



CSL FINANCE LIMITED

CIN: L74899DL1992PLC051462

Regd. Office: 410-412, 18/12, 4th Floor, W.E.A., Arya Samaj Road, Karol Bagh, Delhi – 110005

Tel.: 011-42503441

Corp. Office: 716-717, 7th Floor, Tower – B, World Trade Tower, Sector - 16 Noida – 201301

Tel.: 0120-4290650, 4290651, 4290652, 4290653, 4290654;

Website: www.csloffinance.in; email: investor@csloffinance.in

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of CSL Finance Limited (“the Company”) will be held on **Friday, July 21, 2023 at 11:00 A.M. (IST)** through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below.

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at 410-412, 18/12, 4th Floor, W.E.A., Arya Samaj Road, Karol Bagh, Delhi – 110005, which shall be the deemed venue of the EGM.

SPECIAL BUSINESSES

Item No. 1:

ISSUANCE OF 17,00,000 EQUITY SHARES TO THE PERSONS BELONGING TO ‘NON-PROMOTER’ CATEGORY ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed {“**Stock Exchange(s)**”}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, RBI, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 17,00,000 (Seventeen**

Lakh) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for cash, to be issued at a price of **Rs. 286/- (Rupees Two Hundred and Eighty-Six Only)** per Equity Share, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of **up to Rs. 48,62,00,000/- (Rupees Forty-Eight Crore Sixty Two Lakh Only)**, on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons (“**Proposed Allottees**”):

| S. No. | Name of the Proposed Allottee | Category | Number of shares to be issued |
|--------------|-------------------------------|--------------|-------------------------------|
| 1. | Kitara PIIN 1103 | Non-Promoter | 17,00,000 |
| Total | | | 17,00,000 |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the 'Relevant Date' for purpose of determining the minimum issue price of Equity Shares proposed to be allotted to the above mentioned allottees shall be **Wednesday, June 21, 2023** i.e., being the date 30 days prior to the date of Extra Ordinary General Meeting scheduled to be held on Friday, July 21, 2023.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (a) The proposed allottee shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- (b) The pre-preferential shareholding of the Proposed Allottee and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (c) The Equity Shares to be allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- (e) Allotment of Equity Shares shall only be made in dematerialized form.
- (f) The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company or any Committee of the Board and Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make

application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors or any Committee of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

Item No. 2:

TO APPROVE THE ALTERATION OF THE MAIN OBJECT CLAUSE (3) (A) OF THE MEMORANDUM OF ASSOCIATION 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 Section(s) 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the appropriate regulatory and statutory authorities, consent of the Members be and is hereby accorded to alter/amend the existing Main Object Clause by adding the following clause i.e. 3 A (11) to the Main Object Clause (3) (A) of the Memorandum of the Company:

“To act as a Corporate Insurance Agent / Insurance Intermediary for any Fire, Accident Indemnity or General Insurance Company”

RESOLVED FURTHER THAT such an alteration is not tantamount to change in the core business activity of the Company and the Company shall continue to undertake NBFC activities only.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, to exercise its powers including the powers conferred to it by this resolution) be and is hereby authorized to accept any amendment/modification approved by the relevant Regulatory Authorities and seek approval for the change in the main object clause of the Company accordingly without making any further reference to the members for their approval.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient, including amendment, modification but not limited to filing necessary forms and/or returns, making application and/or any other form with the Registrar of Companies and/or the Central Government and/or any Statutory Authorities and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

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

**Place: Delhi
Date: June 27, 2023**

**Sd/-
Preeti Gupta
Company Secretary and Compliance Officer**

NOTES:

1. Pursuant to the 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 and 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022 and 5th January, 2023 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars'), issued from time to time, physical attendance of the Members to the Extra Ordinary General Meeting ("EGM") venue is not required and general meeting can be held through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, Members are requested to attend and participate in the ensuing EGM through VC/OAVM.
2. Since the EGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.
3. The Members can join the EGM in the VC/OAVM mode 30 (thirty) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the business stated under Item No.1 and Item No. 2 is annexed hereto.
5. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs as aforesaid, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as remote e-Voting at the EGM will be provided by NSDL.
7. The Notice calling the EGM has been uploaded on the website of the Company at www.csfinance.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. All documents referred to the Notice and accompanying Explanatory Statement, are open for inspection at the Registered Office of the Company on all working days, except holidays between 10.00 A.M to 5.00 P.M. up-to the date of the EGM and shall also be available for inspection by the Members electronically during the EGM. Members seeking to inspect such documents may send an email to the Company at investor@csfinance.in at least seven (7) days before the date of EGM.
9. The Notice of EGM and accompanying Explanatory Statement is being sent in electronic mode only to the Members whose e-mail addresses are registered with the Company or the Depositories/ Depository Participant(s).

10. Members who would like to express their views/ask questions as a speaker at the EGM may send their questions/query in advance and pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investor@csfinance.in on or before July 16, 2023 (5.00 p.m. IST). Only those Members who have preregistered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves its right to restrict the number of speakers depending on the availability of time for the EGM.

1. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING:

The remote e-voting period begins on Tuesday, July 18, 2023 at (9:00 a.m. IST) and ends on Thursday, July 20, 2023 at (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, July 14, 2023, may cast their vote electronically. 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, being Friday, July 14, 2023.

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
The Company has engaged the services of NSDL as the Agency to provide remote e-Voting facility and e-Voting during the EGM.
- ii. Mr. Parveen Sharma, Practicing Company Secretary (COP: 25707) has been appointed as the Scrutinizer to scrutinize the e-Voting during the EGM and remote e-Voting in a fair and transparent manner.
- iii. The Results of voting will be declared within two working days from the conclusion of the EGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchange (National Stock Exchange of India Limited and BSE Limited), where the Company's equity shares are listed and shall also be displayed on the Company's website www.csfinance.in and NSDL's website www.evoting.nsdl.com
- iv. Voting rights of the Members for voting through remote e-Voting and voting during the EGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, July 14, 2023. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-Voting and voting during the EGM.
- v. The remote e-Voting facility will be available during the following period:
 - a) Commencement of remote e-Voting: 09:00 A.M. (IST) on Tuesday, July 18,2023.
 - b) End of remote e-Voting: 05:00 P.M. (IST) on Thursday, July 20,2023.
 - c) The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period.

- vi. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM.
- vii. The Members who have cast their vote by remote e-Voting prior to the EGM may also attend/ participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
- viii. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in mentioning their demat account number/ folio number, PAN, name and registered address. However, if he/ she is already registered with NSDL for remote e-Voting then he/ she can use his/ her existing User ID and password for casting the vote.

ix. Process and manner for Remote e-Voting:

Members are requested to follow the below instructions to cast their vote through e-Voting:

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

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

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meeting 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 or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to |

| | |
|---|--|
| | <p>register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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 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 or joining virtual meeting & voting during the meeting.</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>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.</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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.</p> |
| <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. Once login, you will be able to see e-Voting option.</p> <p>Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication,</p> |

| | |
|--|--|
| | 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 or joining virtual meeting & voting during the meeting |
|--|--|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 DPID followed by 8 Digit Client ID For example if your DPID 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which is CSL Finance Limited, for which you wish to cast your

vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

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.
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 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 email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide ISR-1, SH13 and ISR2 (if signature not tallied with company/RTA record or not available with RTA/Company) with copy of , PAN (self-attested scanned copy of PAN card), AADHAR (if address is changed)\ and Original Cancelled Cheque to RTA i.e. MAS SERVICES LIMITED, T-34, 2nd Floor Okhla Industrial Area Phase-II, New Delhi 110020
2. In case shares are held in demat mode, please update your email id and mobile with in your account and generate password as given in e-voting instructions above.
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.

Instructions for members for e-Voting on the day of the EGM:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for

remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

Instructions for Members to attend the EGM through VC/OAVM:

- I. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “**VC/OAVM link**” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- II. Members are encouraged to join the Meeting through Laptops for better experience.
- III. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- IV. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- V. Members who need assistance before or during the EGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “**Companies Act**”), the following explanatory statements sets out all material facts relating to the business mentioned under Items no. 1 of the accompanying Notice:

Item No.: 1

The Special Resolution contained in Item No.1 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot up-to 17,00,000 (Seventeen Lakh) Equity Shares, by way of preferential allotment, to persons belonging to Non-Promoter Category, at an issue price of Rs. 286/- (Rupees Two Hundred and Eighty-Six Only) per Equity Share, in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

The said proposal has been considered and approved by the Board in their meeting held on Tuesday, June 27, 2023.

The approval of the members is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Issue

The Company intends to utilize the proceeds raised through the issue (“Issue Proceeds”) towards the following objects:

1. For meeting the working capital requirements and Lending in the ordinary course of business of the Company
 2. General Corporate Purposes
- (Hereinafter collectively referred to as “**objects**”)

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Utilization of Proceeds & Schedule of Implementation

As the funds to be received against issue and allotment of Equity Shares, will be in tranches and quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

| | | | | | | | | |
|---|--------------------|---------------|-----------------|------------------|--------------------|---------------|--------------------|---------------|
| (a) Individuals & HUF | 40,32,620 | 19.45 | 2,00,000 | - | 40,32,620 | 17.98 | 42,32,620 | 18.58 |
| (b) Bodies Corporate | 66,37,490 | 32.01 | - | - | 66,37,490 | 29.59 | 66,37,490 | 29.13 |
| Sub Total (A)(1) | 1,06,70,110 | 54.47 | 2,00,000 | - | 1,06,70,110 | 47.57 | 1,08,70,110 | 47.71 |
| (2) Foreign promoters | - | - | - | - | - | - | - | - |
| Total Promoter shareholding A=A1 +A2 | 1,06,70,110 | 54.47 | 2,00,000 | - | 1,06,70,110 | 47.57 | 1,08,70,110 | 47.71 |
| (B) Public Shareholding | | | | | | | | |
| B1) Institutional Investors | 2,09,313 | 1.01 | - | 17,00,000.00 | 19,09,313 | 8.51 | 19,09,313 | 8.38 |
| B2) Central Govt./Stat Govt./POI | - | - | - | - | - | - | - | - |
| B3) Non-Institutional Investors | | | | | | | | |
| Individuals | 45,93,409 | 22.16 | 1,50,000 | | 45,93,409 | 20.48 | 47,43,409 | 20.82 |
| Body Corporate | 42,47,549 | 20.49 | - | | 42,47,549 | 18.93 | 42,47,549 | 18.64 |
| Others (Including HUF, LLP&NRI) | 6,27,993 | 3.03 | - | - | 6,27,993 | 2.80 | 6,27,993 | 2.76 |
| Total Public Shareholding B=B1+B2+B3 | 96,78,264 | 46.68 | 1,50,000 | 17,00,000 | 1,13,78,264 | 50.72 | 1,15,28,264 | 50.60 |
| C) Non-Promoter - Non-Public | 3,84,247 | 1.85 | - | - | 3,84,247.00 | 1.71 | 3,84,247 | 1.69 |
| Grand Total (A+B+C) | 2,07,32,621 | 100.00 | 3,50,000 | 17,00,000 | 2,24,32,621 | 100.00 | 2,27,82,621 | 100.00 |

(*These percentages have been calculated on the basis of pre preferential paid-up share capital of the Company i.e. Rs. 20,73,26,210/- divided into 2,07,32,621 Equity Shares of Rs. 10/- each.

(**) These percentages have been calculated on the basis of post preferential paid-up share capital of the Company i.e. Rs. 22,43,26,210/- divided into 2,24,32,621 Equity Shares of Rs. 10/- each.

(***)These percentages have been calculated on the basis of post preferential paid-up share capital of the Company on fully diluted basis i.e. Rs. 22,78,26,210/- divided into 2,27,82,621 Equity Shares of Rs. 10/- each.

Notes:

(1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. June 23, 2023.

(2) Post shareholding structure may change depending upon any other corporate action in between.

VI. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 1, provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VII. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No preferential issue was proposed during the financial year.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s):

| S. No. | Name of the proposed allottees | Names of ultimate beneficial owners of proposed allottee(s) |
|--------|--------------------------------|---|
| 1. | Kitara PIIN 1103 | Mr. Ajitsinh G Khimji and Mr. Sachin Nithyanand Kamath |

IX. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

| Name of Allottees | Pre issue Shareholding Structure | | Equity Shares to be allotted | Post Issue Shareholding | | Post Issue Shareholding (Presuming full conversion of Warrants) | |
|-------------------|----------------------------------|------|------------------------------|-------------------------|------|---|------|
| | No. of Shares | %* | | No. of Shares | %** | No. of Shares | %*** |
| Kitara PIIN 1103 | 0 | 0.00 | 17,00,000 | 17,00,000 | 7.58 | 17,00,000 | 7.46 |

(*)These percentages have been calculated on the basis of pre preferential paid-up share capital of the Company i.e. Rs. 20,73,26,210/- divided into 2,07,32,621 Equity Shares of Rs. 10/- each.

(**) These percentages have been calculated on the basis of post preferential paid-up share capital of the Company i.e. Rs. 22,43,26,210/- divided into 2,24,32,621 Equity Shares of Rs. 10/- each.

(***)These percentages have been calculated on the basis of post preferential paid-up share capital of the Company on fully diluted basis i.e. Rs. 22,78,26,210/- divided into 2,27,82,621 Equity Shares of Rs. 10/- each.

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

X. Consequential changes in the Voting Rights, change in control and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period:

- (a) Equity Shares allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottee, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Wednesday, June 21, 2023, for the purpose of computation of issue price.

In compliance with SEBI ICDR Regulation, the minimum issue price per Equity Share is higher of the price determined through following methods:

- a. The Equity shares of the Company are listed on both National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) and are frequently traded on NSE as per provisions of SEBI ICDR Regulations. For the purpose of computation of the price, NSE, the Stock Exchange which has the highest trading volume in respect of the Equity shares of the Company, during the preceding 90 Trading days prior to the relevant date has been considered. In terms of the provisions of Regulation 164 of the ICDR Regulations, the minimum price at which the Equity Shares may be issued computes to Rs. 285.68/- each.
- b. Method of determination of price as per the Articles of Association of the Company - **Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.**
- c. The proposed allotment to the allottee would be more than 5% of the post issue fully diluted share capital. Thus, in compliance with Regulation 166A of the SEBI ICDR Regulations, the Company has obtained a Valuation report dated June 26, 2023 from Corporate Professionals Valuation Services Private Limited, Independent Registered Valuer (Registration No.: IBBI/RV-E/02/2019/106) in accordance of which the value per equity share comes out to be Rs. 279.38/- per Equity Share. The said report is available on the website of the Company at www.cslfinance.in.

The price of the Equity Shares to be allotted on preferential basis is Rs. 286/- (Rupees Two Hundred and Eighty-Six Only) each to the proposed allottee, which is higher than the above mentioned prices.

XIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable

XV. The current and proposed status of the proposed allottees post the preferential issue namely:

| S. No. | Name of the proposed allottee | Current status | Post status |
|--------|-------------------------------|----------------|--------------|
| 1. | Kitara PIIN 1103 | Non-Promoter | Non-Promoter |

XVI. Practicing Company Secretary Certificate:

The certificate from CS Parveen Sharma (ACS No. 41531, C.P. No.: 25707), certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate will be available at the website of the Company, till the date of the EGM, at www.csfinance.in.

XVII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice for the issue of Equity Shares on a preferential basis.

Item No.: 2

The following explanatory statement, pursuant to section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned under Item No.02 of the accompanying Notice.

The company proposes to undertake the business to act as a Corporate Insurance Agent / Insurance Intermediary for any Fire, Accident Indemnity or General Insurance Company and for that purpose to do all or any of such things as are incidental or ancillary for carrying on the business as a Corporate Insurance Agent / Insurance Intermediary and providing solicitation and servicing of insurance business for any of the specified category of life, general and health.

To enable the company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, by the insertion of "Clause 3 (A) (11)" after the existing "Clause 3 (A) (10)" to the Main Object Clause of the Memorandum of the Company as stated in the resolution in the annexed notice.

The above amendment would be subject to the approval of the Registrar of Companies, and any other statutory or Regulatory authority, as may be necessary.

None of the Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the Item no. 02 of the notice.

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

**Place: Delhi
Date: June 27, 2023**

**Sd/-
Preeti Gupta
Company Secretary and Compliance Officer**