

INDSEC SECURITIES AND FINANCE LIMITED

Registered Office: 301/302, "215 Atrium", A Wing, Andheri Kurla Road, Chakala, Andheri (East), Mumbai – 400 093

Email id: co@indsec.co.in **Tel. No.:** 022 6114 6100 **Website:** www.indsec.co.in

CIN: U67120MH1993PLC073185



ADDENDUM TO THE NOTICE OF 31ST ANNUAL GENERAL MEETING

Addendum to the Notice of the **Thirty First Annual General Meeting** ("AGM") of the Members of **Indsec Securities and Finance Limited ("the Company")** scheduled to be held at a shorter notice on **Wednesday, May 22, 2024, at 4.00 p.m.** at the Registered Office of the Company at 301/302, "215 Atrium", A Wing, Andheri Kurla Road, Chakala, Andheri (East), Mumbai – 400 093. Shorter Notice is hereby given that the following item of business is added in the aforesaid Notice as Item No. 7 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated May 18, 2024 and the notes provided therein.

-: SPECIAL BUSINESS :-

7. To create Charge on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder, consent of the Company be and is hereby accorded to the Board of Directors ("Board" which expression shall be deemed to include person(s) authorized and/or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to mortgage, charge, hypothecate, pledge, assign or otherwise encumber, movable and/or immovable, tangible and/or intangible properties/assets of the Company, both present and future, and/or the whole or substantially the whole of the undertakings of the Company, both present and future, and/or the whole or substantially the whole of the undertakings of the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, in favour of/for the benefit of lenders, security trustee, agents to secure loans/borrowings/financial assistances availed/to be availed by the Company/any third party, together with interest, additional interest, liquidated damages, cost, charges, expenses and all other monies whatsoever payable by the Company/ such third party as per the terms of respective financing documents for the said loans/borrowings/financial assistances, up to the value of and within the overall limit of ₹ 50/- Crores (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT, the Board be and is hereby authorized to finalize, settle, negotiate and execute such documents, deeds, writings, undertakings, agreements as may be required and take all such steps and do all such acts, deeds, matter, and things as it may, in its discretion, deem necessary, proper, desirable or expedient to give effect to the above resolution."

**By order of the Board of Directors
For Indsec Securities and Finance Limited**

Place: Mumbai
Date: May 22, 2024

Registered Office:
301/302, "215 Atrium", A Wing,
Andheri Kurla Road, Chakala,
Andheri (East), Mumbai – 400 093

Sd/-
Siddheshwar Thorat
Company Secretary
Mem No.: A57378



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 and SECRETARIAL STANDARD 2 ON GENERAL MEETINGS:

The following statement sets out the material facts relating to the Item no. 7 as a Special Business mentioned under the Addendum to the Notice dated May 18, 2024 convening the **Thirty First Annual General Meeting** (“AGM”) of the Members of the Company.

Item No. 7:

The Company in the ordinary course of its business avails the non-funded credit facility from its bankers in the form of Bank Guarantees to meet its working capital requirements (i.e. for the purpose of Base Capital or enhancement of Base Capital maintained with the Stock Exchanges / Clearing Corporations). Further, the Company may also avail the funded credit facilities, whenever required, in such forms and manner, as may be permissible, to meet its capital requirements from time to time subject to the provisions of the Companies Act, 2013 (“the Act”). Such credit facility may be secured by way of a mortgage/ charge/ hypothecation/ pledge on the Company’s assets in favour of the lenders/ security trustee/ agents as mentioned in the Resolution at Item No. 7.

Standard terms of such credit facility include conditions whereby lenders/ trustees in certain circumstances (such as events of default) can take over the substantial assets of the Company, to recover their dues. It is therefore, necessary to obtain members’ approval by way of a Special Resolution under Section 180(1)(a) of the Act to authorize the Board for creation of charges/ mortgages/ hypothecations for an amount not exceeding ₹50 Crores.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the special resolution as set out at item no. 7.

**By order of the Board of Directors
For Indsec Securities and Finance Limited**

Sd/-
Siddheshwar Thorat
Company Secretary
Mem No.: A57378

Place: Mumbai
Date: May 22, 2024

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