terms of Contract/Agreement of Mr. Vishwesh D. Mehta as Managing Director of the Company under the provision of Section 190 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives other than Mr. Vishwesh D. Mehta, himself, Mrs. Bhavna D. Mehta (Chairperson) and Mr. Chirag D. Mehta (Whole-time Director) & their relatives, is in any way concerned or interested, financial or otherwise, in the said Resolution.

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

Annexure-1

Statement pursuant to sub-clause (iv) of the second proviso of Clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 with respect to the Item No. 3

The particulars required to be disclosed in the explanatory statement in accordance with sub-clause (iv) of the second proviso of Clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 are given below:-

I. General Information:

1. Nature of Industry:

Mehta Integrated Finance Limited was incorporated on 28th February, 1985 as a Private Limited Company and converted into a Public Ltd. Company on 5th May, 1992 is carrying on the business of hire-purchase, finance, leasing, Registered with SEBI as Category -1 Merchant Bankers and investments in Shares and Securities.

2. Date or expected date of commencement of commercial production: The Company is already running and providing financial services and investments in shares and securities.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. **Financial Performance based on given indicators:-**

The financial performance of the Company in last two years is as under:

Standalone Financials :

(Rs. In Lacs)

Financial Parameters	Year Ended as on	
	March 31, 2023	March 31, 2022
Total Income	96.56	38.33
Profit /(Loss)before exceptional items and tax	53.65	(30.89)
Net Profit/(Net Loss)	53.65	(30.89)

5. Foreign investments or collaborations, if any: NIL

II. Information about the Appointee:

Sr. No	Particulars	Mr. Vishwesh D. Mehta
1.	Background Details	He is the Promoter and Director of Mehta Integrated Finance Ltd. He is having Rich experience in the field of Capital Markets, Equity Research, Accounting and Audits for more than 13 years.
2.	Past Remuneration	NIL
3.	Recognition or Awards	The work done in discharge of his duties as Director has been recognized in Industry
4.	Job Profile and Suitability	Mr. Vishwesh D. Mehta is responsible for spearheading Company's operations, overseeing and managing growth and synergizing complex operations, providing leadership at the helm of organizations. He's also involved in office, financial and administration.
5.	Remuneration Proposed	As mentioned in the resolution.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration proposed to be paid to Managing director is in line with remuneration of Directors of other Companies, keeping in view his job profile, the size, operations and complexity of the business of the Company.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any:	Mr. Vishwesh D. Mehta is a Director of the Company and holds 3,26,785 (6.54%) equity shares of the Company. He is the brother of Mr. Chirag D. Mehta, who is Whole-time Director and son of Mrs. Bhavna D. Mehta, who is Chairperson and Shareholders of the Company.

III. Other Information

(1) **Reasons for loss or inadequate profits:**

For the year ended on 31st March 2023, the total revenue of the Company was Rs. 96.56 lacs against Rs. 38.33 lacs in the previous financial year ending on 31st March 22. The Profit/(Loss) before /after Tax for the year increased to Rs. 53.65 as against Rs. (30.89) lacs during the previous financial year. As the Company is not doing any business activities except investment in shares and securities as such the Company is not generating profits as the dividend and interests incomes are fixed whereas fixed and other expenses continues to increase resulting in the reduced profit or loss of the Company. The Company's management is trying its level best to find out the best business opportunities that will take up Company to new level for the better growth of the Company in near future.

(2) **Steps taken or proposed to be taken for improvement:**

Company is putting more thrust on to take advantage of latest technologies. The Company has also taken steps for curtailing expenditure and this would help the Company to further improve its results and profitability.

(3) **Expected Increase in Productivity and Profits in measurable terms:**

The Company is focusing on improvement of financial services provided to the customers and increase in operation efficiencies, cost optimization and providing quality standards in services thereby achieving increase in efficiencies and maximization of profits.

Item No. 4 : Mr. Shrikant Suresh Kolhar (DIN 02107316) was appointed as Additional Director (Non Executive & Independent) at the Board Meeting held on September 02, 2023, for a period of 5 (five) years with effect from September 02, 2023, till September 01, 2028, and he is eligible for appointment as Independent Director for the period of five years that is from September 02, 2023, till September 01, 2028.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on September 02, 2023 recommended the appointment of Mr. Shrikant Suresh Kolhar, for the term of 5 (five) years i.e. from September 02, 2023 till September 01, 2028 subject to approval of the members.

The profile and specific areas of expertise of Mr. Shrikant Suresh Kolhar, are provided here below:

Mr. Shrikant Suresh Kolhar is aged 51 years old, completed Bachelor degree of Engineering in Electrical Engineering (1993) from Sardar Patel College of Engineering (SPCE), PGDST-Software Technology (Dec 1994) from National Centre for Software Technology (NCST) and PhD-Economics from Indian Institute of Management Bangalore (2011) and having more than 20 years of vast experience in the field of Business Analysis, Strategy Management Consulting Specialist.

Mr. Shrikant Suresh Kolhar, has given his declaration to the Board that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such appointment. In the opinion of the Board, Mr. Shrikant Suresh Kolhar is a person of integrity, possesses the relevant expertise/ experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Shrikant Suresh Kolhar has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Given his experience, the Board considers it desirable and in the interest of the Company to appoint Mr. Shrikant Suresh Kolhar on the Board of the Company and accordingly, the Board recommends the appointment of Mr. Shrikant Suresh Kolhar as an Independent Director for the period of 5(Five) years term, as proposed in the Resolution no. 4 for approval by the Members as a Special Resolution.

Except for Mr. Shrikant Suresh Kolhar and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <http://www.mehtaintegratedfinance.com/investor/policies/> and is available for inspection.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Shrikant Suresh Kolhar as an Independent Director of the Company, as a special resolution.

Place: Ahmedabad
Date: 02nd September, 2023

By order of Board of Directors,
For, Mehta Integrated Finance Limited

(Kamleshbhai P. Patel)
Company Secretary
(M. No. A10772)

ANNEXURE-I TO ITEM NO. 2, 3 and 4 OF THE NOTICE

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed re-appointed.

Particulars	Details		
Name of the Director	Mr. Chirag D. Mehta (DIN-00484709)	Mr. Vishwesh D. Mehta (DIN-00484785)	Mr. Shrikant Suresh Kolhar (DIN-02107316)
Age	38 Years	40 Years	51 Years
Date of first appointment on board	30/06/2021	03/05/2022	02/09/2023
Qualification	CA Inter & BBA	Chartered Accountants, Chartered Financial Analyst (USA) L-2 and PhD in Finance from Indian Institute of Management, Bangalore	B.E. (Electronics from Sardar Patel College of Engineering PGDST-Software Technology (National Center for Software Technology) (NCST) PhD-Economics (IIM-Bangalore)
Brief resume including experience	Financial Management	He is having 13 years of experience in Capital Market, Equity Research, Accounting and Audit.	He is having more than 20 years of experience in the field of Business Analysis Strategy, Management Consulting Specialist.
Expertise in specific functional areas	Capital Market	Capital Market, Equity Research	Business Analysis Strategy, Management Consulting Specialist
Other directorships	Mehta Securities Limited	NIL	Samkhya Analytica India Pvt. Ltd. Rightfocus Investments Private Ltd.
Chairmanship/ Membership of Committees in Companies in which position of director is held	NIL	NIL	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	He is brother of Mr. Vishwesh D. Mehta and son of Mrs. Bhavna D. Mehta being relatives of Director.	He is brother of Mr. Chirag D. Mehta and son of Mrs. Bhavna D. Mehta being relatives of Director.	Not related to any director, Manager and other Key Managerial Personnel of the Company
Remuneration last drawn	NIL	NIL	N.A.
No. of equity shares held in the company	466863	326785	8361
No. of board meeting attended during the year	7 Out of 7	6 Out of 7	Not Applicable
Terms and conditions of appointment or re-appointment	Director liable to retire by rotation	As per the resolution at item no. 3 of the notice of 38 th AGM read with explanatory statement thereto. Director liable to retire by rotation.	As per the resolution at item no. 4 of the notice of 38 th AGM read with explanatory statement thereto. Not liable to retirement by rotation.