



CSL FINANCE LIMITED

CIN: L74899DL1992PLC051462

Registered Office: 410-412,18/12, 4th Floor, W.E.A, Arya Samaj Road, Karol Bagh, New Delhi-110005,
Phone: +91 120 4290650/52/53/54/55, Email: info@cslfinance.in; Website: www.cslfinance.in

NOTICE OF POSTAL BALLOT

{Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and relevant Circulars issued by Ministry of Corporate Affairs (“MCA”) thereto}

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of Companies Act, 2013 (“**Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated December 28, 2022, 9/2023 dated 25th September 2023 and the latest one being General Circular No. 9/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively the “**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below is proposed to be passed by the Members of **CSL Finance Limited (“the Company”)** by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

The proposed resolutions set out in this Notice and the Explanatory Statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice (“**Notice**”), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to the Members whose names appear in the Register of Members/Register of Beneficial Owners, as on **Friday, March 14, 2025**, and whose email address is registered with the Company/Depository Participants. The details of the procedure to cast the vote form part of the Notes to this Notice. Hence, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

In accordance with the MCA Circulars, the Company has made arrangements for the members to register their e-mail addresses. Therefore, those members who have not yet registered their e-mail

addresses are requested to register the same by following the procedure as set out in the Notes to this Postal Ballot Notice.

The members shall exercise their right to vote on the resolutions included in the notice of the Postal Ballot by electronic means, i.e. through e-voting services provided by NSDL. The e-voting period shall commence on **Friday, March 21, 2025 at 09:00 A.M. (IST)** and end on **Saturday, April 19, 2025 at 05:00 P.M. (IST)**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (**FOR**) or dissent (**AGAINST**) through the e-voting process not later than **Saturday, April 19, 2025, at 05:00 P.M. IST**.

E-voting will be disabled by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit his report to the Managing Director or the Company Secretary, and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.csfinance.in/>, on the website of NSDL at <https://www.evoting.nsdl.com> and shall also be communicated to the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

SPECIAL BUSINESS:

1. Appointment of Mr. Anirudha Kumar (00084495) as Non- Executive Independent Director of the Company.

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force) read with schedule IV of the Act, and pursuant to the provisions of Regulation 17 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Master Direction – Reserve Bank of India (Non-Banking Financial Company-Scale Based Regulation) Directions, 2023 (**“RBI Master Directions”**), Mr. Anirudha Kumar (DIN: 00084495) who was appointed by the Board of Directors (hereinafter referred to as ‘Board’), based on the recommendation of Nomination and Remuneration Committee, as an Additional Director in the category of Non-Executive Independent Director under section 161(1) of the Act and Articles of Association of the Company, be and is hereby appointed as a Director in the category of “Non-Executive Independent Director” of the Company for a term of three (3) consecutive years, effective from March 18, 2025 up to March 17, 2028 (both days inclusive) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197, Schedule V and other applicable provisions of the Act and the rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Anirudha Kumar (00084495), be paid such sitting fees and commission as the Board may approve from time to time and subject to such limits prescribed under applicable laws from time to time.

RESOLVED FURTHER THAT any member of the Board or the Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

2. **Appointment of Ms. Alaktika Banerjee (DIN:11006663) as Non- Executive Independent Women Director of the Company.**

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force) read with schedule IV of the Act, and pursuant to the provisions of Regulation 17 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Master Direction – Reserve Bank of India (Non-Banking Financial Company-Scale Based Regulation) Directions, 2023 (“**RBI Master Directions**”), Ms. Alaktika Banerjee (DIN: 11006663) who was appointed by the Board of Directors (hereinafter referred to as ‘Board’), based on the recommendation of Nomination and Remuneration Committee, as an Additional Director in the category of Non-Executive Independent Director under section 161(1) of the Act and Articles of Association of the Company, be and is hereby appointed as a Director in the category of “Non-Executive Independent Director” of the Company for a term of three (3) consecutive years, effective from March 18, 2025 up to March 17, 2028 (both days inclusive) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197, Schedule V and other applicable provisions of the Act and the rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Ms. Alaktika Banerjee (DIN: 11006663), be paid such sitting fees and commission as the Board may approve from time to time and subject to such limits prescribed under applicable laws from time to time.

RESOLVED FURTHER THAT any member of the Board or the Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

By order of the Board
For **CSL Finance Limited** ,

Preeti Gupta
Company Secretary & Compliance Officer

Date: March 18, 2025
Place: Noida

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special business in respect of Item no. 1 & Item no. 2 as set out above is annexed hereto and forms part of this Notice.
2. In compliance with MCA Circulars, the Company is sending this Notice only in electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours of **Friday, March 14, 2025** ('Cut-Off Date') and whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants (in case of electronic shareholding).

Accordingly, in line with the MCA Circulars, Members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.

3. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail addresses. Members who have not registered their e-mail addresses are requested to register the same:
 - (i) For shares held in electronic form: with the Depository Participant(s);
 - (ii) (ii) For shares held in physical form: to the Company/ RTA in prescribed Form ISR-1 and other forms, if any pursuant to SEBI Master Circular No. SEBI/HO/ MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023.

Members may note that this Postal Ballot Notice is also be available on the Company's website at www.csfinance.in, and on the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of NSDL, www.evoting.nsdl.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process as specified in this Notice.

4. All documents referred to in the Postal Ballot Notice will be available for inspection electronically. Members seeking to inspect such documents can send an e-mail to investors@csfinance.in mentioning his / her / its folio number / DP ID and Client ID.
5. Members whose names appear on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Friday, March 14, 2025** will be considered for the purpose of remote e-voting and Postal Ballot.
6. The Resolutions, if passed by requisite majority of the members through postal ballot, will be deemed to have been passed on the last date of e-voting i.e., **Saturday, April 19, 2025**, as if they have been passed at a General Meeting of the members.
7. Shareholders are requested to carefully read the instruction for e-voting forming part of this Notice.

8. The Instructions for Members for e-voting are as under:

- i. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder, the MCA Circulars and Listing Regulations, the Company has provided e-voting facility, for its members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
- ii. Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e- Voting facility provided by Listed Companies”, e-Voting process has been enabled 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.
- iii. Individual demat account holders would be able to cast their votes without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also providing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile numbers and e-mail IDs with their DPs to access e-Voting facility.
- iv. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on cut-off date i.e., Friday, March 14, 2025 (“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 remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
- v. The remote e-voting period commences from 9:00 a.m. (IST) on Friday March 21, 2025 and ends at 5.00 p.m. (IST) on Saturday, April 19, 2025. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.
- vi. The Board of Directors has, at its meeting held on March 18, 2025, appointed CS Parveen Sharma, having Certificate of Practice No. 25707, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vii. The Scrutinizer shall, after conclusion of remote e-voting period, scrutinise the votes casted through remote e-voting, make a consolidated Scrutiniser’s Report and submit the same to the Managing Director or Company Secretary, who shall countersign the same. The result of e-voting will be declared within the prescribed timeline as specified under the Act and Listing Regulations and the same, along with the consolidated Scrutiniser’s Report will be placed on the Company’s website at www.cslfinance.in and on the website of NSDL at www.evoting.nsdl.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

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

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="521 846 1563 1255">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e- Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="521 1266 1563 1413">2. If you are 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<li data-bbox="521 1423 1563 1736">3. 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL

	<p>Depository site wherein you can see e- Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to parveensassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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

1. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@csfinance.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e- voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO.1:

The Company has a firm view that Independent Directors play a critical role in overseeing how the management of the Company serves the short- and long-term interests of all shareholders and other stakeholders. This belief is reflected in the governance practices adopted by the Company, under which it strives to maintain an effective, informed and Independent Board. On review of wide range of professional knowledge, skill, expertise and experience of Mr. Anirudha Kumar (DIN: 00084495), and Ms. Alaktika Banerjee (DIN: 11006663), the Board of Directors of the Company (“Board”) vide their resolution dated March 18, 2024, and based on the recommendation of the Nomination and Remuneration Committee (‘NRC’) has approved and proposed to the members of the Company, the appointment of Mr. Anirudha Kumar and Ms. Alaktika Banerjee as a Non-Executive Independent Directors, not liable to retire by rotation, who shall hold office for a term of three consecutive years commencing with effect from March 18, 2025 up to March 17, 2028 (both days inclusive).

Mr. Anirudha Kumar (DIN: 00084495) is not disqualified from being appointed as a director in terms of Section 164 of the Act. The Company has also received declaration from him that he meets the criteria of independence as prescribed, both, under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and meets the “Fit and Proper” criteria prescribed by the Reserve Bank of India (‘RBI’) and other applicable guidelines/circulars issued from time to time by RBI and not debarred from holding the office of Director by virtue of any SEBI Order and other statutory affirmations in this regard. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Details of Mr. Anirudha Kumar are provided under “**Annexure A**” to the notice pursuant to provisions of Regulation 36(3) of SEBI Listing Regulations, SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India.

The Board firmly believes that with the professional knowledge and experience of Mr. Anirudha Kumar, as an Independent Director will be in the best interests of the Company and accordingly, the Board recommends that the members approve the appointment of Mr. Anirudha Kumar as a Non-Executive Independent Director by passing the Special Resolution.

None of the Directors, apart from Mr. Anirudha Kumar, or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution.

ITEM NO.2:

Ms. Alaktika Banerjee (DIN: 11006663) is not disqualified from being appointed as a director in terms of Section 164 of the Act. The Company has also received declaration from her that she meets the criteria of independence as prescribed, both, under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and meets the “Fit and Proper” criteria prescribed by the Reserve Bank of India (‘RBI’) and other

applicable guidelines/circulars issued from time to time by RBI and not debarred from holding the office of Director by virtue of any SEBI Order and other statutory affirmations in this regard.

In terms of Regulation 25(8) of the SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Details of Ms. Alaktika Banerjee are provided under “**Annexure A**” to the notice pursuant to provisions of Regulation 36(3) of SEBI Listing Regulations, SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India.

The Board firmly believes that with the professional knowledge and experience of Ms. Banerjee, as an Independent Director will be in the best interests of the Company and accordingly, the Board recommends that the members approve the appointment of Ms. Alaktika Banerjee as a Non-Executive Independent Director by passing the Special Resolution.

None of the Directors, apart from Ms. Alaktika Banerjee, or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution.

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

Preeti Gupta
Company Secretary & Compliance Officer

Date: March 18, 2025
Place: Noida

Annexure-A to items 1 and 2 of the Notice

Details of Directors seeking appointment pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name of the Director	Anirudha Kumar	<i>Alaktika Banerjee</i>
DIN	00084495	11006663
Date of Birth	15-08-1966	31-10-1963
Designation/category of the Director	Non-Executive Independent Director	Non-Executive Independent Director
Nationality	Indian	Indian
Original date of appointment on Board	18-03-2025	18-03-2025
Qualifications	Fellow Chartered Accountants	Master of Science, PG Diploma in Computer Applications and certified Associate of the Indian Institute of Bankers.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mr. Anirudha Kumar is a Fellow Chartered Accountant and legal professional with over 30 years of expertise in financial consulting, taxation, fundraising, and audit. He has a proven track record of raising substantial capital for large-scale projects and successfully founding and scaling a Category 2 Non-Banking Financial Company (NBFC). Mr. Kumar has provided end-to-end advisory services to a wide range of corporate entities and high-growth ventures, guiding them through complex regulatory landscapes and ensuring compliance with industry standards.</p> <p>He is also skilled in mergers, acquisitions, and company transfers, having overseen numerous such processes throughout his career. With a strong foundation in corporate governance and business strategy, Mr. Kumar continues to lead</p>	<p>Ms. Alaktika Banerjee is a seasoned professional with over 35 years of banking experience with State Bank of India (SBI) where she held extensive leadership roles with expertise in Credit Risk Management, financial analysis, and NPA management.</p> <p>Ms. Banerjee's most recent role was as Executive Vice President & Chief Credit Head at SBI Global Factors Limited, where she was deputed from SBI. Prior to this, she served as Deputy General Manager at SBI, contributing significantly to the bank's growth and operational excellence. Her extensive experience in the banking industry has equipped her with a profound understanding of financial systems, risk management, and strategic decision-making.</p>

	successful financial initiatives and advisory projects. He is also an Independent Financial and Taxation consultant at Numed Super Speciality Hospital in Delhi NCR since 2013.	
Experience and expertise in specific functional area	Refer brief profile as stated above	Refer brief profile as stated above
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Number of shares held in the Company	Nil	Nil
Directorships held in other companies in India as on the date of Postal Ballot Notice	Preptech Solutions Private Limited. AGM Corporate Services Private Limited.	Nil
Listed Entities from which the Director has resigned in the past three years	Nil	Nil
Chairperson/membership of Committees in other Indian Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
Inter-se relationship with the other Directors and Key Managerial Personnel	Nil	Nil
Terms and conditions of appointment	Mr. Kumar shall hold office for a term of three consecutive years commencing from March 18, 2025 upto March 17, 2028. (both days inclusive)	Ms. Banerjee shall hold office for a term of three consecutive years commencing from March 18, 2025 upto March 17, 2028. (both days inclusive)
Remuneration last drawn	Nil	Nil
Details of remuneration sought to be paid	Mr. Kumar will be paid such sitting fees and commission as the Board may approve from time to time and subject to such limits prescribed under applicable laws from time to time.	Ms. Banerjee will be paid such sitting fees and commission as the Board may approve from time to time and subject to such limits prescribed under applicable laws from time to time.