



## MORARKA FINANCE LIMITED

Regd Off : 511, Maker Chambers V, 221, Nariman Point, Mumbai – 400 021, Tel.: 22832468, 22042945 Fax : 22047288  
[www.morarkafinance.in](http://www.morarkafinance.in), [investors@morarkafinance.in](mailto:investors@morarkafinance.in)  
CIN : L67120MH1985PLC035632

REF : MFL/2020-21/070

Date : November 19, 2020

Corporate Relationship Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort, Mumbai – 400 001  
Fax : 22723 2082/3132

### **Scrip Code – 511549**

### **Sub - Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose a copy of postal ballot notice for seeking approval of members for appointment of Ms. Priyanka G. Morarka as a Non-executive, Promoter Director of the Company by way of an Ordinary Resolution.

In compliance with Ministry of Corporate Affairs Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 and No. 33/2020 dated September 28, 2020, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, November 13, 2020 (“Cut-off date”). The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to its Members. The remote e-voting period commences from Friday, November 20, 2020 9.00 a.m. and ends on Saturday, December 19, 2020 at 5.00 p.m. The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.

This Postal Ballot Notice will also be available on the Company's website [www.morarkafinance.in](http://www.morarkafinance.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

This is for your information and record.

Thanking you,

Yours Sincerely

**HINGAUR**  
**I SUMANT**  
**BEHERA**

Digitally signed by HINGAUR SUMANT  
DN: cn=H, o=Morark Finance  
Private Limited, email=HingaurSumant@morarkfinance.in,  
c=IN  
Reason: s0afPectH8dco4869  
a=sha256, serial=211, ip=10.1.1.100, uid=4  
6114401176, cn=HINGAUR SUMANT  
807636  
Date: 2020.11.19 11:52:18 +05'30'

**Hingauri Sumant Behera**  
**Company Secretary & Compliance officer**



# MORARKA FINANCE LIMITED

Regd Off : 511, Maker Chambers V, 221, Nariman Point, Mumbai – 400 021, Tel.: 22832468, 22042945 Fax : 22047288  
[www.morarkafinance.in](http://www.morarkafinance.in), [investors@morarkafinance.in](mailto:investors@morarkafinance.in)  
CIN : L67120MH1985PLC035632

## **NOTICE OF POSTAL BALLOT**

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)**

### **TO THE MEMBERS OF THE COMPANY**

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), that the Resolution appended below for seeking consent/approval of the members **to appoint Ms. Priyanka G. Morarka (DIN: 00001088), as a Non-Executive Promoter Director on the Board of the Company**, is proposed to be passed as an Ordinary Resolution by the Members of Morarka Finance Limited (“Company”) through Postal Ballot only by voting through electronic means (“remote e-voting”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system and voting through physical ballot papers will not be provided.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), to provide e-voting facility to the members. The Board of Directors vide their resolution dated November 13, 2020, have appointed Mr. Vijay Mishra (ICSI Membership No. F5023), VKM & Associates, Company Secretaries in Practice, Mumbai, as Scrutinizer for scrutinizing the e-voting process.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice. Postal Ballot Notice dated November 13, 2020, is placed on the website of the Company [www.morarkafinance.in](http://www.morarkafinance.in), the BSE Ltd., [www.bseindia.com](http://www.bseindia.com), and the CDSL, [www.evotingindia.com](http://www.evotingindia.com), the e-voting agency.

E-voting facility is available at the CDSL portal at [www.evotingindia.com](http://www.evotingindia.com) from Friday, November 20, 2020, 9.00 a.m. (IST) onwards to Saturday, December 19, 2020 5.00 p.m. (IST). Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) December 21, 2020. The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.morarkafinance.in](http://www.morarkafinance.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

In case of any grievance or query, members may contact the RTA at Universal Capital Securities Pvt. Ltd, C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083, Maharashtra. E-mail: [info@uniseq.in](mailto:info@uniseq.in), Phone: 022 49186178-79.

### **SPECIAL BUSINESS:**

#### **1. TO APPOINT MS. PRIYANKA G. MORARKA (DIN: 00001088), AS A NON-EXECUTIVE PROMOTER DIRECTOR ON THE BOARD OF THE COMPANY.**

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and 160 of the Companies Act, 2013 (‘the Act’) read with if any, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’), Consent of the Shareholders be and is hereby accorded to appoint Ms. Priyanka G Morarka (DIN: 00001088), who has submitted a declaration for non-disqualification under Section 164 and Disclosure of Interest as per Section 184 Companies (Appointment and Qualification of Directors) Rules, 2014 along with Form DIR-2, as a Non-Executive Director of the Company.

**RESOLVED FURTHER THAT** Mrs. Himgauri Behera, Company Secretary be and is hereby authorized to do all such things, acts, deeds to give effect of the above resolution and to file necessary forms with ROC.”

By order of the Board

For **Morarka Finance Limited**

Sd/-

**Himgauri Sumant Behera**  
Company Secretary & Compliance officer  
ACS 36155

Place: Mumbai  
Date: November 13, 2020

**Registered office:**

511, Maker Chambers V,  
221, Nariman Point,  
Mumbai - 400021  
CIN: L67120MH1985PLC035632  
Tel: 91 22 22832468  
E-mail: investors@morarkafinance.in;  
Website: www.morarkafinance.in

**NOTES:**

- The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) stating material facts and reasons for the proposed resolution is annexed hereto.
- In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

**If your e-mail address is not registered with the Company/Depositories, you may register on or before 5:00 p.m. (IST) on Saturday, December 12, 2020 to receive this Postal Ballot Notice by sending e-mail along with KYC documents on info@uniseq.in in case of shares held in physical form or can register email id with respective DP in case of shares held in demat form and send updated client master list on above email id or can contact company on investors@morarkafinance.in for any assistance in this regard. After registration of e-mail ID members would get soft copy of notice and procedure for e-voting. In case of any queries, members may write to helpdesk@evotingindia.com.**

- The Postal Ballot Notice is being sent to the shareholders whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 13, 2020. In view of the continuing restrictions on movement of persons at several places in the country caused by outbreak of COVID – 19 and the MCA Circulars, the Postal Ballot Notice is being sent only in electronic mode to those shareholders who have registered their e-mail addresses with the Company or with the Depositories or with the Company's RTA.
- Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, November 13, 2020 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.
- The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Saturday, December 19, 2020

**The procedure to login to e-voting website as detailed hereunder:**

In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members.

- i. The voting period begins on Friday, November 20, 2020 at 9.00 a.m. and ends on Saturday, December 19, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, November 13, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders.
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Company Name <Morarka Finance Limited> on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**xix. Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By order of the Board

For **Morarka Finance Limited**

Sd/-

**Himgauri Sumant Behera**  
Company Secretary & Compliance officer  
ACS 36155

Place: Mumbai  
Date: November 13, 2020

**Registered office:**

511, Maker Chambers V,  
221, Nariman Point,  
Mumbai - 400021  
CIN: L67120MH1985PLC035632  
Tel: 91 22 22832468  
E-mail: [investors@morarkafinance.in](mailto:investors@morarkafinance.in);  
Website: [www.morarkafinance.in](http://www.morarkafinance.in)



## **EXPLANATORY STATEMENT**

### **Pursuant to Section 102 of the Companies Act, 2013 (“Act”)**

#### **Item No. 1**

The members of the Nomination and Remuneration Committee in their meeting held on Friday, November 13, 2020 recommended the proposal of appointment of Ms. Priyanka G. Morarka (DIN: 00001088), as a Non-Executive Promoter Director on the Board of the Company. The Board in its meeting held on the same day, considered the proposal and recommended to the shareholders of the Company for their consideration and approval, in accordance with the provisions of Section 152 read with rules thereunder by way of a Postal ballot as per the provisions of Section 110 of the Companies Act, 2013

The Board is of the opinion that the Company would benefit immensely from her professional experience and expertise. Ms. Priyanka G. Morarka holds a graduate degree and an MBA and has rich experience in the arena of finance, strategy, business and industry

Details of Ms. Priyanka G. Morarka are provided in the “Annexure 1” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The appointment of Ms. Priyanka G. Morarka as a Non-Executive Promoter Director of the Company requires approval of the members by way of passing of an Ordinary Resolution pursuant to the provisions of Sections 152, and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force).

None of the Directors / Key Managerial Personnel of the Company / their relatives except Shri. Gautam R Morarka, Director and Shri Pranay G Morarka, CEO of the Company is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

By order of the Board  
For **Morarka Finance Limited**

Place: Mumbai  
Date: November 13, 2020

**Sd/-**  
**Hingauri Sumant Behera**  
Company Secretary & Compliance officer  
ACS 36155

**Registered office:**  
511, Maker Chambers V,  
221, Nariman Point,  
Mumbai - 400021  
CIN: L67120MH1985PLC035632  
Tel: 91 22 22832468  
E-mail: investors@morarkafinance.in;  
Website: www.morarkafinance.in

## ANNEXURE 1

Details of Director seeking appointment through the Postal Ballot Notice dated November 13, 2020, in pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India.

Name of the Director	Ms. Priyanka G. Morarka
Date of Birth	June 11, 1985
Nationality	Indian
Date of First Appointment	Not Applicable
Qualifications	BMS, MBA
Experience & Expertise	She holds a bachelor's degree in management studies from the University of Mumbai, post-graduate diploma degree from the Institute of Management Technology, diploma in international management from the University of London.  <b>Expertise : Finance &amp; Strategic Management</b>
Shareholding of Directors in Company	Nil
Directorship held in other public companies excluding foreign and private Companies	<ul style="list-style-type: none"><li>• Dwarikesh Informatics Limited</li><li>• Dwarikesh Trading Company Limited</li></ul>
Chairmanship/memberships of Committees*	Chairmanship: (0) Membership: (0)
Details of last drawn salary	Nil
No. of shares held in the Company	Nil
Relationship between Directors inter-se	Ms. Priyanka G. Morarka is the daughter of Shri G. R. Morarka