



POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 ("THE RULES"), OTHER APPLICABLE PROVISIONS, IF ANY, OF THE ACT (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE) AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("Companies Act") read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, in relation to "relaxations and clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and all other applicable rules framed under the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modifications(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the Members of **CSL Finance Limited** (the "Company"), to consider and if thought fit to pass the resolutions as set out herein below by way of **Postal Ballot**.

Due to difficulty in dispatch of the Notice along with the explanatory statement and postal ballot form by post or courier, on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The proposed resolutions along with the explanatory statements pursuant to Section 102 of the Companies Act, Secretarial Standard-2 on General Meetings, Regulation 36 of Listing Regulations and other applicable legal provisions, pertaining to the said resolutions setting out the material facts and the reasons thereof, are also appended. The proposed resolutions and explanatory statements are being sent to you for your consideration.

The Board of Directors of the Company (the "**Board**") has appointed Mr. Nitin Panchal (COP: 19534), M/s. N. Panchal & Associates, Company Secretaries, Delhi as a Scrutinizer ("**Scrutinizer**") for conducting the remote e-voting process in a fair and transparent manner.



In the event the resolutions as set out in the Notice is assented by the requisite majority by means of remote e-voting, they shall be deemed to have been passed as an Ordinary Resolutions by way of Postal Ballot/e-voting on the last date specified by the Company for receipt of duly completed remote e-voting process.

You are requested to carefully read the instructions in this Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. on July 28, 2021. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

The Scrutinizer after completion of the scrutiny will submit his report to the Managing Director or the Company Secretary of the Company. Thereafter the results of the voting conducted through the remote e-voting process would be announced by the Company Secretary of the Company on the website of the Company (www.csfinance.in;) and communicated to the stock exchange (BSE Limited) on or before July 30, 2021. The aforesaid result would be displayed on the Stock Exchange (www.bseindia.com) where the shares of the Company are listed, along with the Scrutinizer's Report on the Company's Website i.e., www.csfinance.in

SPECIAL BUSINESS:

Item No. 1 - Increase in the Authorized Share Capital of the Company and consequential alteration to Clause 5 of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, approval of members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 9,40,00,000 (Rupees Nine Crore Forty Lakhs only) divided into 94,00,000 (Ninety Four Lakh) equity shares of Rs. 10 each to Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10 each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new Clause V

The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore only), divided into 2,00,00,000 (Two Crore) equity shares of Rs.10 (Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors/Committee(s) of the Board and the Company Secretary of the Company be and is hereby authorized severally to do all such acts, deed and things including delegating powers to employees and/ or officers of the Company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”



Item No. 2 - Issue of Bonus Shares

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

“RESOLVED THAT pursuant to provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (**“Listing Regulations”**) and other applicable regulations issued by the Securities and Exchange Board of India (including any statutory modification(s) or re-enactment thereof from time to time), the Articles of Association of the Company and on therecommendation of the Board of Directors (**“the Board”**), which term shall be deemed to include any Committee of Directors thereof which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), and subject to such approvals, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the shareholders of the Company, be and is hereby accorded to the Board to issue bonus equity shares, by capitalizing whole or part of the sum standing in the Securities Premium Account of the Company for the issue of 1,23,38,414 equity shares of Rs. 10 (Rupees Ten) each credited as fully paid-up equity shares (hereinafter referred to as **“Bonus Shares”**) to the equity shareholders of the Company whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board as the record date (**“Record Date”**), in the proportion of 2 (Two) equity share of Rs. 10 (Rupees Ten) each fully paid-up for every 1 (One) equity share of Rs. 10 (Rupees Ten) each fully paid-up of the Company held by them on the Record Date.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank *paripassu* in all respects with the existing fully paid-up equity shares of the Company and shall be entitle in full in any dividends and any other corporate action declared after the allotment of the such new equity Shares.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of shareholders who hold shares of the Company in dematerialized form or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective demat account of the shareholders and in the case of shareholders who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within the time limit prescribed by law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchange where the securities of the Company



are listed as per the provisions of the Listing Regulations and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors/Committee(s) of the Board and the Company Secretary of the Company be and is hereby authorized severally to do all such acts, deed and things including delegating powers to employees and/ or officers of the Company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”

Item No. 3 - Appointment of Ms. Rachita Gupta (DIN 09014942) as a Director and as a Whole-time Director of the Company

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

“RESOLVED THAT Ms. Rachita Gupta (DIN: 09014942) who was appointed as an Additional Director of the Company on 30th December, 2020 by the Board of Directors on recommendation of Nomination & Remuneration Committee of the Company under Section 161 of the Companies Act, 2013 read with Rules made thereunder (including any modification or re-enactment thereof), Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and on recommendation of the Nomination & Remuneration Committee and on approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded to approve the appointment of Ms. Rachita Gupta (DIN: 09014942), as a Whole-time Director in the category of Executive Director of the Company liable to retire by rotation for a term of 5 (five) years w.e.f., 30th December 2020 to 29th December, 2025 at such remuneration and upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors on the recommendations of the Nomination and Remuneration Committee and subject to the Audit Committee approval, to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Section 197 read with Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Ms. Rachita Gupta.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

Item No. 4 - Appointment of Mr. Ayush Mittal (DIN 07667437) as a Director and as an Independent Director of the Company

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

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the



Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to such other laws and rules and on recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ayush Mittal (DIN: 07667437), who was appointed as an Additional Director in the category of Non Executive- Independent Director as on 30th December, 2020 by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as Director in the category of "Non-Executive Independent Director" of the Company to hold office for a period of 5 consecutive years with effect from 30th December, 2020 to 29th December, 2025 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

For & on behalf of the Board
For **CSL Finance Limited**

Date: June 25, 2021
Place: Noida



Rohit Gupta
Managing Director
(DIN: 00045077)

NOTES:

1. The Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice. Notice shall also be available on the website of the Company www.csfinance.in
2. The Notice is being sent by electronic mode (via e-mail) to all the shareholders of the Company, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL) as on cut-off date i.e., Friday, June 25, 2021. A person who is not a Member as on the cut- off date shall treat this notice for information purposes only.
3. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending the Notice electronically to all the members, whose email addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Transfer Agent i.e. MAS Services Limited ("RTA"), and express its inability to dispatch hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members, whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Transfer Agent i.e., for registration of email addresses in terms of the MCA Circulars.

The process for registration of email addresses is as under:-

- a. In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the remote e-voting notice may get their email address registered with the our RTA, MAS Services Limited following the due process mentioned below-

If shares are held in physical mode:- please send a signed request with copy of PAN, Aadhar and copy of any one share certificate (FRONT & BACK) to info@masserv.com with subject line Registration of Email id of CSL Finance Limited Folio number :- (mention folio number)

If shares are held in demat mode:- Please update your email id in your demat account and send updated client master copy to info@masserv.com with Subject line:- CSL Finance Limited notice required of Postal ballot of DPID-CLID (mention dpid-clid)
Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this postal ballot. In case of any queries, members may write to: info@masserv.com

- b. Those members, who have already registered their email addresses, are requested to keep their email addresses validated with their depository participants/ RTA to enable servicing of notices and documents electronically to their email address.

4. The Notice has also been placed on Company's website: www.csfinance.in and NSDL's e-voting website: <https://www.evoting.nsdl.com> and will also be available on the website of BSE Limited i.e. www.bseindia.com on which shares of the Company are listed.



5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on **Friday, June 25, 2021 ("Cut-off date")**.

6. A member cannot exercise his vote by proxy on postal ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.

7. Resolutions passed by the shareholders of the Company by requisite majority shall be deemed to have been passed on the **Last Date of the e-voting i.e., July 28, 2021** as if they have been passed at a duly convened general meeting of members.

8. During the remote e-voting period, Members can login at NSDL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.

9. The Scrutinizer will submit his Report to the Managing Director or the Company Secretary of the Company, after completion of the scrutiny of the e-voting. The result of Postal Ballot and e-voting shall be declared and notified by the Managing Director or the Company Secretary of the Company, on or before **July 30, 2021** or as per statutory timelines. The results alongwith the Scrutinizer's report will also be posted on websites of the Company viz. www.csfinance.in, website of the NSDL viz. www.evoting.nsdl.com and the BSE Limited viz. www.bseindia.com. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., July, 28, 2021.

10. Voting through electronic means

In compliance with the provisions of Section 108, 110 of the Act read with rules prescribed thereunder, as amended, and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its shareholders, holding shares in physical or dematerialized form, as on the cut-off date, being Friday, June 25, 2021 to exercise their right to vote by electronic means on the business specified in the accompanying Notice through the electronic voting service facility arranged by NSDL.

Commencement of remote e-voting	From 9.00 am (IST) on Tuesday, June 29, 2021
End of remote e-voting	Upto 5.00 pm (IST) on Wednesday, July 28, 2021

The e-voting module shall be disabled by NSDL beyond the prescribed date and time for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

11. The process and manner for e-voting are as under:

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">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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 digitdemat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 toll free no.: 1800 1020 990 and 1800 22 44 30



Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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 1 and EVEN is 101456 then user ID is 1014560000001 if folio number is B1



	then user ID is 101456B000001
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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 csnitinpanchal@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Assistant Vice President at evoting@nsdl.co.in

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

1. In case shares are held in physical mode Please send a signed request with copy of PAN, Aadhar and copy of any one share certificate (FRONT & BACK) to info@masserv.com with subject line Registration of Email id of CSL Finance Limited Folio number :- (mention folio number)
2. In case shares are held in demat mode, please update your email id in your demat account and send copy of updated client master copy to info@masserv.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**



3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act"):

Item No. 1- Increase in the Authorized Share Capital of the Company and consequential alteration to Clause 5 of the Memorandum of Association of the Company

The present Authorised Share Capital of the Company is Rs.9,40,00,000 (Rupees Nine Crore Forty Lakhs Only) divided into 94,00,000 (Ninety Four Lakh) Equity Shares of Rs. 10 (Rupees Ten) each. It is proposed to issue Bonus Shares to the existing shareholders of the Company in the ratio 2 (two) fully paid-up equity shares of Rs. 10 each for every 1 (one) fully paid-up equity shares of Rs. 10 each. Accordingly, it is necessary to increase the Authorised Share Capital to facilitate issuance of Bonus Shares and for future requirements of the Company. Hence, it is proposed to increase, the Authorised Share Capital of the Company to Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10 (Rupees Ten) each by creation of additional 1,06,00,000 (One Crore Six Lakh) Equity Shares of Rs. 10 (Rupees Ten) each ranking *paripassu* in all the respect with the existing equity shares of the Company.

As a consequence of the above, it would be necessary to alter the Capital Clause of the Memorandum of Association of the Company. As per the provisions of Sections 61(1)(a) and 13 of the Companies Act, 2013, the increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company respectively require the consent of the shareholders by way of passing of resolution.

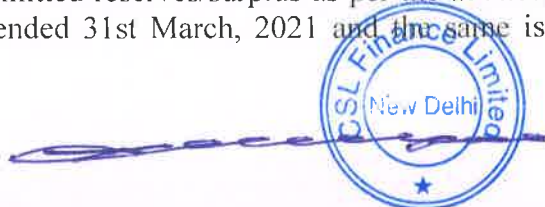
The Board of Directors recommend passing of the Ordinary Resolution to approve increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company as set out at item No.1 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

The Board of Directors of your Company recommends this Resolution for shareholders' approval

Item No. 2- Issue of Bonus Shares

The equity shares of the Company are listed and traded on BSE Portal. With a view to encourage the participation of small investors by making equity shares of the Company affordable, to expand the retail shareholders; base, the Board of Directors of the Company in its meeting held on 25/06/2021, has approved subject to the approval of the shareholders, issuance of Bonus Shares to the holders of Equity Shares of the Company in the ratio of 2:1 (i.e. 2 Bonus Equity Shares of Rs.10/- for every 1 fully paid-up Equity Share of Rs.10/- each held) by increasing the Issued, Subscribed and Paid-up share capital of the Company to a sum not exceeding Rs. 20,00,00,000/- after capitalizing a sum not exceeding Rs. 12,33,84,140/- (Rupees Twelve Crore Thirty Three Lakhs Eighty Four Thousand One Hundred Forty Only) from Securities Premium Account or any other permitted reserves/surplus as per the audited Accounts of the Company for the financial year ended 31st March, 2021 and the same is



proposed to be applied in paying up in full not exceeding 12,33,84,140/- Equity Shares of Rs.10/- each.

The fully paid-up Bonus Shares shall be distributed to the Members of the Company, whose names shall appear in its Register of Members on the Record Date to be determined by the Board of Directors of your Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of 2 (two) Bonus Shares of Rs.10/- for every 1 (one) Equity Share of Rs.10/- each held by them on the Record Date.

The Bonus Shares so allotted shall rank *paripassu* in all respect with the fully paid-up Equity Shares of the Company as existing on the Record Date.

The proposed bonus issue is not in lieu of dividend.

The proposed issue of bonus shares will be subject to the approval of the shareholders and in accordance with the provisions of the Companies Act, 2013 and subject to such approvals, if required, from the statutory authorities.

None of the Key Managerial Personnel and their relatives is in any way concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the company.

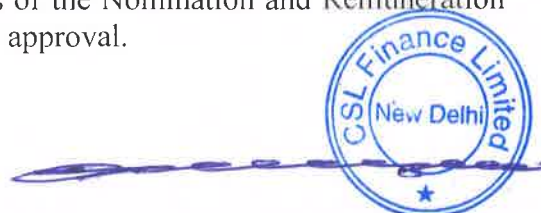
The Board of Directors of your Company recommends this Resolution for shareholders' approval

Item No. 3-Appointment of Ms. Rachita Gupta (DIN 09014942) as a Director and as a Whole-time Director of the Company

In terms of the Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors had appointed Ms. Rachita Gupta as an Additional Director as on 30th December, 2020. She was also appointed as a Whole-time Director of the Company in the category of Executive Director liable to retire by rotation for a period of 5 years with effect from 30th December, 2020 to 29th December, 2029, subject to the approval of the Members. The brief resume of Ms. Gupta is available in the Annexure to the Notice and detailed profile is available on the website of the Company at <http://www.csfinance.in>

The terms and conditions for appointment of Ms. Gupta are proposed keeping in line with the objective of attracting and retaining professional with expertise and high competence on the Board. The material terms of appointment and remuneration as set out in his appointment letter are given below:-

1. Term: 5 years with effect from 30.12.2020 subject to necessary approvals.
2. Salary: Rs. 57960/- per month payable monthly.
3. The whole time director shall be entitled to participate in the provident fund
4. Gratuity will be payable as per the Rules of the Company.
5. Reimbursement of expenses incurred by her on account of business of the Company in accordance with company policy.
6. The whole time director shall be entitled to such increment from time to time as the Board may determine on the recommendations of the Nomination and Remuneration Committee and subject to the Audit Committee approval.



Ms. Rachita Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Further she has also confirmed that she is not debarred from holding the office of Director by the virtue of any SEBI order, MCA or any other such authority.

In compliance with provisions of Section 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

Mr. Rohit Gupta, Managing Director of the Company and Ms. Rachita Gupta are related being father & daughter. Except above, she is not related with any other Director or Key Managerial Personnel of the Company. The Board recommends the passing of the resolution(s) as set out at item no. 3 as Ordinary Resolution(s).

Item No.4- Appointment of Mr. Ayush Mittal (DIN: 07667437), as an Independent Director of the company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Ayush Mittal (DIN: 07667437) as an Additional Director on 30th December, 2020. He was appointed in the category of "Non-Executive Independent Director for a period of 5 consecutive years with effect from 30th December, 2020 to 29th December, 2025, subject to the approval of the Members. Being an Independent director, he will not be liable to retire by rotation. The brief resume of Mr. Mittal is available in the Annexure to the Notice and detailed profile is available on the website of the Company at <http://www.csfinance.in>

The Company has received from Mr. Mittal (i) consent to act as Director, (ii) declaration that he is not disqualified from being appointed as a Director of the Company, and (iii) declaration of independence.

Further Mr. Mittal has also confirmed that he is not debarred from holding the office of Director by the virtue of any SEBI order, MCA or any other such authority.

In the opinion of the Board, Mr. Mittal possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and that he is independent of the management.

Copy of draft letter of appointment of Mr. Ayush Mittal setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Board considers that his continued association with the Company would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Ayush Mittal as an Independent director. Accordingly, the Board recommends the passing of the resolution as set out at item no. 4 as an Ordinary Resolution by the shareholders of the Company.

Except Mr. Ayush Mittal, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at **item no. 4**



Annexure-A to items 3 and 4 of the Notice

Details of Directors seeking appointment through Postal Ballot via remote e-voting of the Company pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name of Director	Ms. Rachita Gupta Whole-time Director	Mr. Ayush Mittal Independent Director
DIN	09014942	07667437
Date of Birth	12-09-1994	27-02-1993
Nationality	Indian	Indian
Original date of appointment on Board	December 30, 2020	December 30, 2020
Qualifications	Masters of Business Finance from Warwick Business School and Completed her Graduation from Hansraj College.	Chartered Accountant
Experience and expertise in specific functional area	<p>Rachita has done her Masters of Business Finance from Warwick Business School and Completed her Graduation from Hansraj College. She started her career with Ernst & Young and has experience in Analytics, Data Management, Industry Research, Digital Marketing & Corporate Branding.</p> <p>She joined CSL Finance in 2017 and since then has played a key role in the rollout of the Retail lending segment of the company. She has driven the implementation of the Loan Origination System within the company, and has been driving the various MIS reports that are key to running the retail lending business successful.</p>	<p>Ayush Mittal is qualified Chartered Accountant of 2016 Batch and holds in a Bachelors degree Commerce from Delhi University.</p> <p>He has an impeccable professional and academic track record and manages the day to day operations of various professional advisory firms. He has a vast experience of more than 5 years in capital and forex markets and is actively involved in algorithmic software trading of forex in Singapore and other countries.</p> <p>He carries an experience of more than 4 years in field of taxation, corporate litigation pertaining to taxation and corporate restructuring.</p>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Rohit Gupta, Managing Director & Ms. Rachita Gupta are related being father & daughter.	He is not related to any other Director or Key Managerial Personnel of the Company.



Shareholding in the Company (as on March 31, 2021)	19,501 shares	Nil
Directorships held in other companies in India (as on March 31, 2021)	Nil	<ul style="list-style-type: none"> • Shrikripa Fin-Lease and Marketing Private Limited • Grandprix Advisors Private Limited • Fatherson Advisory Private Limited • Rpm Securities Private Limited • Grandprix Legal Services Private Limited • Absolute Pristine Services Pvt. Ltd
Chairperson/membership of the Indian public companies (as on March 31, 2021)	Nil	Nil
Number of Meetings of Board attended during the year		
Remuneration Last Drawn		

For & on behalf of the Board
For **CSL Finance Limited**

Date: June 25, 2021
Place: Noida



Rohit Gupta
Managing Director
(DIN: 00045077)