

February 24, 2022

The Manager
Department of Corporate Services
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Scrip Code: 530067

Dear Sir/Ma'am,

Sub: Postal Ballot Notice ("Notice")

Ref.: Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 & Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

In Furtherance to our letter dated February 18, 2022, please find enclosed the Postal Ballot Notice dated February 18, 2022 which is being sent to the Members for seeking approval on following items of special business:

Sr. No.	Particulars	Resolution Type
1	Creation of charge/security on the Company's assets with respect to borrowings:	Special Resolution
2	Re-appointment of Mr. Manoj Gupta (DIN 01160953) as an Independent Director of the Company	Special Resolution
3	Adoption of Amended CSL Employee Stock Option Scheme, 2016-II	Special Resolution

In accordance with circulars issued by the Ministry of Corporate Affairs (MCA) & SEBI Circulars, from time to time, the postal ballot notice has been sent only through electronic mode to those shareholders whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., Mas Services Limited/Depository Participants and whose names appear in the Register of Members as on cut-off date, i.e., Friday, February 18, 2022. The Company has also made arrangements for those shareholders who have not yet registered their email address to get the same registered by following the procedure prescribed in the notice.

As per the provisions of the MCA & SEBI circulars, shareholders can vote only through the remote e-voting process. The remote e-voting will commence at Friday, February 25, 2022 (09.00 a.m. IST) and end on Saturday, March 26, 2022 (05.00 p.m. IST) & the Detailed instructions for remote e-voting are given in the Notice.

The information contained in this intimation is also available on the Company's website www.csfinance.in.

This is for your kind information and records.

Thanking you,
Yours faithfully,

For CSL Finance Limited

Preeti Gupta

Preeti Gupta
(Company Secretary & Compliance Officer)



Cc: Catalyst Trusteeship Limited, (Debenture Trustee)

Encl: A/a

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India including any statutory modifications, amendments or re-enactments thereof for the time being in force and other applicable laws and regulations, if any, for seeking approval of the Members by way of a Special Resolutions for the matter as considered in the resolutions appended below through postal ballot only by means of remote e-voting ("Postal Ballot").

The Members may note that the Ministry of Corporate Affairs (the "MCA") vide its General Circular No. 14/2020 dated April 8, 2020 read with General Circular No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and other applicable circulars (the "MCA Circulars") in view of the current extraordinary circumstances due to outbreak of COVID-19 pandemic requiring social distancing, has allowed the companies to take all decisions requiring Members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / remote e-voting in accordance with the provisions of the Act and the Rules, without holding a general meeting that requires physical presence of members at a common venue.

The Board of Directors of the Company proposes to obtain the consent of the Members by way of Postal Ballot for the matter as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed resolutions, along with the Explanatory Statement, and thereafter record your assent or dissent by remote e-voting facility provided by the Company.

In accordance with the said MCA Circulars and applicable provisions of the Act and Listing Regulations, this Postal Ballot Notice is being sent in electronic mode to members whose e-mail address is registered with the Company or the Depository Participant(s) and the communication of assent / dissent of the members will only take place through the remote e-voting facility being offered by the Company instead of physical Postal Ballot forms. This Notice is accordingly being issued to the members in compliance with the MCA Circulars.

SPECIAL BUSINESS:**Item No. 1 Creation of charge/security on the Company's assets with respect to borrowings:**

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Consent of the members of the Company be and is hereby accorded for creation by the Board of Directors (hereinafter referred to as "Board", which term shall be deemed to include any Committee constituted or to be constituted by the Board in this regard) from time to time, of such mortgages, charges, liens, hypothecation and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, on the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the bank(s), financial institution(s), and/or other lender(s), fixed deposit trustee, debenture trustee, security trustee as may be agreed to by the Board, for the purpose of securing repayment of any loans/financial assistance or debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner), subject to a maximum amount of Rs. 750 crores (Rupees Seven Hundred Fifty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to negotiate and finalise the terms and conditions, agreements, deeds and documents for creating the said mortgages, charges, liens, hypothecation and/or other securities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company."

Item No. 2 - Re-appointment of Mr. Manoj Gupta (DIN 01160953) 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 a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory

modification(s) or reenactment thereof for the time being in force), Articles of Association of the Company and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Manoj Gupta (DIN: 01160953), Independent Director of the Company, whose period of office is liable to expire on May 16, 2022 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation to hold office for a second term of five consecutive years commencing from May 17, 2022 to May 16, 2027.

RESOLVED FURTHER THAT the Board or any Committee thereof and the Company Secretary of the Company, be and is hereby authorized severally 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. 3 - Adoption of Amended CSL Employee Stock Option Scheme, 2016-II.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 62 and any other applicable provisions of the Companies Act, 2013 and the relevant rules, circulars, notifications thereunder (as amended, modified and restated from time to time), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the members, by way of a special resolution, be and is hereby accorded to adopt the amended and restated CSL Employee Stock Option Scheme, 2016. (“Amended ESOP Scheme II”).

RESOLVED FURTHER THAT the Directors or the Company Secretary be and are hereby authorized severally to take all such steps and actions for the purposes of making relevant filings and registration, if any required including filing to be made with the Registrar of Companies, Delhi and any other authority in relation to the Amended ESOP Scheme II.

RESOLVED FURTHER THAT the copies of the foregoing resolution, certified to be true by any of the Directors and/or Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.”

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

Rohit Gupta
(Managing Director)
DIN: 00045077

Date: 18.02.2022
Place: Noida

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.csloffinance.in
2. As per Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the voting rights and sending the Notice is Friday, February 18, 2022 ("Cut-off date"). A person who is not a Member as on the Cut-off date should treat the Notice for information purpose only.
3. In line with the MCA Circulars, the Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) and whose email addresses are registered with the Company or with the depository(ies) / depository participants as on the Cut-off date. It is however, clarified that all Members of the Company as on the closure of cut-off date (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice. As per the MCA Circulars and on account of threat posed by COVID-19 pandemic situation, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Company is providing facility for voting by electronic means (remote e-voting) and the business may be transacted through such remote e-voting only.
4. The Notice shall also be uploaded on the website of the Company (www.csloffinance.in) , on the website of National Securities Depository Limited ("NSDL"), at www.evoting.nsdl.com and on the website of BSE Limited (www.bseindia.com)
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the member as on Cut-off date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on that date will be entitled to cast their votes by remote e-voting. Voting rights in the remote e-voting cannot be exercised by a proxy.
6. Dispatch of the Notice shall be deemed to be completed on Thursday, February 24, 2022, i.e., the day on which RTA sends out the communication for the postal ballot process by e-mail to the members of the Company.
7. The remote e-voting shall commence on Friday, February 25, 2022 at 9.00 A.M. (IST) and end on Saturday, March 26, 2022 at 05.00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company (including those members who may not have received the Notice due to non-registration of their email address with the Company or the Depositories) holding shares as on the Cut-off date, may cast their vote by electronic means in the manner as set out here in Note No. 9 below. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is

cast by an Equity Shareholder, the Equity Shareholder shall not be allowed to change it subsequently.

8. The documents referred to in accompanying notice and explanatory statement, if any, shall be open for inspection electronically without any fee on all working days (i.e. excluding, Saturdays, Sundays and public holidays) between 11:00 hours (IST) to 13:00 hours (IST) from the date of dispatch of notice upto the date of declaration of results of postal ballot, if a request is sent by the members on Company's e-mail id: investor@cslfinance.in.

9. 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.	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.

	<ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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/login or www.cdslindia.com and click on New System Myeasi. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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.
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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

<p>B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.</p> <p><u>How to Log-in to NSDL e-Voting website?</u></p> <ol style="list-style-type: none"> 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. <i>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</i>
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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 101456000001 if folio number is B1 then user ID is 101456B000001

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 Company by e-mail to investor@cslfinance.in 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 Ms. Soni Singh, Assistant Manager at evoting@nsdl.co.in.
4. Any grievance with respect to voting on above Postal Ballot may please be addressed to Ms. Preeti Gupta, Company Secretary & Compliance Officer at: Email id: investor@cslfinance.in, phone no.:- 0120 4290650/52 or to the Registrar and Transfer Agent, MAS Services Limited, at T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, e-mail: info@masserv.com, phone no. +91 11 2638 7281/ 82/ 83

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.

Other Information:

10. The Board of Directors of the Company has appointed Mr. Nitin Panchal (C.P. No. 19534), Practicing Company Secretary, Delhi, as the scrutinizer ("Scrutinizer") for conducting the postal ballot process in a fair and transparent manner.

11. The Scrutinizer after scrutinizing the votes cast through remote e-voting will submit a Scrutiniser's Report of the votes cast in favour or against, if any, within two working days from the end of the remote e-voting period to the Managing Director of the Company or Company Secretary who shall countersign the same.

12. The result of the voting on Resolution by remote e-voting will be declared by the Managing Director or Company Secretary of the Company on or before Tuesday, March 29, 2022.

13. The result along with the scrutinizer's report will be communicated to the Stock Exchange, BSE Limited where the shares of the Company are listed and shall also be hosted on the Company's website: www.csloffinance.in and on the NSDL's website: www.evoting.nsdl.com. The resolutions, if passed by requisite majority, shall be deemed to have been passed at a general meeting of the Members convened in that behalf and on the last date for remote e-voting i.e. Saturday, March 26, 2022.

EXPLANATORY STATEMENT

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

Item Nos. 1 Creation of charge/security on the Company’s assets with respect to borrowing

Vide special resolution dated September 05, 2017 passed in Annual General Meeting, the Members of the Company had accorded their consent to the Board of Directors to borrow money(ies) which together with monies already borrowed by the company for the purposes of the business of the Company not exceeding Rs. 750 crores (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) in terms of Section 180(1)(c) of the Companies Act, 2013 (the “Act”).

These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company’s assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company’s undertaking or undertakings for securing the borrowings up to a limit of Rs. 750 crores in terms of Section 180(1)(a) of the Act, in favour of such bank(s)/financial institution(s)/other lender(s)/debenture trustee/security trustee/ fixed deposits trustee.

Further, in terms of Section 180(1)(a) of the Act, any proposal to sell, lease or otherwise dispose off the whole, or substantially the whole of the undertaking or undertakings, requires the approval of the Members by way of a special resolution. Accordingly, it is proposed to seek approval of Members by way of an enabling resolution for creating charge/security on the Company’s assets with respect to aforesaid borrowings.

The Board recommends passing of the special resolution as set out in item nos. 1 of this Notice.

None of the Directors, key managerial personnel, and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in these resolutions except to the extent of their respective shareholding, if any, in the Company.

Item No. 2- Appointment of Mr. Manoj Gupta (DIN: 01160953), as an Independent Director of the company

Mr. Manoj Gupta (DIN 01160953) was appointed as an Independent Director for a term of five years with effect from May 16, 2017 and his appointment was confirmed by the shareholders of the Company at the Annual General Meeting (“AGM”) held on September 05, 2017. Accordingly, he will complete his first term as an Independent Director on May 16, 2022 and is eligible for re-appointment for second term of five years.

As per the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on February 18, 2022 had approved to re-appoint Mr. Manoj Gupta as an Independent Director for a second term of five consecutive years commencing from May 17,

2022 to May 16, 2027. Further, pursuant to the requirements of the Act and based on his expertise, skills, rich experience, knowledge, continued valued guidance to the management and outcome of the performance evaluation during his first term of five years and the substantial contributions made by him, it is proposed to seek approval of the members by way of Special Resolution to re-appoint Mr. Gupta, as an Independent Director for a second term of five years commencing from May 17, 2022. Further, Mr. Gupta shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Brief Profile of Mr. Manoj Gupta:

Mr. Gupta is a Chartered Accountant in practice since 1988 and possesses a vast knowledge of Finance and the industries concerning Engineering and International Business. He is a Senior Partner in a Chartered Accountant Firm, M/s. Ramesh Gupta & Co., having a standing of more than 50 years as well. He has been associated with various reputed companies in the small and medium sectors doing business in diverse fields.

Mr. Gupta has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Gupta fulfils the conditions specified in the Act, for his re-appointment as an Independent Director. The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

Pursuant to Secretarial Standard-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Manoj Gupta is annexed in Annexure I to this Notice.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 2 of the notice.

Except Mr. Manoj Gupta, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Item No. 3 - Adoption of Amended CSL Employee Stock Option Scheme, 2016.

The members are apprised that the CSL Employee Stock Option Scheme, 2016, of the Company, was approved by the shareholders by way of special resolution on September 30, 2016, the necessary amendments and variations to the ESOP Scheme needs to be approved by the shareholders of the Company by way of a special resolution and accordingly the same is being placed before the shareholders for their approval. The amended ESOP Scheme II shall be applicable from the date of passing of this resolution.

DETAILS OF VARIATIONS IN THE SCHEME:

Clause No.	Existing Clause	New Clause
3.11	Exercise Period" means a period of 3 years from the respective date of vesting of	Exercise Period" means a period of 5 years from the respective date of

12.2	options within which the Vested Options can be exercised. A Grantee wishing to exercise his Vested Options will submit to the Trust an application in the form prescribed from within the exercise period i.e. 3 (Three) years from the date of respective vesting. Separate applications will be submitted for shares route and cashless route.	vesting of options within which the Vested Options can be exercised. A Grantee wishing to exercise his Vested Options will submit to the Trust an application in the form prescribed from within the exercise period i.e. 5 (Five) years from the date of respective vesting. Separate applications will be submitted for shares route and cashless route.
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All existing and future eligible employees who have been granted or has exercised the options granted under ESOP Scheme are the beneficiaries of such variation pursuant to Rule 12 of Companies (Share Capital and Debentures) Rules, 2014.

The approval of the Members is being sought by way of a Special Resolution under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, for the amendment of the existing Scheme.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Mr. Ashok Kumar Kathuria, Non-Executive Director of the Company, Mr. Naresh Chandra Varshney, CFO and Ms. Preeti Gupta, CS and Compliance Officer of the Company are deemed to be concerned or interested in the said resolution to the extent of the employee stock options granted or exercised by them. None of the other Directors or their relatives/ Relatives of Key Managerial Personnel of the Company is/are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the Notice.

Annexure-I to items 2 of the Notice

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

Name of Director	Mr. Manoj Gupta Independent Director
DIN	01160953
Date of Birth	31.01.1964
Nationality	Indian
Original date of appointment on Board	May 16, 2017
Qualifications	Chartered Accountant
Experience and expertise in specific functional area	He is having a rich experience of more than 25 years in the field of finance and industry mainly related to engineering and International business.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Shareholding in the Company (February 17, 2022)	NIL
Directorships held in other companies in India (as on February 17, 2022)	1. Smridhi Farms Private Limited 2. Hygeia IT Wellness Solution Private Limited 3. Robust Autocomp Private Limited 4. PLG Management Consultants Private Limited 5. Honeywell Finserv Private Limited
Chairperson/membership of the Indian public companies (as on February 17, 2022)	3
Number of Meetings of Board attended till the date of Board Meeting held on February 18, 2022	7
Remuneration Last Drawn	NIL

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

Date: 18.02.2022
Place: Noida

Rohit Gupta
(Managing Director)
DIN: 00045077