



INDUS MOTOR COMPANY PRIVATE LIMITED
Indus House, Chakkorathukulam, Calicut - 673005
CIN: U50102KL1984PTC004009
website: www.indusmotor.com
Email: ceo@indusmotor.com

NOTICE OF 40th ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting of the Members of the Company will be held on Thursday, 26st December 2024 at 11.30 A.M. through Video Conferencing to be hosted from the Corporate Office of the Company at Thevara, Ernakulam, to consider the following businesses:-

Ordinary Businesses:

1. **To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:**

To receive and adopt the Balance Sheet as at 31st March, 2024 and the Profit & Loss Account for the period ended as on that date together with the Schedules and Notes forming part of Accounts as audited and reported by the Auditors of the company and the Directors Report to the Shareholders.

2. **To consider and if thought fit to pass with or without modification(s) the following as an Ordinary Resolution:**

"RESOLVED THAT in terms of provisions of Section 123 of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend) Rules, a final dividend of Rs. 6/- per share on equity shares to the Shareholders as recommended by the Board of Directors of the Company for the financial year ended 31st March, 2024 be and is hereby declared."

Special Businesses:

3. **To appoint Statutory Auditors of the Company to fill casual vacancy and to fix their remuneration and if thought fit, to pass with or without modification, as Ordinary Resolution:**

"RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules and other applicable provisions, if any, M/s M A MOIDEEN and ASSOCIATES, Chartered Accountants, (Firm Registration No.002126S) be and are hereby appointed as Statutory Auditors of the Company for the financial year 2023-2024, to fill up the casual vacancy caused due to resignation of M/s MSKA and Associates, Chartered Accountants of the Company.

"RESOLVED FURTHER THAT M/s M A MOIDEEN and ASSOCIATES, Chartered Accountants, (Firm Registration No.002126S) be and are hereby appointed as Statutory Auditors of the

Company to hold the office from 14th October, 2024 until the conclusion of the 40th Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with Auditors and duly approved by the Board of Directors of the Company.”

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

“**RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, and other applicable provisions, if any, M/s M A MOIDEEN and ASSOCIATES, Chartered Accountants, (Firm Registration No.002126S) be and are hereby appointed as the Statutory Auditor of the Company and shall hold the office from the conclusion of 40th Annual General Meeting to be held for the financial year 2024-2025 till the conclusion of the 43rd Annual General Meeting to be held for the financial year 2026-27 for a term of 3 years, the period which being held by the erstwhile statutory auditors M/s MSKA and Associates, Chartered Accountants at a remuneration as may be decided by the Board of Directors in consultation with the Auditors.”

“**RESOLVED FURTHER THAT** Mr. Ajmal Abdul Wahab, (DIN: 03410236) Director or Mr. Afdhel Abdul Wahab (DIN: 05223133) Director of the Company be and are hereby authorized to do such act, deeds and things and to file necessary e - forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

For and on behalf of the Board of Directors

Place: Cochin
Date: 03/12/2024

AFDHEL ABDUL WAHAB
Director
DIN: 05223133

Notes:

1. Pursuant to General Circular No.09/2023 dated 25th September 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), the 40th Annual General Meeting of the Company is being conducted through Video Conferencing (VC) Facility, without the physical presence of Members at a common venue. The deemed venue for the 40th Annual General Meeting (AGM) shall be the Corporate Office of the Company, from where the meeting will be hosted.
2. In compliance with the aforesaid MCA circulars, notice of the Annual General Meeting is being sent only through electronic mode to members whose email addresses are registered with the Company. Members are requested to intimate immediately change of address or mail id, if any, to the Company.
3. Since this Annual General Meeting is being held pursuant to the MCA circulars through VC, physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 40th AGM.

4. Owing to the difficulties involved in dispatching of physical copies of the Audited financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements shall be sent only by email to the members.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the time of AGM.
6. Members may attend the AGM through video conferencing and the link for participation will be shared before the meeting.
7. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
8. Facility of joining the AGM through VC shall be kept open 15 minutes before the time scheduled for the AGM and will be available for members on first come first serve basis and shall not be closed till expiry of 15 minutes after the conclusion of the AGM.
9. Where the decisions are put to vote, the members shall convey their vote through E-voting and the details of such E-voting shall be shared to the shareholders separately before the meeting.
10. The stakeholders may contact the following helpline number for any queries/clarification with using the technology, before the meeting

Contact person: N N KRISHNAN

Telephone no: 9447184213

E-mail ID: cs@indusmotor.com

Or

Contact person: Anas K P

Telephone no: 9745997997

E-mail ID: anaskp@indusmotor.com

For and on behalf of the Board of Directors

Place: Cochin
Date: 03/12/2024

AFDHEL ABDUL WAHAB
Director
DIN: 05223133

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
RELATING TO ITEM NO.3 AND ITEM NO.4**

Board proposes that, M/s M A MOIDEEN and Associates, Chartered Accountants, Kochi be and are appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s MSKA and Associates, Chartered Accountants.

In order to fill up such casual vacancy, the company has appointed M/s M A MOIDEEN and Associates, Chartered Accountants, Kochi, to conduct the audit in its 266th Board Meeting held on 14th October, 2024.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of M/s M A MOIDEEN and Associates, Chartered Accountants, Kochi, in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board. Hence, the company has proposed their approval of the members in the item number 3 of the notice.

Further, the company has proposed their appointment in the item number 4 of the notice, for the period of 3 (Three years) from the conclusion of 40th Annual General Meeting to be held for the financial year 2024-2025 till the conclusion of the 43rd Annual General Meeting to be held for the financial year 2026-27, the period which being held by the erstwhile statutory auditors M/s MSKA and Associates, Chartered Accountants.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.