



THE MANDHANA RETAIL VENTURES LIMITED

CIN: L52390MH2011PLC213349

Registered Office: Plot No. E-132, M.I.D.C. Tarapur Industrial Area, Boisar, Dist. Palghar- 401506

Corporate Office: 209, Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai - 400012

Tel: 91-22-4353 9790 • **E-mail:** cs@tmrvl.com • **Website:** www.mrvlindia.com

NOTICE OF THE 10TH ANNUAL GENERAL MEETING

To,
The Members,

NOTICE is hereby given that the Tenth Annual General Meeting of the Members of **The Mandhana Retail Ventures Limited** ('Company') will be held on Wednesday, the 29th day of September, 2021 at 2:30 p.m. (IST), through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') on account of outbreak of Covid-19 pandemic and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sangeeta M. Mandhana, (DIN: 06934972) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment.
3. **APPOINTMENT OF STATUTORY AUDITORS**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), M/s. Ram Agarwal & Associates (Firm Registration No. 140954W), be and is hereby appointed as the statutory auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the 15th Annual General Meeting and that any of the Executive Directors in consultation with the statutory auditors, be and is hereby authorized to fix the remuneration payable to them plus applicable taxes and re-imbursement of out-of pocket expenses, if any, incurred by them for audit purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, including the authority to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to execute any documents, forms, paper and to file any form or documents with the statutory authorities and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

SPECIAL BUSINESS:

4. **APPOINTMENT OF MR. PRAVIN NAVANDAR (DIN: 02810786) AS AN INDEPENDENT DIRECTOR 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 Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. Pravin Navandar (DIN: 02810786), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Pravin Navandar as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as Non-Executive and Independent Director of the Company to hold office from the conclusion of this Annual General Meeting upto 16th August, 2026, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to execute any documents, forms, paper and to file any form or documents with the statutory authorities and to do all such acts, deeds and things as may be necessary to give effect to the resolution."

5. **APPOINTMENT OF MR. N. VENKATESHWAR RAO (DIN: 09261084) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

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"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. N. Venkateshwar Rao (DIN: 09261084), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. N. Venkateshwar Rao as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as Non-Executive and Independent Director of the Company to hold office from the conclusion of this Annual General Meeting upto 16th August, 2026, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to execute any documents, forms, paper and to file any form or documents with the statutory authorities and to do all such acts, deeds and things as may be necessary to give effect to the resolution."

By Order of the Board of Directors
for **The Mandhana Retail Ventures Limited**

Sangeeta Mandhana
Managing Director
DIN: 06934972

Registered Office:

Plot No. E-132, M.I.D.C., Tarapur Industrial Area,
Boisar, Dist. Palghar - 401 506

Place : Mumbai

Date : 25th August, 2021

NOTES:

1. In view of continuing COVID -19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its general circulars bearing nos. 20/2020, 14/2020, 17/2020, 02/2021 dated 5th May, 2020, 8th April, 2020, 13th April, 2020 and 13th January, 2021 (collectively referred to as 'MCA Circulars') and SEBI has vide its circulars bearing nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (collectively referred to as 'SEBI Circulars'), permitted convening the Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without

the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the AGM of the Company is being held through VC / OAVM.

2. The relevant Explanatory Statement pursuant to section 102 of the Act in respect of the business under Item Nos. 3 to 5 of the Notice, is annexed hereto. The relevant details as required under Listing Regulations, of person/s seeking appointment/ re-appointment as Director / Auditor forms part of this notice.
3. Pursuant to the provisions of the Act, generally a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive), ('Book Closure period') for the purpose of holding Annual General Meeting.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting.
7. Mrs. Sangeeta M. Mandhana, Managing Director is liable to retire by rotation. She being eligible, offers herself for re-appointment. Brief profile of Mrs. Sangeeta M. Mandhana, who retires by rotation at this Annual General Meeting, as required under Secretarial Standard on General Meeting ('SS-2') and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is given separately at Annexure A hereunder.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Manish B. Mandhana, Mr. Priyavrat P. Mandhana and Mrs. Sangeeta Mandhana, herself, is concerned or interested in the said resolution.

8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ('NECS'), Electronic Clearing Service ('ECS'), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant ('DP'). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and

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the Company's Registrars and Share Transfer Agent, M/s. Link Intime India Private Limited ('RTA' / 'LIIPL' / 'Link Intime') to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA at rnt.helpdesk@linkintime.co.in.

The SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in physical form are requested to submit their PAN details to the RTA.

9. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of the above and to avail free transferability of shares and the benefits of dematerialisation, members are requested to consider dematerialization of shares held by them in physical form. Members can contact the Company or its RTA for the same.
11. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her/its queries to the Company at least seven working days prior to the Meeting, so that the required information can be made available at the Meeting.
13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-2021 will also be available on the Company's website at www.mrvlindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@tmrvl.com.
16. In compliance with the 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 Listing Regulations, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions proposed to be considered at the 10th AGM by electronic means through e-Voting Services. The facility of casting 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 LIIPL. In addition, the facility for voting through electronic voting system will also be made available at the Meeting ('e-voting at the AGM') and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through INSTAMEET facility. The Company has engaged the services of LIIPL as the agency to provide remote e-voting and e-voting facility at the AGM. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.
17. Based on the shareholding of the Members, whose names appear in the Register of Members/ List of beneficial owners, received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') as on close of the business hours on Wednesday, 22nd September, 2021 ('cut-off date'), a member shall be entitled to vote by way of remote e-voting or during the AGM. However, a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
18. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM, but shall not be entitled to cast their vote again.
19. The remote e-voting period will commence on Sunday, 26th September, 2021 (9.00 a.m.) (IST) and will end on Tuesday, 28th September, 2021 (5.00 p.m.) (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIIPL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting by INSTAMEET facility at the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
20. **(A) Instructions for shareholders to vote electronically:**
Remote e-voting Instructions for shareholders
In terms of the Circular issued by the Securities and Exchange Board of India dated 9th December, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled

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to all the individual Demat account holders, by way of single login credential, through their Demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with

the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	- 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 & e-voting during the meeting. - 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 - Alternatively, 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 you 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 & e-voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	- Existing user who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. - After successful login of Easi / Easiest, the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the E-Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	- You may also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. - Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature. Click on the 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 & e-voting during the meeting.

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Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.	- Open the internet browser and launch the URL: https://instavote.linkintime.co.in - Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:- - User ID: Shareholders/ members holding shares in physical form shall provide Event No. + Folio Number registered with the Company. - PAN: Enter your 10-digit Permanent Account Number (PAN). Members who have not updated their PAN with the Depository Participant (DP)/ Company, shall use the sequence number provided to you, if applicable. - DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) - Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. - Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@ ! # \$ & *), at least one numeral, at least one alphabet and at least one capital letter). - Click "confirm" (Your password is now generated). - Click on 'Login' under 'SHARE HOLDER' tab. - Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. - After successful login, you will be able to see the notification for e-voting. Select 'View' icon. - E-voting page will appear. - Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). - After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes,' else to change your vote, click on 'No' and accordingly modify your vote.
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password'
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of

his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in Demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned depository/ depository participants website.

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

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Helpdesk for Individual Shareholders holding securities in Demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME:

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in> under Help Section or send an email to enotices@linkintime.co.in or contact on Tel: 022 - 4918 6000.

(B) (1) Instructions for Shareholders/Members to attend the Annual General Meeting through INSTAMEET (VC/OAVM) are as under:

- Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the procedure mentioned below. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
- Shareholders/Members are requested to note that participation through VC/OAVM is restricted upto 1000 members only and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders / Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.
- Shareholders/ Members will be provided with INSTAMEET facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

- Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details:

- DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
- PAN: Enter your 10 digit Permanent Account Number (PAN)
- Mobile No.
- Email ID

- Click "Go to Meeting"

- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

(2) Instructions for shareholders / members intending to register themselves as speakers during Annual General Meeting:

- Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at cs@tmrvl.com, atleast before 48 hours prior to the date of AGM.
- Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
- Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.iii. Shareholders will receive "speaking serial

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number" once they mark attendance for the meeting. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

- v. Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@tmrvl.com. The same will be replied by the company suitably.

(3) Instructions for shareholders/members to vote during the Annual General Meeting through INSTAMEET:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same, the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm"; else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175. (InstaMeet Support Desk, Link Intime India Private Limited)

For a smooth experience of viewing the AGM proceedings through INSTAMEET as well as shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

21. Mr. Nitin R. Joshi, Practicing Company Secretary (Membership No. FCS: 1884) (Address: 415, Marathon Max, Next to Udyog Shetra, Junction of L.B.S. Marg and Goregaon Link Road, Mulund (W), Mumbai 400 080) has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner. Scrutinizer's email address is: n_r_joshi@yahoo.com.
22. The voting rights 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.
23. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting or for voting at the AGM. A person, who is not a member as on the cut-off date, should treat the Notice for information purpose only.
24. The Scrutinizer shall, after the conclusion of e-voting at the AGM, scrutinize the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall submit, within 48 working 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 Chairman or a person authorized by him or Board of Directors, who shall countersign the same and declare the result of the voting forthwith.
25. The voting results shall be displayed in the prescribed format on the Notice Board of the Company at its Registered Office as well as the Head Office/ Corporate Office. The voting results declared along with the report of the Scrutinizer shall also be placed on the website of the Company, viz. www.mrvlindia.com and on the website of LIPL immediately after the declaration of results by the Chairman or a person authorized by him/ Board of Directors in writing. The voting results shall also be forwarded to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited & National Stock Exchange of India Limited.
26. Members can avail of the nomination facility by submitting Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, to the company. This Form is available on the web site of the Company viz., www.mrvlindia.com.

By Order of the Board of Directors
for **The Mandhana Retail Ventures Limited**

Sangeeta Mandhana
Managing Director
DIN: 06934972

Registered Office:

Plot No. E-132, M.I.D.C., Tarapur Industrial Area,
Boisar, Dist. Palghar - 401 506

Place : Mumbai

Date : 25th August, 2021

NOTICE (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND APPLICABLE PROVISIONS OF THE LISTING REGULATIONS

Item No. 3:

The Members of the Company, due to casual vacancy caused on account of resignation of erstwhile Statutory Auditor, M/s. BSR & Co. LLP, have vide a postal ballot process appointed M/s. Ram Agarwal & Associates, Chartered Accountants, (Firm Registration Number: 140954W), as the Statutory Auditors of the Company to hold office from 11th December, 2020 until the conclusion of this Annual General Meeting. The resignation of the erstwhile Statutory Auditor, M/s. BSR & Co. LLP, was caused due to lack of consensus over the proposal of reduction in their audit fees in view of the prevailing business conditions of the Company coupled with dreadful impact of Covid-19 pandemic on the business prospects of the Company, during the FY 2020-21.

M/s. Ram Agarwal & Associates possess wide experience in the field of Risk & Business Advisory, Indirect Taxes, ERP Implementations, Management Assurance and Corporate Finance across varied industries for reputed corporates within India, US and UAE. It was established by the founder CA Ram Agarwal and four other accomplished Partners / Directors having combined professional experience of over 50 years. M/s. Ram Agarwal & Associates have an edge of a blended resource pool of CA, MBA, ERP consultants and Subject Matter Experts, which enables it to provide comprehensive services beyond the traditional way of auditing & consulting. M/s. Ram Agarwal & Associates serve across 15+ cities in India, USA and UAE through its more than 60 branches.

In view of the above and based on recommendation of the Audit Committee, the Board proposes and recommends that M/s. Ram Agarwal & Associates, Chartered Accountants, (Firm Registration No. 140954W) be appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 15th Annual General Meeting to be held in the calendar year 2026.

M/s. Ram Agarwal & Associates, Chartered Accountants, have conveyed their consent to be appointed as the 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 Act.

Pursuant to the recommendations of the Audit Committee, the Board has, subject to approval of the Members, authorized any of its Executive Directors to fix the remuneration payable to M/s. Ram Agarwal & Associates, Chartered Accountants, plus applicable taxes and re-imbursement of out-of-pocket expenses, if any, incurred by them for audit purpose. The proposed fee to M/s. Ram Agarwal & Associates for their services for FY 2021-22 is ₹ 6 Lakh. The fees that would be paid to M/s. Ram Agarwal & Associates, Chartered Accountants, would be significantly lower as compared to the fees that was paid to M/s. BSR & Co. LLP, erstwhile Statutory Auditor, consequently reducing the overall cost burden of the Company.

Your Board recommends passing of the Ordinary Resolution specified in Item No. 3 of the accompanying Notice.

Item No. 4 & 5:

Mr. Pravin Navandar & Mr. N. Venkateshwar Rao, were appointed as Additional Director and designated as Non-Executive and Independent Director on the Board of the Company with effect from 17th August, 2021. As per the provisions of section 161 of the Companies Act, 2013 ('Act'), an Additional Director holds office up to the date of the next Annual General Meeting of the Company or the last date on

which the Annual General Meeting should have been held, whichever is earlier. The Company has received notices from a Member of the Company under section 160 of the Act, signifying his intention to propose appointment of Mr. Pravin Navandar & Mr. N. Venkateshwar Rao, as Independent Directors of the Company. In terms of Sections 149, 152, 160, 161 and all other applicable provisions of the Act and the rules made thereunder, Mr. Pravin Navandar & Mr. N. Venkateshwar Rao, being eligible to be appointed as Independent Directors, are proposed to be appointed as the Independent Directors of the Company.

Further, the Company has received the following documents from Mr. Pravin Navandar & Mr. N. Venkateshwar Rao:

- Letter of consent to act as Director in prescribed Form No. DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Director) Rules, 2014.
- Certificate of Independence under Section 149(7) of the Act.
- Intimation by Director in prescribed Form No. DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act.
- Disclosure of Interest in Form No. MBP-1 pursuant to Section 184(1) read with Rule 9(1) of Companies (Meetings of Board and its Powers) Rules, 2014.

Based on the above mentioned documents received, your Board opines that Mr. Pravin Navandar & Mr. N. Venkateshwar Rao fulfill the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Pravin Navandar & Mr. N. Venkateshwar Rao are independent of the management.

The Board considers that the association of Mr. Pravin Navandar & Mr. N. Venkateshwar Rao would be of immense benefit to the Company and accordingly the Board recommends the resolutions set forth in Item 4 and 5 for the approval of the Members as an Ordinary Resolution.

Except the Directors proposed to be appointed, none of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the Resolutions at Item 4 and 5.

Brief profiles of Mr. Pravin Navandar & Mr. N. Venkateshwar Rao who are proposed to be appointed as Independent Directors as required under Secretarial Standard on General Meeting ('SS-2') and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are given herein at Annexure -A.

By Order of the Board of Directors
for **The Mandhana Retail Ventures Limited**

Sangeeta Mandhana
Managing Director
DIN: 06934972

Registered Office:

Plot No. E-132, M.I.D.C., Tarapur Industrial Area,
Boisar, Dist. Palghar - 401 506

Place : Mumbai

Date : 25th August, 2021

NOTICE (Contd.)

Annexure - A

Information about the appointees:

Particulars	Mrs. Sangeeta Mandhana (retiring by rotation)	Mr. Pravin Navandar	Mr. N. Venkateshwar Rao
Age	51 Years	60 years	57 years
Qualifications	- Graduation in commerce - International Montessori course from London Montessori Centre, Calcutta	- Fellow member of Institute of Chartered Accountants of India (ICAI) - Master of Business Finance from ICAI - Business Valuation and Information System Audit from ICAI - Insolvency Professional (2017) - Registered Valuer under new Rules IBBI (2018)	- Master of Business Administration, Finance and Marketing Management from Shivaji University - B.Sc., (Mathematics, Physics and Chemistry) from Osmania University - Certified on Financial Modules by International Financial Faculty – London, U.K. - Several other certifications in the field of Information Technology
Experience/ Resume/ Background details/ Expertise/ Recognition/ Reward	The aptitude of Mrs. Mandhana for designing apparels and outfits has turned into her expertise which is benefitting the Company in big way. Mrs. Sangeeta Mandhana is also accomplished teacher in Meditation techniques. Mrs. Mandhana is serving on the Board of the Company as Managing Director since over last five years.	Mr. Navandar is a practicing Chartered Accountant possessing more than 35 years of rich experience in the fields of Accountancy, Audit, Finance, etc., with a specialization in Project financing, Business valuation, Loan restructuring, drafting Resolution plans. He is a partner in M/s. Saksham Insolvency Resolution LLP (IBBI registered Insolvency Professional Entity) Mr. Navandar has been previously associated with/as: - Founder Convener Ghatkopar CA Study Circle for 7 to 8 years; - Ex. Committee member on WIRC, ICAI; - Ex. Committee member on BCAS - core group member; - Ex - President / Founder President in following newly formed association:- - Resolve Insolvency Professional Association. - Convenor of WIRC IBC study group. - Regular contributor to WIRC newsletter column on IBC update	Mr. N.V. Rao possesses more than 30 years of professional experience, out of which 13 years in Textile Industry and 17 years in Software Industry. He has strong leadership and communication skills with expertise in team management and proven track record in handling complex strategic assignments. He is associated with OSI Digital Private Limited, Hyderabad, designated as Director- Solutions. He also worked as Chief Executive Officer for Bloom Solutions Private Limited, Hyderabad, a financial consultancy and Oracle e-Business Suite Implementation & Maintenance Company. Prior to that he has also worked with Pyramid Soft Solutions Private Limited, Northgate Technologies Limited, Andhra Pradesh Textiles (APCO), Mafatlal & DIGJAM and Hindustan Lever Limited.
Terms and conditions of Appointment	To perform the duties of directors in accordance with the provisions of the Companies Act, 2013 and such other statutes, rules and regulations as may be applicable to the Company.		
Remuneration to be paid to the Director in FY 2021-22	Not applicable <i>vis-a-vis</i> the proposed appointment.	NIL (Except sitting fees for attending the Board and Committee Meetings of the Company).	

NOTICE (Contd.)

Particulars	Mrs. Sangeeta Mandhana (retiring by rotation)	Mr. Pravin Navandar	Mr. N. Venkateshwar Rao
Remuneration last drawn by the Director	Not applicable <i>vis-a-vis</i> the proposed appointment.	NIL	
Date of first appointment on the Board	5 th August, 2016	17 th August, 2021	
Shareholding	NIL		
Pecuniary relationship directly or indirectly with the Company or relationship with the Director, Manager and Managerial Personnel, if any	Except the remuneration that is paid to Mrs. Sangeeta Mandhana as Managing Director, Mrs. Mandhana does not have any pecuniary relationship with the Company. Mrs. Mandhana belongs to the Promoter Group of the Company. She is spouse of Mr. Manish Mandhana, Chief Executive Officer and cousin sister in law of Mr. Priyavrat Mandhana, Executive Director.	Except the sitting fees that would be paid for attending the Board and Committee Meetings of the Company, Mr. Navandar does not have any pecuniary relationship with the Company. He is not related to any Director, Manager or KMP.	Except the sitting fees that would be paid for attending the Board and Committee Meetings of the Company, Mr. N. Venkateshwar Rao does not have any pecuniary relationship with the Company. He is not related to any Director, Manager or KMP.
Number of Board meetings attended during the financial year (2020-21)	5 (including two adjourned Board Meetings)	N.A.	
Directorships, Membership/ Chairmanship of Committees in other Companies	None		
Justification/ Job profile and suitability	The Company believes that the knowledge and experience of Mrs. Sangeeta Mandhana, Mr. Pravin Navandar and Mr. N. Venkateshwar Rao will be of immense benefit to the Company.		