



INDUS MOTOR COMPANY PRIVATE LIMITED

Indus House, Chakkorathukulam, Calicut - 673005

CIN: U50102KL1984PTC004009 website: www.indusmotor.com

Email: ceo@indusmotor.com

NOTICE OF 37th ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting of the Members of the Company will be held on Thursday, the 30th day of September, 2021 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:-

Special Businesses:

1. To consider and if thought fit to pass with or without modification(s) the following as an ordinary resolution:

“RESOLVED THAT this meeting stands adjourned to a future date as may be decided by the board of directors of the company to consider the Audited financial statements including Balance Sheet as at 31st March, 2021 and the Statement of Profit & Loss for the year ended as on that date together with the cash flow statements 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 this meeting stands adjourned to a future date as may be decided by the board of directors of the company, for declaring a final dividend recommended by the Board of Directors of the Company in terms of provisions of Section 123 of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend) Rules, 2014.”

Explanatory statement pertaining to Item No.1 and 2 are attached herewith.

For and on behalf of the Board of Directors

**N.N.KRISHNAN
COMPANY SECRETARY**

Place: Cochin

Date: 09.09.2021

eCSIN: EA009048C000048221



Notes:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020, 33/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 28th September 2020 and 13th January 2021 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the 37th 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 37th Annual General Meeting 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 37th 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 (assent/dissent), at the designated email address cs@indusmotor.com which shall be kept confidential and shall be strictly maintained by the company all times.
10. The stakeholders may contact the following helpline number for any queries/clarification with using the technology, before the meeting.

Contact person: Thomas Kuruvila
Telephone no: 9745996565
E-mail ID: ceo@indusmotor.com

Or

Contact person: Anas K P
Telephone no: 9745997997
E-mail ID: anaskp@indusmotor.com

Place: Cochin

Date: 09.09.2021


N.N KRISHNAN
COMPANY SECRETARY

eCSIN: EA009048C000048221



Explanatory Statement:
(Pursuant to Section 102 of the Companies Act, 2013)

Item 1

Considering the inconvenience of Mr. Pallikere Ibrahim Abdulla to attend the Board meeting held on 08.09.2021, for approving the financial statements of the Company, the Board decided to defer the items proposed in the meeting to a future date. However, pursuant to the provisions of section 96 of the Companies Act, 2013, the Company is required to convene its Annual General meeting on or before 30th September 2021. Also, pursuant to the provisions of Section 101 of the Companies Act, 2013, the notice for Annual General meeting shall be circulated to the shareholders 21 clear days before the date of AGM. Also, the Audited financial statements along with all its annexures shall be circulated to the Board of directors 21 days before the date of Annual General meeting. So, it would be appropriate to hold the Annual General meeting of the Company on 30th September 2021 and unanimously adjourn the business items to be transacted in the meeting to a future date so that the shareholders can adopt the audited financial statements along with all required annexures in the adjourned meeting.

Your Directors therefore recommend that the Annual General meeting to consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, including Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon, be adjourned to a future date.

Directors of the company are interested in the proposed resolution to the extent of their respective shareholdings in the Company.

Item 2

The Board had proposed to recommend dividend to the shareholders on the Board meeting held on 08.09.2021. Since the item was deferred to a future date, the Board could not consider the said item. Therefore, the Board recommends that the Annual General Meeting to consider the declaration of dividend be adjourned to a future date.

Directors of the company are interested in the proposed resolution to the extent of their respective shareholdings in the Company.

Place: Cochin

Date: 09.09.2021


N.N.KRISHNAN
COMPANY SECRETARY

eCSIN: EA009048C000048221