

SUMMARY OF THE PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CSL FINANCE LIMITED HELD ON MONDAY, SEPTEMBER 28, 2020 AT 2.00 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM).

The 28th Annual General Meeting ("AGM") of the members of the company was held on Monday, September 28, 2020 at 2:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. 20/2020 dated 5th May 2020 read with Circular No. 14/2020 dated 8th April 2020 and Circular No. 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular dated 12th May, 2020 issued by the SEBI.

Number of members present in person: 32

Directors present at the 28th Annual General Meeting:

Mr.Rohit Gupta : Managing Director
Mr.Ashok Kumar Kathuria : Non-executive Director
Mr.Manoj Gupta : Independent Director

Statutory Auditor: Aggarwal & Rampal Chartered Accountants

Internal Auditor: R. Mahajan & Associates Chartered Accountants

Scrutinizer: Mr.Naveen Kumar, N. Kumar & Associates, Company Secretaries

Quorum:

Requisite quorum being present the meeting was called to order.

Mr.Rohit Gupta, Managing Director of the company chaired the proceedings of the AGM.

The Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee were present at the Meeting. The representatives of the Statutory Auditors and Secretarial Auditors were also present at the Meeting.

After welcoming all the members, the chairman introduced the Board Members and Company Secretary & Compliance Officer of the company to the members of the company. The representatives of Statutory Auditors and Secretarial Auditor were also present at the AGM.

After ascertaining from the Company Secretary that the requisite quorum was present at the AGM, the Chairman called the meeting to order and commenced the proceedings of the meeting. The Chairman informed that the AGM was held through VC/ OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.



Thereafter, the Company Secretary briefed the members about the instructions relevant for participating and voting in the meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). She further informed the members that, the Company had provided its members the facility to exercise their rights to vote at the Twenty Eighth Annual General Meeting by electronic means through the e-voting facility provided by Central Depository Services (India) Limited (CDSL). The e-voting commenced on Friday, September 25, 2020, 09:00 AM (IST) and concluded on Sunday, September 27, 2020, at 5:00 PM (IST). The remote e-voting module was disabled by CDSL thereafter. She informed that the members, who are present at the AGM and had not cast their vote through remote e-voting, has been provided an opportunity to cast their votes through e-voting at the Meeting. She informed that the e-voting platform will remain open for next 15 minutes after conclusion of the proceedings of this meeting.

She further informed that Mr. Naveen Kumar, N. Kumar & Associates, Company Secretaries, has been appointed as the scrutinizer for the 28th Annual General Meeting to ensure the conduct of remote e-voting and also the e-voting process during AGM in a fair and transparent manner and to ascertain the requisite majority.

Since there were no qualifications or comments or remarks in the Statutory Auditors Report and the Secretarial Auditor's Report for the financial year ended 31st March, 2020, the same were taken as read.

Further, the Chairman then informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company had provided the remote e-voting facility to the members of the company who appeared as members on the cut-off date i.e. September 21, 2020, to cast/ exercise their vote(s) electronically in respect of the business to be transacted at the AGM for which the remote e-voting period had commenced on Friday, 25th September, 2020 (9.00 am IST) and ended on Sunday, 27th September, 2020 (5.00 P.M. IST).

The following items of business as set out in the Notice calling the AGM dated September 01, 2020 were put for member's approval:

1. Adoption of Financial Statements: The audited Balance Sheet and Profit & Loss account and cash flow statement for the financial year ended March 31, 2020 together with the Directors report and Independent Auditors Report thereon;
2. To declare dividend of Rs.2.50/- per equity share for the financial year ended March 31, 2020.
3. To appoint a director in place of Mr. Ashok Kumar Kathuria, who retires by rotation and being eligible, offers himself for re-appointment.



4. To Re-appoint Ms. Anjna Mittal (DIN:07143461) as an Independent Director of the company

The Chairman then opened the floor for the shareholders to raise their questions/ views. Accordingly, the shareholders presented their questions/ comments and the queries were answered appropriately.

The Company Secretary and Compliance Officer further informed the Members that the voting results would be declared within the prescribed time after considering the Scrutinizer's Report on Remote e-voting and e-voting by the Members present in the AGM and the same would be submitted to the Stock Exchange within the stipulated time and shall also be placed on the website of the Company and of the CDSL.

The chairman then thanked the members attending the meeting and for the co-operation and concluded the meeting at 2.35 P.M.

For CSL Finance Limited



**Gunjan Khara
(Company Secretary)**

Date: 29.09.2020

Place: New Delhi