



INDUS MOTOR COMPANY PRIVATE LIMITED

Indus House, Chakkorathukulam, Calicut - 673005

CIN: U50102KL1984PTC004009 website: www.indusmotor.com

Email: ceo@indusmotor.com

NOTICE OF 39th ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting of the Members of the Company will be held on Thursday, 16th November 2023 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, the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the company, Mr. Abdulla Ibrahim, (holding DIN: 01613309) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 6th February, 2023, be and is hereby appointed as Director of the Company with the prior approval of Hon’ble National Company Law Tribunal”

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

“RESOLVED THAT this meeting stands adjourned to a future date as may be decided, to receive and adopt the Statement of Profit & Loss and the Balance Sheet as on that date together with the Notes forming part of accounts as audited and reported by the Auditors of the company and the Director’s Report to the Shareholders for the year ended 31st March 2023.


“RESOLVED FURTHER THAT Mr. Afdhel Abdhul Wahab (DIN: 05223133) or Mr. Ajmal Abdul Wahab (DIN: 03410236), Directors of the Company, be and is hereby authorised to decide a future date, and to issue the notice of the Adjourned Annual General Meeting”

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

“RESOLVED THAT the declaration of dividend for the financial year ending 31st March 2023 is adjourned to a future date as may be decided Mr. Afdhel Abdhul Wahab (DIN: 05223133) or Mr. Ajmal Abdul Wahab (DIN: 03410236), Directors of the Company.

For and on behalf of the Board of Directors

Afdhel
Abdul
Wahab



Digitally signed
by Afdhel Abdul
Wahab
Date: 2023.10.25
14:22:35 +05'30'

Place: Cochin
Date: 25/10/2023

AFDHEL ABDUL WAHAB
Director
DIN: 05223133

Notes:

1. Pursuant to General Circular No.10/2022 dated 28TH December 2022, issued by the **Ministry of Corporate Affairs (“MCA Circulars”)**, the 39th 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 39thAnnual 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 39th 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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT, RELATING TO
ITEM NO.1 AND ITEM NO.2 and 3**

ITEM NO. 1

Due to the sudden demise of Mr. P A Ibrahim Haji (Late), erstwhile Vice Chairman and Director of the Company, on the 21st of December, 2021, 5,45,946 shares of Mr. P A Ibrahim Haji (Late), were transferred to his legal heirs in accordance to the circular resolution passed on 23.12.2022.

Mr.Abdulla Ibrahim, holding DIN: 01613309, was appointed as additional director of the company pursuant to section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 at the meeting of the Board of Directors of the Company held on 6th February, 2023.

The status quo imposed by the Hon'ble National Company Law Tribunal, Kochi Bench, vide interim order dated January 17, 2020, is still in effect, the company needs prior permission of the Hon'ble National Company Law Tribunal, Kochi Bench to appoint Mr. Abdulla Ibrahim as an additional director of the Company in place of Mr. P A Ibrahim Haji (Late). Hence the Hon'ble National Company Law Tribunal, Kochi Bench has granted the appointment of Mr.Abdulla Ibrahim, holding DIN: 01613309 as Director of the Company vide order dated 07th September 2023.

As per the provisions of section 161 (1) of the Companies Act, 2013 every person appointed as additional director of the Company shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Hence the resolution intended to consider the ratification of the appointment of Mr. Abdulla Ibrahim, holding DIN: 01613309 as director of the Company with the prior approval of Hon'ble National Company Law Tribunal.

ITEM NO. 2 and 3

The Board of Directors of the Company is expecting some delay in receiving the Audit report for the financial year ending 31st March 2023 from the Statutory Auditors of the Company. However, pursuant to section 96 of the Companies Act, 2013 the Company is required to convene the Annual General Meeting for the financial year ended 31st March 2023 within the time limit prescribed and as per the extension granted by the Registrar of Companies, Kerala.

In order to comply with the provisions of law, the company has to convene AGM . However the agenda items pertaining to adoption of accounts and financial statements for the year ended 31st March 2023 and agenda item pertaining to declaration of dividend may be adjourned to a future date as may be decided by Mr. Afdhel Abdhul Wahab (DIN: 05223133) or Mr. Ajmal Abdul Wahab (DIN: 03410236), Directors of the Company.

Mr. Afdhel Abdhul Wahab (DIN: 05223133) or Mr. Ajmal Abdul Wahab (DIN: 03410236), Directors of the Company may be authorised to fix the date for the Adjourned AGM and to issue notice to the shareholders of the Company for convening aforementioned adjourned Annual General Meeting.

