

EXTRA-ORDINARY GENERAL MEETING NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of CSL Finance Limited ("Company") will be held on Saturday, February 05, 2022 at 11.00 am through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following Businesses:

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

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

"RESOLVED THAT pursuant to the provisions of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, approval of members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 20,00,00,000 (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10 each to Rs. 23,00,00,000 (Rupees Twenty-Three Crore Only) divided into 2,30,00,000 (Two Crore Thirty Lakh) equity shares of Rs. 10 each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new Clause V:

The Authorized Share Capital of the Company is Rs. 23,00,00,000 (Rupees Twenty-Three Crore Only), divided into 2,30,00,000 (Two Crore Thirty Lakh) equity shares of Rs.10 (Rupees Ten) each.

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

Item No. 2 -To approve the issuance of equity shares on preferential basis to Non-Promoter Group

To approve the offer or invitation to subscribe to equity shares by way of preferential allotment on a private placement basis, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") and in

accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs (“MCA”), Bombay Stock Exchange (“BSE Limited”) , and or any other competent regulatory authority and in accordance with the enabling provision of memorandum and articles of association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchange and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot upto 18,25,000 equity shares of face value of Rs.10/- (Rupees Ten only) (“Shares”) at an issue price of Rs. 160/- (Rupees One Hundred Sixty Only) per equity share or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations to the below mentioned investors (the “Allottees”) belonging to Non-Promoter Category by way of preferential allotment on a private placement basis (“Preferential Allotment”).

S. No.	Name of the Proposed Investors	Permanent Account Number (PAN)	Maximum No. of Equity Shares proposed to be allotted
1	Sanjay Gupta (HUF)	AAFHS6939H	12,00,000
2	LRS D Securities Private Limited	AACCL7917L	6,00,000
3	Prachi Garg	AUFPG5522J	25,000
TOTAL			18,25,000

RESOLVED FURTHER THAT the Relevant Date in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as January 06, 2022 being the 30th day prior to February 05, 2022 i.e., the date on which the Extra-Ordinary General Meeting of the Company is being convened, in terms of the Companies Act, 2013 to consider the proposed preferential issue

RESOLVED FURTHER THAT the Preferential Allotment shall be made on the following terms and conditions:

- (i) Each Allottee shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof.
- (ii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of each Allottee, respectively.
- (iii) The Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the BSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- (iv) Allotment of Shares shall only be made in dematerialized form.
- (v) The Shares allotted to the Allottees shall rank pari passu inter-se with the existing equity shares of the company in all respects (including with respect to dividend and voting rights) and shall be

subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations.

- (vi) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (vii) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission, as the case may be in compliance with Regulation 170(1) and Regulation 170(3) of the SEBI (ICDR) Regulations, 2018;

RESOLVED FURTHER THAT if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the company shall allot the shares to the Investors (listed herein) up to the extent of their applications received.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Board of Directors, and the Company Secretary of the Company be and are hereby authorised jointly/severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchange for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (b) to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of Shares to the respective dematerialized securities account of the proposed allottees (c) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchange and any other statutory authority for and on behalf of the Company; (d) to represent the Company before any Government / regulatory authorities; (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of the resolution), undertakings and to do or cause to be done any and all acts, things or deeds as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the Registrar of Companies, Delhi and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required."

Item No. 3- Issuance of warrants convertible into equity shares to promoters of the company /specified persons (non- promoters) on preferential basis:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), the Ministry of Corporate Affairs (**“MCA”**), Bombay Stock Exchange (**“BSE Limited”**) and or any other competent regulatory authority and in accordance with the enabling provision of memorandum and articles of association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchange and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, approval of the Members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 3,50,000 (Three Lacs Fifty Thousand Only) Convertible Warrants (**“Warrants”**) at a price of Rs. 160 /- per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company (**“Equity Shares”**) at a premium of Rs. 150 /- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the following persons / entities forming part of the Promoters / specified persons (**“proposed allottees”**) of the Company for Consideration payable through electronic means/ banking channels and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

S. No.	Proposed Allottee	PAN	Maximum Number of Warrants proposed to be issued	Category
1.	Rohit Gupta (HUF)	AAEHR7347M	2,00,000	Promoter
2.	Mr. Amit Ranjan	AHKPR4811M	75,000	Non- Promoter
3.	Mr. Chandan Kumar	BBFPK2908E	50,000	Non- Promoter
4.	Mr. Chirag Gupta	AUBPG2398G	25,000	Non- Promoter
TOTAL			3,50,000	

RESOLVED FURTHER THAT the **“Relevant Date”** for this proposed issue of warrants in accordance with the SEBI ICDR Regulations shall be January 06, 2022 being the date 30th day prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- i. The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs.10/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- v. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vi. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the then existing Equity Shares of the Company.
- vii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be subject to a lock-in for such periods, as prescribed under the SEBI ICDR Regulations from time to time for Promoter Group and non-promoter group.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorised jointly/severally to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements and documents to give effect to the resolution above and listing and trading of Equity Shares issued on exercise of Warrants, including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Delhi, and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants/ Shares to the respective dematerialized securities account of the proposed allottees and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of the Company and

to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolution and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard."

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

Date: January 12, 2022
Place: Noida

Rohit Gupta
Managing Director
(DIN: 00045077)

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 10/2021 read with Circular No. 14/2020 dated April 08, 2020, 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 and No. 20/2021 dated December 08, 2021 (MCA Circulars) read with applicable SEBI Circulars, respectively, permitted the holding of Extra-Ordinary General Meeting (EGM) through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the EGM of the Members of the Company is being held through VC/OAVM. **Hence, Members can attend and participate in the EGM through VC/OAVM only.** The deemed venue for the EGM of the Company shall be the Registered Office of the Company.
2. The Notice of the Extra-Ordinary General Meeting is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Extra-Ordinary General Meeting will also be available on the Company's website www.csloffinance.in and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and NSDL's e-voting website: <https://www.evoting.nsdl.com>.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars read with applicable SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip & Route Map are not annexed to the Notice.
4. Pursuant to the provisions of Section 113 of the Companies Act, 2013, Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company on email id investor@csloffinance.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

5. The Members can join the EGM in the VC/OAVM mode 15 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.
6. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special businesses to be transacted at the meeting is annexed hereto.
9. All documents referred to in the accompanying Notice and the Explanatory Statement are available electronically for inspection by the members on all working days during 2:30 PM to 4:30 PM from the date of dispatch of Notice up to the date of the Extra-Ordinary General Meeting i.e., Saturday, February 05, 2022. Members seeking to inspect such documents can send their requests to the Company at investor@cslfinance.in.
10. The Notice of the Extra-Ordinary General Meeting is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA and SEBI Circulars. A person who is not a Member as on the cut- off date shall treat this notice for information purposes only.
11. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/ RTA, MAS Services Limited.
12. Pursuant to Reg. 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above and to eliminate all risks associated with physical shares, members holding shares in physical form are advised to dematerialise shares held by them in physical form. Members can contact the Company or Company's RTA, Mas Services Limited., for any assistance in this regard.

13. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS (E-VOTING):

- 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. Nitin Panchal, Practicing Company Secretary (COP: 19534) 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 (BSE Limited), where the Company's equity shares are listed and shall also be displayed on the Company's website www.cslfinance.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. Saturday, January 29, 2022. 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 Wednesday, February 02, 2022.
 - b) End of remote e-Voting: 05:00 P.M. (IST) on Friday, February 04, 2022
 - 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"><li data-bbox="738 277 1408 911">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.<li data-bbox="738 926 1408 1136">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="738 1150 1408 1801">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>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.
<p>Type of shareholders</p>	<p>Login Method</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, 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</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 npanchalassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@masserv.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar

Card) to 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 and joining virtual meeting 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.

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.
- VI. Members seeking any information with regard to any business to be dealt at the EGM, are requested to send an e- mail on investor@cslfinance.in on or before January 31, 2022 along with their name, DP ID and Client ID/ folio number, PAN and mobile number. The same will be replied by the Company suitably.
- VII. Further, members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ Folio Number, PAN and mobile number at investor@cslfinance.in on or before January 31, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

EXPLANATORY STATEMENT

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

Item No. 1-

The Board of Directors at their meeting held on Wednesday, January 12, 2022 had subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of upto 18,25,000 Equity Shares to the Investors (non-promoter group) and approved the issue of upto 3,25,000 convertible warrants to the promoter group and non-promoter group on a preferential basis as may be determined as per the regulations of chapter V of SEBI (ICDR) Regulations, 2018. Post issuance of the above mentioned equity shares/ warrants, the paid up share of the Company will increase to 2,06,82,621 (Two Crore Six Lakhs Eighty Two Thousand Six Hundred Twenty One Only) from existing 1,85,07,621 (One Crore Eighty Five Lakhs Seven Thousand Six Hundred Twenty One Only).

The present Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10 (Rupees Ten) each. Accordingly, it is necessary to increase the Authorised Share Capital to facilitate issuance of equity shares/warrants on preferential basis and for future requirements of the Company. Hence, it is proposed to increase the Authorised Share Capital of the Company to Rs. 23,00,00,000 (Rupees Twenty Three Crore Only) divided into 2,30,00,000 (Two Crore Thirty Lakhs) equity shares of Rs. 10/- each by creation of additional 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each ranking *paripassu* in all the respect with the existing equity shares of the Company.

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

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

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

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

Explanatory Statement to Item No. 2 and Item No. 3 of the said Notice

The Board of Directors at their meeting held on Wednesday, January 12, 2022 had subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of upto 18,25,000 Equity Shares to the Investors (Non-Promoters) and upto 3,50,000 Convertible Warrants to Promoters and Non-Promoters on a

preferential basis as may be determined as per the regulations of Chapter V of SEBI (ICDR) Regulations, 2018.

The disclosures in accordance with the Companies Act, 2013 and the other disclosures as per the SEBI (ICDR) Regulations, 2018 and the other applicable provisions of law are as follows:

1. Objects of the Preferential Issue:

The Company requires infusion of funds for the General Corporate Purposes.

2. The total number of Equity Shares/ Convertible Warrants ('Warrants') and the price at which to be issued:

The Company proposes to issue and allot upto 18,25,000 (Eighteen Lakh Twenty Five Thousand Only) equity Shares at a price of Rs. 160/- per equity share (at a premium of Rs.150/- per equity share) aggregating to Rs. 29,20,00,000 (Rupees Twenty Nine Crore Twenty Lakhs Only) on preferential basis and upto 3,50,000 (Three Lakh Fifty Thousand Only) Convertible Warrants ('Warrants') at a price of Rs. 160/- per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each at a premium of Rs. 150 /- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants aggregating to Rs. 560,00,000/- (Rupees Five Crore Sixty Lakhs only) on a preferential basis

3. Basis on which the price has been arrived at for issue of equity shares/Warrants:

The equity shares of Company are listed on Stock Exchange viz. BSE Limited and are frequently traded in accordance with the SEBI (ICDR) Regulations, 2018.

In terms of the applicable provisions of SEBI (ICDR) Regulations, the price at which equity shares/warrants shall be allotted shall not be less than higher of the following:

- (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange during the Twenty-Six (26) weeks preceding the Relevant Date; **or**
- (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange during the Two (2) weeks preceding the Relevant Date.

The higher minimum issue price arrived at after calculating in the aforesaid manner shall be considered as minimum issue price for the issue of Equity Shares.

However, your Board proposes to issue the Equity Shares/Warrants each carrying a right to subscribe to one Equity Share per share at a Price of Rs. 160/- (Rupees One Hundred Sixty Only) per Share, which price is not less than the minimum price at which the securities are permitted to be issued in accordance with Chapter V of the SEBI (ICDR) Regulations.

4. The relevant date on the basis of which price has been arrived at: Relevant Date in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as January 06, 2022 being the 30th day prior to February 05, 2022 i.e., the date on which the Extra-Ordinary General Meeting of the Company is being convened, in terms of the Companies Act, 2013 to consider the proposed preferential issue

5. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares/warrants shall be issued and allotted to the Promoter and Non-Promoter as detailed herein below. The Company has obtained the PAN of all the proposed allottees:

S. No	Name of proposed Allottee	Category	Maximum number of Equity Shares/Warrants proposed to be allotted	Equity Shares or Warrants issued	Total Amount
1.	Sanjay Gupta HUF	Non-Promoter	12,00,000	Equity Shares	19,20,00,000
2.	LRSD Securities Private Limited	Non-Promoter	6,00,000	Equity Shares	9,60,00,000
3.	Ms. Prachi Garg	Non-Promoter	25,000	Equity Shares	40,00,000
4.	Rohit Gupta HUF	Promoter	2,00,000	Warrants	3,20,00,000
5.	Mr. Amit Ranjan	Non-Promoter	75,000	Warrants	1,20,00,000
6.	Mr. Chandan Kumar	Non-Promoter	50,000	Warrants	80,00,000
7.	Mr. Chirag Gupta	Non-Promoter	25,000	Warrants	40,00,000
TOTAL			21,75,000		34,80,00,000

6. Intention of Promoters, directors or key managerial personnel to subscribe to the offer:

None of the Promoters, Directors and the Key Management Personnel intend to subscribe to the offer of Equity Shares/Warrants under this Preferential Issue except Promoter- Rohit Gupta HUF, the proposed allottee to be issued and allotted 2,00,000 convertible warrants.

7. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

8. Names of the proposed allottees and the percentage of post preferential issue capital that may be held by them

The names of the Investors together with their post issue capital held with them will be as set out below:

S. No.	Name of Investor	Category	Equity Shares or Warrants issued	Post-issue capital held (in %)
1	Sanjay Gupta HUF	Non-Promoter	Equity Shares	5.7
2	LRSD Securities Private	Non-Promoter	Equity Shares	2.8

	Limited			
3	Ms. Prachi Garg	Non-Promoter	Equity Shares	0.11
4	Rohit Gupta HUF	Promoter	Warrants	1.12
5	Mr. Amit Ranjan	Non-Promoter	Warrants	0.35
6	Mr. Chandan Kumar	Non-Promoter	Warrants	0.24
7	Mr. Chirag Gupta	Non-Promoter	Warrants	0.11

9. Proposed time for completion of Preferential Allotment:

The Company will complete the allotment pursuant to this preferential issue within a period of 15 (fifteen) days from the date when the shareholders' resolution approving this Preferential Allotment is passed. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

10. Change in control if any, in the Company that would occur consequent to the preferential Issue:

There will be no change in control of the Company pursuant to the Preferential Allotment.

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

During the Current Financial Year 2020-21, no allotment of securities on preferential basis has been made by the Company.

12. Pre and Post-Issue Shareholding Pattern:

Category	Pre-Issue*		Post-Issue^	
	No. of shares	% of shareholding	No. of shares	% of shareholding
(A) Promoter and Promoter Group Holding				
Indian	3968481	21.45	3968481	18.82
Individual/HUF	35983	0.19	235983	1.12
Bodies Corporate	6637490	35.86	6637490	31.48
Sub Total	10641954	57.50	10841954	51.42
Foreign Promoters/Promoter Group	0	0	0	0
Total Shareholding of Promoter & Promoter Group	10641954	57.50	10841954	51.42
(B) Non-Promoters' holding:				
(B1) Institutions	0	0	0	0
Mutual Funds	0	0	0	0

Banks / FI	0	0	0	0
Insurance Companies	0	0	0	0
FIIIs	0	0	0	0
Sub Total	0	0	0	0
(B2)Non- Institutions				
Bodies Corporate (Indian)	3578026	19.33	4178026	19.82
Individuals	3454401	18.66	3629401	17.21
NRIIs	716751	3.88	716751	3.40
HUF	0	0	1200000	5.70
Any Others	8975	0.05	8975	0.04
Sub Total	7758153	41.92	9733153	46.17
Total Non-Promoters' Shareholding	7758153	41.92	9733153	46.17
(C) Non Promoter Non Public#				
Shares held by ESOP Trust	107514	0.58	507514	2.41
GRAND TOTAL (A+B+C)	18507621	100.00	21082621	100.00

*As on 31.12.2021

^Post giving effect to Resolution No. 2 & 3

Allotment of ESOP shares to the CSL ESOP Trust in Board Meeting held on January 12, 2022

13. Lock-In Period:

The Equity Shares issued allotted shall be subject to a Lock-in for such period as specified under Regulation 167 of the SEBI (ICDR) Regulations.

14. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Name of the Allottees	Category	PAN	Ultimate Beneficial Owner	Pre-Preferential Allotment*		Number of Shares/Warrants proposed to be issued	Post-Preferential Allotment^	
				No. of shares	% of shareholding		No. of shares	% of Shareholding#
Sanjay Gupta HUF	Non-Promoter/Bodies Corporate	AAFHS6939H	Sanjay Gupta	-	-	12,00,000 (Equity Share)	12,00,000	5.7
LRSD Securities Private Limited	Non-Promoter/Bodies Corporate	AACCL7917L	Ms. Ritu Dua	-	-	6,00,000 (Equity Share)	6,00,000	2.8
Ms. Parchi	Non-Promoter/	AUFPG5522J	NA	-	-	25,000 (Equity Share)	25,000	0.11

Garg	Individual							
Rohit Gupta HUF	Promoter/ Bodies Corporate	AAEHR7347M	Mr. Rohit Gupta	3598 3	0.19	2,00,000 (Warrants)	2,35,983	1.12
Mr. Amit Ranjan	Non- Promoter/	AHKPR4811M	NA	-	-	75,000 (Warrants)	75,000	0.35
Mr. Chandan Kumar	Individual	BBFPK2908E	NA	-	-	50,000 (Warrants)	50,000	0.24
Mr. Chirag Gupta	Non- Promoter/	AUBPG2398G	NA	150	-	25,000 (Warrants)	25,000	0.11
TOTAL				3613 3	0.19	21,75,000	21,75,000	10.4

*As on 31.12.2021

^Post giving effect to Resolution No. 2 & 3

#The shareholding percentage is calculated on the total paid up capital of the Company taking into effect the allotment of 4,00,000 Equity shares to the ESOP Trust in Board Meeting held on January 12, 2022 and the proposed allotment of equity shares/ warrants.

15. Contribution being made by the promoters or directors either as part of the preferential Issue or separately in furtherance of objects:

2,00,000 Convertible Warrants issued to Promoter in Resolution No. 3

16. Auditors' certificate:

A copy of certificate from the Statutory Auditors of the Company certifying that the above Issue of the Equity Shares is being made in accordance with the SEBI (ICDR) Regulations, shall be available for inspection electronically by the Members on all working days during 2:30 PM to 4:30 PM from the date of dispatch of Notice up to the date of the Extra-Ordinary General Meeting i.e. Saturday, February 05, 2022.

17. General:

- a. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter.
- b. The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date.
- c. The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- d. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- e. 100 per cent of the Preferential Allotment Price for equity shares shall be payable at the time of application to the Equity Shares and an amount equivalent to 25% of the Warrant Issue

Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).

- f. The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- g. The equity shares to be issued and allotted by the Company in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

18. Undertaking by the Company:

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the SEBI (ICDR) Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR) Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottees. The Board at its meeting held on Wednesday January 12, 2022, has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out in Item No. 2 & 3 in the accompanying notice for your approval.

Save as aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives in any way are concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 2 & 3.

Except Mr. Rohit Gupta, the Karta and Ms. Rachita Gupta, Ms, Ridhima Gupta, Members of the Rohit Gupta (HUF) are concerned and interested, financially or otherwise, in passing the resolution set out at Item No. 3

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

Date: January 12, 2022
Place: Noida

Rohit Gupta
Managing Director
(DIN: 00045077)