



NOTICE IS HEREBY GIVEN THAT THE 19th (NINETEENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF INDUS CORPORATE SERVICES PRIVATE LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING AT 1030 HRS ON FRIDAY, THE 27th DAY OF SEPTEMBER 2024 TO TRANSACT THE FOLLOWING BUSINESS:

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statement for the financial year ended 31st March, 2024 including the Balance Sheet as at 31st March 2024 and Statement of Profit and Loss Account for the year ended on that date together with the Board's Report and Auditor's Report thereon.

SPECIAL BUSINESS

2. **APPOINTMENT OF MRS. GANESAN INDUMATHI (DIN: 10546087) AS DIRECTOR OF THE COMPANY**

To consider and if thought to pass with or without modification, the following resolution as Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mrs. Ganesan Indumathi (DIN:10546087), who was appointed as additional director of the company by the Board of Directors with effect from 13th March 2024 and who holds office up to the ensuing Annual General Meeting of the Company, be and is hereby appointed as Director of the Company."

Place : Coimbatore

Date : 10/09/2024

**For and on behalf of the
Board of Directors**


**K.S. Ravichandran
Director
DIN:00002713**

NOTES:

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standards, relating to special business to be transacted at the Annual General Meeting ("AGM"), is annexed to the Notice.
2. In view of the MCA General Circular No.20/2020 dated 05th May, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the Annual General Meeting [AGM] venue is not required if the Company is having email-ID of more than 50% of the members representing 75% of the paid-up capital of the Company.
3. AGM shall be convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No.20/2020 dated 05th May, 2020 read with General Circular No.14/2020 dated April 08, 2020, General Circular No.2/2021 dated 13/01/2021 and 11/2022 dated 28/12/2022, and subsequent circulars issued in this regard, the latest being General Circular No. 09/ 2023 dated 25th September, 2023.
4. Company shall cause a public advertisement in English and in vernacular language of the district in which the registered office of the company is situated stating that the company proposes to hold general meeting in accordance with the provisions of the Act and in accordance with the aforesaid circulars and that the notice to be sent to all its members at least three days from the date of publication of the advertisement. Your company has taken efforts and able to get email id of all shareholders of the company. Since, email ids of all shareholders are available, your company has not given public advertisement.
5. Pursuant to the General Circular No.14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote is not available for this AGM. Since the meeting is scheduled to be held by VC, attendance slip and route map is not annexed to this Notice.
6. The Members can join the AGM in the VC 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 AGM through VC will be made available for all the members since the total members are below 500.

7. Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at **indusco@indusco.biz**
9. In line with the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated 13th, April 2020, notice of the meeting and Annual Report are being sent by e-mail to the shareholders of the Company.
10. In compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 read with MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No.22/2020 dated 15/06/2020 if the members present and attending the meeting is less than 50, the Chairman of the meeting shall pass the voting of resolution by show of hands unless a demand for poll is made by a member in accordance with Section 109 of the Act.
11. Members may attend the AGM, by following the invitation link sent to their registered email ID.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 2

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 50 of the Articles of Association of the Company, the Board of Directors in its meeting held on March 13th 2024 appointed Mrs. Ganesan Indumathi (DIN:10546087), as an additional director of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mrs. Ganesan Indumathi can hold office only up to the date of the ensuing Annual General Meeting. Since the Company is a private limited company, Section 160 of the Companies Act, 2013 will not be applicable to the Company.

It is hereby noted that as per Article 40 of the Articles of Association of the Company the Company is exempted from appending the explanatory statement to the Notice, however, as a measure of taking an informed decision, the statement of material facts herewith given.

Details of director sought to be appointed as director as per the notice to Para 1.2.5 of Secretarial standards on General Meetings are provided hereunder:

Name of Director, DIN and Age	Mrs. Ganesan Indumathi - DIN:10546087 52 years
Date of First Appointment in the Board	13 th March 2024
Qualification	Bsc. Zoology
Expertise in Specific functional areas	Management
Directorship/Partnership held in other Companies	Nil
Terms of remuneration sought to be paid	No remuneration
No. of equity shares held in the Company	55,000
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Spouse of Dr.K.S.Ravichandran (Director)
Number of Meetings of the Board attended during the year	None during the FY 2023-24

The Board is of the view that the appointment of Mrs. Ganesan Indumathi on the Company's Board is beneficial to the Company and hence recommends the said Ordinary Resolution as set out at item no. 2 of the Special Business for approval by the Members.

Dr.K.S.Ravichandran the other director and Mr.Ramki Ravichandran share holder and relative and appointee herself is concerned or interested in the resolution set out at item No. 2 of the Special Business of the Notice.

Place : Coimbatore

Date : 10/09/2024

**For and on behalf of the
Board of Directors**



**K.S. Ravichandran
Director
DIN:00002713**