

**BOARD OF DIRECTORS**

Mr. Bala V Kutti - Chairman
Mr. K.R. Shyamsundar - Independent Director
Ms.K.B.K.Vasuki - Independent Director
Mr. N..Bhaskara Chakkera –Additional Director
Mr. Vineet Niranjana Jagtap- Additional Director

COMPANY SECRETARY-

Mr. K.K.Dinakar

CHIEF FINANCIAL OFFICER

Mr. V.Kannappan

STATUTORY AUDITORS

BN Mishra & Co
Chartered Accountants
Address: Sukruthi, No.45/22, 4th Floor, 3rd Main Road, R.A. Puram, Chennai- 600028
Email: vnatarajanca@gmail.com

INTERNAL AUDITORS

Kailash Jain & Associates
Chartered Accountants
Address: No.60/1, Tana Street, Purasaiwakkam, Chennai - 600 007.
Email: ca.kailash@hotmail.com

SECRETARIAL AUDITORS

KRA Associates
Practicing Company Secretaries
No.6A, 10th Street, New Colony, Adambakkam, Chennai- 600 088.
Email: gkrkggram@yahoo.in

BANKERS

Axis Bank Limited,
Mylapore branch,
Chennai-600004

REGISTERED OFFICE

“Kothari Buildings” 4th Floor,
114, M.G.Road, Nungambakkam, Chennai- 600 034
Tel: 044-28330867/28331310 Fax: 044-28330208.

Email

contact@indusfinance.in

Website

www.indusfinance.in



NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF INDUS FINANCE LIMITED WILL BE HELD ON 16th April 2024 TUESDAY AT 11.30 AM THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. RESCINDING OF RESOLUTION PASSED AT THE 32nd ANNUAL GENERAL MEETING FOR INCREASE IN THE AUTHORIZED SHARE CAPITAL AS A SPECIAL RESOLUTION:

To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

"RESOLVED THAT subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and such other acts, laws, rules, regulations and guidelines including the Secretarial Standard (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government under Section 118 (10) of the Companies Act, 2013 applicable from time to time and subject to the approval of the requisite regulatory authorities, approval of the Members of the Company be and is hereby accorded for **"rescinding"** of the resolution passed under **ITEM NO 14 at the 32nd Annual General Meeting held on 27/09/2023 w.r.t Increase In the Authorized Share Capital of The Company.**"

"RESOLVED FURTHER THAT the Board of the Directors / Chief Financial Officer / Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, to give effect to this Resolution."

2. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and such other acts, laws, rules, regulations and guidelines applicable from time to time, and Subject to the approval of the regulatory authorities, approval of the Member of the Company be and is hereby accorded, for increasing the Authorised Share Capital of the Company from Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000/- (One Crore Eighty Lakhs) Equity Shares of Rs. 10/- each) to Rs.25,00,00,000 (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakh shares) Shares of Rs. 10/- (Rupees Ten) each and consequently the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place, the following new 'Clause V':

"NEW CLAUSE V"

"The Authorised Share Capital of the Company is Rs. 25,00,00,000 /- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten) each with the power to the Company to reduce or Increase the Capital"

"RESOLVED FURTHER THAT the Board of the Directors / Chief Financial Officer / Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, to give effect to this Resolution."

3. APPROVAL FOR APPOINTMENT OF Mr. VINEET NIRANJAN JAGTAP (DIN: 10428972) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FIRST TERM OF 5 (FIVE) CONSECUTIVE YEARS

To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their meetings held on 01/02/2024, and pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Companies (Appointment and Qualification of Directors) Rules, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), regulations, notifications and circulars of Reserve Bank of India and other applicable laws, the approval of the Members of the Company be and is hereby accorded for appointment of **Mr. Vineet Niranjana Jagtap (DIN: 10428972)** who was appointed as an Additional Director - Independent Director of the Company by the Board of Directors with effect from 1st February 2024 pursuant to Section 161 and who has



submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act, read with Regulation 16 (1) (b) of Listing Regulations, as amended from time to time, and who is eligible for appointment under the provisions of the Act and Rules made thereunder and Listing Regulations, for a **first term of 5 (five) consecutive years** with effect from **1st February, 2024** and whose term of office is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors/ Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution."

4. APPROVAL FOR APPOINTMENT OF Mr. NANCHAR BHASKARA CHAKKERA (DIN: 02106379) AS EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution.

"RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and relevant Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, **Mr. Nanchar Bhaskara Chakker** (DIN: 02106379) who was appointed as an Additional Director (Executive) of the Company with effect from 01.02.2024, by the Board of Directors pursuant to Section 161 of the Companies Act, 2013, as recommended by the Nomination and Remuneration Committee and who holds office up to the date of the ensuing Extra-ordinary General Meeting of the Company, be and is hereby appointed as a Director (Executive) in the Company, whose period of office will be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT any of the Directors/ Chief Financial Officer or the Company Secretary be and is hereby authorized severally to file relevant e-form with the Registrar of Companies, and to do all such acts, deeds or things which are necessary to give effect to the above said resolution including making necessary entries in the Register of Directors of the Company."

**BY ORDER OF THE BOARD
For INDUS FINANCE LTD**

**Place: Chennai
Date: 20- 03-2024**

**Sd/-
K.K. Dinakar
Company Secretary
FCS No. 6882**



ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013

ITEM NO.1

- In the 32nd AGM held on September 27th 2023, approval of shareholders of the company was obtained to increase the authorized share capital of the company under **ITEM NO 14 of AGM Notice dated 10/08/2023** to Rs. 58,00,00,000/- (Rupees Fifty-Eight Crores Only) divided into 5,80,00,000 (Five Crores Eighty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and consequently, the existing Clause V of the Memorandum of Association of the Company was amended .
- The Board, at its meeting held on 7th November 2023 decided that, due to prevailing market conditions and financial obligations, decided to rescind the resolution passed at the Annual General Meeting. According to Secretarial Standard 2- Para 11." **A Resolution passed at a Meeting shall not be rescinded otherwise than by a Resolution passed at a subsequent Meeting.**" Hence, as mandated by Secretarial Standards, the board proposes the above mentioned resolution set out in the notice for "**Rescinding**" of the resolution passed at the 32nd Annual General Meeting in this EGM.
- The decision to rescind the resolution stems from a thorough evaluation of various factors impacting the company's strategic direction and capital requirements. Due to subsequent changes in market dynamics, it has become apparent that the originally proposed increase is beyond the growth plans presently envisaged. Furthermore, the management actively sought feedback from relevant stakeholders before making any further strategic decision. We acknowledge and value the input received from stakeholders and has taken their concerns into consideration in revisiting the proposed increase in authorized capital.
- The management diligently reassessed funding requirements for growth initiatives and other relevant factors. After careful review, it has been concluded that a smaller increase in authorized capital would suffice to support the company's strategic objectives and expansion plans. Rescinding the resolution to increase authorized capital reflects the board's dedication to preserving shareholder interests by avoiding unnecessary dilution of equity and maintaining a disciplined approach to capital allocation. Moreover, the decision to rescind the resolution provides the company with greater flexibility and agility to adapt to changing market conditions and business opportunities. By maintaining a more moderate level of authorized capital, the company can respond more effectively to future capital needs and strategic initiatives.
- In light of these considerations, we believe that rescinding the resolution is in the best interests of the company and its stakeholders.
- The Board recommends and requests the Members to consider and pass the Resolution as set out under Item No 1 of the Notice
- None of the Directors or Key Managerial Personnel and their relatives is interested in the Special Resolution as set out at Item No 1.of the Notice.

ITEM NO.2

- The existing Authorised Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each. It is required to increase the Authorised Capital of the Company to Rs. 25,00,00,000 /- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten) each for the purpose of augmenting resources of the Company to increase the Lending Portfolio and consequently, the existing Clause V of the Memorandum of Association of the Company is to be amended as prescribed under Item No. 2 of the Notice.
- The Board recommends and requests the Members to consider and pass the Resolution as set out under Item No 2 of the Notice.
- None of the Directors or Key Managerial Personnel and their relatives is interested in this Special Resolution as set out at Item No 2. of the Notice.

ITEM NO.3

- Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("**Board**") at its meeting held on 01st February 2024 had appointed Mr. Vineet Niranjana Jagtap (DIN: 10428972) as an Additional Director (Non-Executive- Independent) of the Company, who shall not be liable to retire by rotation, subject to approval of the shareholders of the Company.
- In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective



January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

- The Company has received from Mr. Vineet Niranjana Jagtap (DIN: 10428972) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form 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 and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. He does not hold any equity shares of the Company.
- The Company has also received a Notice under Section 160 of the Act from Mr. Vineet Niranjana Jagtap (DIN: 10428972) in writing proposing his candidature for appointment as an Independent Director of the Company. In the opinion of the Board Mr. Vineet Niranjana Jagtap, fulfills the conditions specified in the Act, Rules made there under and Listing Regulations for appointment as an Independent Director and he is independent of management.
- None of the Directors / Promoters or Key Managerial Personnel (KMP) or their respective relatives, except Mr. Vineet Niranjana Jagtap, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No.1 of the Notice
- A brief profile of Mr. Vineet Niranjana Jagtap, nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships, shareholding etc., are provided herein.

Disclosure under Regulation 36(3) of SEBI Listing Regulations, 2015 and SS-2 (General Meeting)

S.No.	PARTICULARS	INFORMATION
1)	Name	Mr. Vineet Niranjana Jagtap
2)	Age	44
3)	Nationality	Indian
4)	Qualifications	Bachelor of Law
5)	Brief resume of the Director	Vineet Niranjana Jagtap, aged 44, is a distinguished Advocate renowned for his expertise in handling cases across various legal forums including DRT, DRAT, NCLT, NCLAT, and the High Court of Bombay. With a career spanning years, he has garnered a reputation for his adept navigation of complex litigation matters. Specializing in corporate and financial law, Vineet brings a strategic approach to his practice, offering clients meticulous representation and insightful counsel. His track record of success, coupled with his commitment to upholding the highest standards of professionalism, has established him as a trusted legal advisor in the legal community.
6)	Nature of expertise in specific functional areas	Advocacy, Representing in NCLT, NCLAT, DRT, DRAT etc..
7)	Terms and conditions of Appointment	<ul style="list-style-type: none"> ○ Appointed as Independent Director for first term of 5 years with effect from 01.02.2024. ○ The independent Director is not liable to retire by rotation. ○ The Independent Director is eligible to receive sitting fees for attending Board Meetings.
8)	Date of first appointment on the Board	01.02.2024
9)	Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the company	NIL
10)	Number of Meetings of the Board attended during the year	-
11)	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]	NIL
12)	Shareholding in the Company	NIL

- The Board recommends the Resolution as set out in the Notice for approval of the Members as a Special Resolution.



- The Board considered that Mr. Vineet Niranjana Jagtap possess appropriate skills, experience and knowledge in law, administration and research which will benefit to the growth and good Corporate Governance of the Company.

ITEM NO.4

- The Board of Directors, as recommended by Nomination and Remuneration Committee, at their meeting held on 01.02.2024 appointed **Mr. Nanchar Bhaskara Chakker** (DIN: 02106379), as an Additional Director (Executive) under section 161 of the Companies Act, 2013. The Board hereby propose shis appointment as a Director(Executive) of the Company who is liable to retire by rotation, subject to the approval of Shareholders of the Company.
- The Company has received a declaration from Mr. Nanchar Bhaskara Chakker being eligible for appointment as Director and provided his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. He is not disqualified from being appointed as Director in terms of Section 164 of the Act as amended from time to time.
- None of the Directors and Key Managerial Personnel of the Company or their relatives other than Mr. Nanchar Bhaskara Chakker is concerned or in any way interested in the Resolution as set out in item nos.4.
- The Board recommends the special resolution, set out under item no 4 of the Notice, for the consideration of the shareholders.

Disclosure under Regulation 36(3) of SEBI Listing Regulations, 2015 and SS-2 (General Meeting)

S.No.	PARTICULARS	INFORMATION
1.	Name	Mr. Nanchar Bhaskara Chakker
2.	Age	64
3.	Nationality	Indian
4.	Qualifications	BSc LLB
5.	Brief resume of the Director	Mr.Nanchar Bhaskara Chakker, aged 64, is a versatile professional with a Mathematics & Science degree from the University of Bangalore, complemented by a Law degree. With over 20 years of diverse commercial banking experience, he has held key roles in FMCG and Manufacturing sectors before joining IFL as Executive Director. Since 2011, he has effectively served as the CEO, overseeing credit & recovery, regulatory compliance, and policy formulation in alignment with Reserve Bank of India directives. His expertise spans commercial & retail banking, trade finance, and ensuring timely reporting to Credit Information Companies, cementing his reputation as a seasoned leader in the financial industry.
6.	Nature of expertise in specific functional areas	Banking Operations
7.	Terms and conditions of Appointment	Mr.Nanchar Bhaskara Chakker is proposed to be appointed as an executive director on such terms and conditions presently being exercised.
8.	Details of Remuneration	1.42 lakhs per month.
9.	Remuneration last drawn	1.42 lakhs per month.
10.	Date of first appointment on theBoard	01.02.2024
11.	Disclosure of relationshipsbetween directors inter-se and withother Key Managerial Personnel ofthe company	NIL
12.	Number of Meetings of the Board attended during th year	3
13.	names of listed entities in which the person also holds the directorship and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]	NIL
14.	Shareholding in the Company	NIL



NOTES:

Statutory information:

Meeting through Video Conferencing (VC)/Other Audio-Visual Means (OAVM):

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other circulars issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.

2. Since this EGM will be held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the SEBI Circular, the facility for appointment of Proxies by the Members will not be available for this EGM; and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of bodies corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

3. For participating in the Meeting through the VC/OAVM please see the heading "Guidance to shareholders for attending the EGM through VC/OAVM".

4. Members desirous of speaking at the meeting may register through the web portal of the Registrar & Transfer Agent (RTA) Cameo Corporate Services Limited through the web-link: <https://Investors.cameoindia.com>

5. The above facility for registration will be open from 9:00 AM on 13th April 2024 to 5:00 PM on 15th April 2024. It may please be noted that there will be no option for spot registration and so only those shareholders who have registered through the above process will be able to speak at the meeting.

6. Members who do not wish to speak during the EGM but need clarifications on the items to be transacted at the EGM may send their queries by e-mail to contact@indusfinance.in on or before 15th April 2024, mentioning their names; demat account number/folio number, e mail id and mobile number. These queries will be replied to by the Company suitably by email.

Facility for Remote E-voting and Voting during the meeting:

7. Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) to facilitate the Members to exercise their right to vote at the General Meeting through remote e-voting. The detailed process for participating in the said e-voting is furnished in heading "Guidance To Shareholders For Remote E-Voting"

8. A person who has participated in the remote e-voting is not debarred from participating in the meeting though he/she shall not be able to vote at the meeting again and his/her earlier vote cast electronically shall be treated as final. However, as per Rule 20 of the Companies (Management & Administration) Rules, 2014, facility for voting shall also be made available at the meeting and Members who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting which would also be through electronic means.

9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and the holdings should be verified.

10. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA through the web-link: <https://Investors.cameoindia.com>.

11. SEBI vide Circular dated 20-04-2018 mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly in July 2018 individual letters were sent to those shareholders whose PAN and Bank account details were not available with the Company followed by two reminders. In spite of this, many shareholders have not come forward to provide the information. Such shareholders are requested to provide the information at the earliest to the Company/ RTA. As per the Circular the shareholders who have not furnished the information have been placed under "enhanced watch" and so their requests will be processed subject to enhanced due diligence.



12. Pursuant to proviso to Regulation 40 (1) of the Listing Regulations, effective from 1st April 2019 transfer of securities other than transmission or transposition of names are not to be processed by the Company in physical form. So, shareholders desirous of transferring their shares are requested to dematerialize their shares.

13. The documents and information to be made available for inspection by the Members during the EGM will be provided electronically through the e-voting facility of CDSL..

14. M/s. KRA and Associates, Practicing Company Secretaries (email: gkrkgram@yahoo.in) has been appointed as the Scrutinizer to scrutinize the process of remote e-voting and e-voting at the General Meeting in a fair and transparent manner.

15. Book closure dates are from 10th April 2024 to 16th April 2024

Guidance to Shareholders for Remote E-Voting:

(i) The voting period begins at 9:00 AM on 13-04-2024 and ends on 15-04-2024 at 5:00 PM During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz., 09-04-2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5 p.m. on 15-04-2024.

(ii) For remote e-voting shareholders should log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" module.

(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. Shareholders 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 and voted on an earlier e-voting of any company, then your existing password is to be used.

(vii) If you are holding shares in demat mode and a first time user or if you are holding shares in Physical mode:

a) Enter the following details:

Applicable for Shareholders holding shares in Demat form and Physical form:

PAN	Enter your 10 digit alpha-numeric "PAN issued by Income Tax Department. "Members who have not updated their PAN with the Company/Depository Participant please use the sequence number which is available in the e-mail forwarding the Annual Report.
DOB	If both the details are not recorded with the Depository or Company please enter the member id / folio number as mentioned in instruction (iv).

b) After entering these details appropriately, click on "SUBMIT" tab.

c) Shareholders holding shares in physical form will then directly reach the Company selection screen. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

d) Shareholders 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.

(viii) 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.

(ix) Click on the EVSN for Indus Finance Limited and you will be directed to the e-voting screen.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



(xi) 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.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, your option would have been recorded and you will not be allowed to modify it thereafter.

(xiv) After completing the voting, you can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xvi) Shareholders whose email addresses are not registered with the RTA or depositories May Use The Web link Of The RTA <https://Investors.cameoindia.com> and follow the instructions therein. In case of any difficulty please contact the RTA. Upon registration of the E-mail ID as above, the RTA will provide the login credentials for the e-voting when the notice of the EGM is sent based on this registration.

Guidance to Shareholders for Attending the EGM through VC/OAVM

1. As mentioned earlier, the EGM will be held through Video Conferencing (VC) /Other Audio Visual Means (OAVM).
2. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/ Members login by using the remote e-voting credentials. The link for VC/OAVM will be available upon login where the EVSN of Company will be displayed.
3. Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. In other words, the window for joining the meeting would be available from 11:15 AM on the EGM Day.
4. The facility of participation at the EGM through VC/OAVM will be made available to 1000 members on first come first served basis. This shall not apply to Shareholders holding 2% or more shares and other categories of persons mentioned in the relevant Circular.
5. The attendance of the Members participating in the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Shareholders are encouraged to join the Meeting through Laptop / iPad / Desktop for better experience. Shareholders will be enabled access to allow camera and are recommended to use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that participants connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable WiFi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. There is no provision for spot registration to speak at the meeting.
9. Shareholders are requested not to permit any other person to use their log-in credentials, as it would be a violation of the provisions of the Companies Act, 2013 and the Rules made thereunder.

Guidance to Shareholders for Voting during the EGM

1. The procedure for e-Voting on the day of the EGM is same as mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
3. E-voting facility during the meeting will be available from the beginning of the Meeting till 5 minutes after the close of the meeting. Shareholders may, at their option, vote at any time during this period. The voting facility will be closed thereafter.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM

For the attention of Non – Individual Shareholders and Custodians

➤ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Non-Individual shareholders who have voted from the tab for individuals or not submitted the relevant documents in the CDSL E-voting system are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote by email, to the Scrutinizers gkrkgram@yahoo.in or to the Company at contact@indusfinance.in

Contact for further information:

- 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, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022- 23058542/43.

