

## **NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Thirty Third Annual General Meeting of the Company will be held on Tuesday, the 27th day of September 2022 at 11.00 AM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

### **ORDINARY BUSINESS**

- 1 To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Reports of the Board of Directors and Auditors thereon.

### **SPECIAL BUSINESS**

- 2 To appoint Shri Imran Amin Siddiqui (DIN: 09153707) as a Non-Executive Nominee Director of the Company and in this regard 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 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time Shri. Imran Amin Siddiqui, (DIN: 09153707) who was appointed as an Additional Director on 30.9.2021 to hold office until the conclusion of the Annual General Meeting be and is hereby appointed as a Non-Executive Nominee Director of the Company, liable to retire by rotation”.

- 3 To appoint Shri. Satish Kumar Kalra (DIN: 01952165) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as special resolution:

**“RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time Shri. Satish Kumar Kalra (DIN: 01952165), who was appointed as an Additional Director on 30.11.2022 to hold office until the conclusion of the Annual General Meeting, be and is hereby appointed as a non-executive Independent Director of the Company for a first term of five years commencing from the conclusion of this 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting, not liable to retire by rotation”.

4. To appoint Shri. Sunil Jain (DIN: 09665264) as a Non-Executive Nominee Director of the Company and in this regard 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 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time Shri. Sunil Jain, (DIN: 09665264), who was appointed as an Additional Director on 22.07.2022 to hold office until the conclusion of the Annual General Meeting, be and is hereby appointed as a Non-Executive Nominee Director of the Company, liable to retire by rotation”.

**By Order of the Board  
for Indbank Merchant Banking Services Ltd**

**Sd/-  
Chitra. M A  
Company Secretary and Compliance Officer**

**Place : Chennai  
Date : 22.07.2022**

**Notes:**

**1. ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (AGM):**

In view of the continuing Covid-19 pandemic, MCA (Ministry of Corporate Affairs) vide its circular no.02/2022 dated 05.05.2022, allowed companies whose AGMs are due in the Year 2022 to conduct their AGMs through video conferencing (VC) or other audio visual means (OAVM), without the presence of the shareholders, in accordance with the requirements provided in paragraphs 3 and 4 of General Circular No.20/2020. SEBI vide its circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, extended the relaxations in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode, for listed companies, till 31.12.2022. In compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA circulars, the Company is holding the Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Shareholders can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is given in Note No.8.

The Company has opted Central Depository Services (India) Limited ("CDSL"), to provide VC/OAVM facility for the AGM and the attendant enablers for conducting of the AGM.

In line with the aforesaid SEBI and MCA Circulars, the Notice of AGM along with Annual Report 2021-22 is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company/ Depositories. Shareholders may note that Notice and Annual Report 2021-22 have been uploaded on the website of the Company at [www.indbankonline.com](http://www.indbankonline.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

Shareholders holding shares in physical mode may temporarily register their e-mail Ids by clicking on the link <https://investors.cameoindia.com> or share the particulars by email to [agm@cameoindia.com](mailto:agm@cameoindia.com) to get the soft copy of the Notice of AGM and the Annual Report.

**2. E-VOTING**

The voting period begins on Saturday, 24<sup>th</sup> September 2022 from 9 AM and ends on Monday, 26<sup>th</sup> September 2022 at 5 PM. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, 20<sup>th</sup> September 2022, i.e., the cut-off date (record date), may cast their vote electronically.

The voting rights of members shall be in proportion to their shares to the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 20<sup>th</sup> September 2022. The e-voting module shall be disabled by CDSL for voting thereafter.

The Board of directors of the Company has appointed Ms. Nithya Pasupathy, Partner, M/s. SPNP & Associates, Practicing Company Secretaries, as the Scrutinizer of AGM to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the AGM unblock the votes cast through remote e-voting including e-voting on the date of AGM. Voting results of AGM will be communicated to the Stock Exchanges not later than two working days of the conclusion of the AGM. The results declared along with the Scrutinizer's Report will be uploaded on the Company's website, [www.indbankonline.com](http://www.indbankonline.com).

**3. APPOINTMENT OF PROXIES AND AUTHORIZED REPRESENTATIVE(S):**

Pursuant to the aforesaid circulars, the facility to appoint proxy to attend and cast vote for the shareholders is not available for this AGM, as it is being held through VC/OAVM.

However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM, participate and cast their votes through e-voting. Institutional /Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to participate in the Annual General Meeting through VC/OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [spnpassociates@gmail.com](mailto:spnpassociates@gmail.com) and [murali@cameoindia.com](mailto:murali@cameoindia.com) with copy marked to the Company at [investors@indbankonline.com](mailto:investors@indbankonline.com) not later than four days before the date of the meeting, i.e., on or before 5.00 p.m. on September 22, 2022.

**4. BOOK CLOSURE :**

The Register of Shareholders and the Share Transfer Register of the Company will remain closed from Wednesday, 21<sup>st</sup> September, 2022 to Tuesday, the September 27, 2022 (both days inclusive) for the purpose of Annual General Meeting.

**5. UNCLAIMED DIVIDEND, IF ANY:**

There is no unclaimed dividend as on March 31, 2022 remaining to be transferred to Investor Education and Protection Fund (IEPF)

The shareholders who have not claimed / received their Dividend for the years 2007-08 and 2008-09, are requested to contact the Share Transfer Agent of the Company for payment of the dividends immediately. The Company has posted the details of the Unclaimed/Unpaid Dividend Warrants on its site i.e., [www.indbankonline.com](http://www.indbankonline.com) to enable the shareholders to claim by contacting the Share Transfer Agent / or the Company.

We wish to urge the shareholders for registration or updation of their Permanent Account Number (PAN) and bank mandate as it ensures the receipt of dividend and/or any other consideration timely.

#### 6. INTIMATION OF CHANGE OF NAME, ADDRESS, E MAIL ADDRESS, NOMINATIONS BY SHAREHOLDERS:

Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, nominations, bank details.

Shareholders holding shares in physical form are requested to intimate changes, if any, in Form ISR-1 (which is available in the website of the Company, [www.indbankonline.com/About us/investors/Investors service requests forms](http://www.indbankonline.com/About us/investors/Investors service requests forms)) to the RTA by sending an email to [kyc@cameoindia.com](mailto:kyc@cameoindia.com) or [investor@cameoindia.com](mailto:investor@cameoindia.com). Alternatively, the aforesaid information may be sent by post or courier to the RTA viz, Cameo Corporate Services Limited, Unit: Indbank Merchant banking Services Limited, Subramanian Building, 1, Club House Road, Chennai-600002. Ph: 044-40020700.

Shareholders holding shares in electronic form are requested to intimate changes, if any, to their respective Depository Participant(s).

#### 7. GREEN INITIATIVE:

To support the 'Green Initiative', shareholders who have not yet registered their email address are requested to register the same with their DPs in case the shares are held by them in electronic form and with Cameo Corporate Services Limited in case the shares are held by them in physical form.

#### 8. PROCEDURE & INSTRUCTIONS FOR REMOTE E-VOTING, JOINING THE AGM THROUGH VC/ OAVM AND FOR E-VOTING DURING AGM:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The Members can join the AGM in the VC/OAVM 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/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [indbankonline.com](http://indbankonline.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

#### INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Saturday, 24.09.2022 from 9 AM and ends on Monday, 26.09.2022 at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e, Tuesday, 20.09.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p>

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Indbank Merchant Banking Services Ltd on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@indbankonline.com](mailto:investors@indbankonline.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number to company's mail id, [investors@indbankonline.com](mailto:investors@indbankonline.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number to company's mail id, [investors@indbankonline.com](mailto:investors@indbankonline.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSLindia.com or call toll free no. 1800 22 55 33.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 and Information of Directors pursuant to the requirements of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is furnished below:**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

**Item No 2**

Shri Imran Amin Siddiqui, (DIN: 09153707), is an Additional Director of the Company. He is presently an Executive Director of Indian Bank and he is also a director in other listed entities as given below.

**Details of other Directorships**

Name of the company	Directorship	Committee Membership
Indian Bank	Executive Director	1. Risk Management Committee - (Member) 2. Stakeholders Relationship Committee - (Member)
Ind Bank Housing Limited	Nominee Director	NIL

Shri Imran Amin Siddiqui, (age: 58 years) is an engineering graduate from HBTI, Kanpur and a CAIIB. He started his banking career as a field officer on 28th December 1987. He is having a diversified experience of more than 34 years in the field of banking.

He has a business development background which comes from his strategic positioning as Zonal Manager and Field General Manager in the field for almost 7 years put together in different zones like Kolkata Urban, Barasat and has headed the entire West Bengal and all of the North East states as Field General Manager. He has also worked in various verticals at the administrative offices.

At the Corporate level, he has steered the Credit Department and Credit Monitoring Department with his expertise. He was heading the Resources and Government Relationship department at Corporate Office, Chennai before his elevation.

Disclosure of relationships between directors inter-se; Nil

Shareholding in the Company : Nil

Shri Imran Amin Siddiqui, (DIN: 09153707), is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Shri Imran Amin Siddiqui, (DIN: 09153707) was appointed as an Additional Director by the Board of Directors of the Company at their meeting held on 30.09.2021, till the conclusion of the ensuing Annual General Meeting.

Nomination and Remuneration Committee at their meeting dated 30.09.2021, recommended the Board to propose him as a candidate for the office of Non-Executive Nominee Director in the ensuing Annual General Meeting, liable to retire by rotation.

The Board recommends the proposal set forth in the Notice (Item No 2) for consideration and approval of the shareholders.

**Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives**

Except Shri. Imran Amin Siddiqui, none of the Directors / Key Managerial Personnel of the company and their relatives is concerned or interested in this item of business.

**Item No. 3**

Shri. Satish Kumar Kalra, age (64 years) holds a post-graduation degree in Science (MSc) from MD University, Rohhak Haryana, CAIIB and PGDM (Finance) from All India Management Association, New Delhi. He had attended several advance level training courses/ seminars from top tier management institutions. He is having a diversified experience in different areas of banking such as treasury, funds management, risk management, and infrastructure lending. He had worked as Whole Time Director and Executive Director in Andhra Bank, General Manager (Treasury) in Allahabad Bank and as a director in India First Insurance Company Limited.

Details of other Directorships

Name of the company	Directorship	Committee Membership
PNB GILTS LIMITED	Independent Director	Chairman of Risk Management Committee Member of Audit Committee Member of Nomination and Remuneration Committee Member of Stakeholder's Relationship Committee
CAN FIN HOMES LIMITED	Independent Director	Chairman of Stakeholder's Relationship Committee Member of CSR Committee Member of Nomination and Remuneration Committee
J. K. CEMENT LIMITED	Independent Director	Member of Risk Management Committee Member of Nomination and Remuneration Committee

Disclosure of relationships between Directors inter-se; Nil

Shareholding in the Company : Nil

Shri Satish Kumar Kalra, (DIN: 09153707), is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Shri Satish Kumar Kalra, (DIN: 09153707) was appointed as an Additional Director by the Board of Directors of the Company by passing a circular resolution on 30.11.2021, till the conclusion of the ensuing Annual General Meeting.

Nomination and Remuneration Committee vide a circular resolution passed on 23.11.2021, recommended the Board to propose him as a candidate for the office of Non-Executive Independent Director in the ensuing Annual General Meeting, not liable to retire by rotation. In the opinion of Board of Directors of the Company, he fulfills the conditions specified in the Act for such appointment and therefore the Board recommends the proposal set forth in the Notice (Item No 3) for consideration and approval of the shareholders.

**Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives**

Except Shri. Satish Kalra, none of the Directors / Key Managerial Personnel of the company and their relatives is concerned or interested in this item of business.

**Item No.4**

Shri Sunil Jain (49 years) is having more than 15 years of banking experience. Currently he is working as the Chief Financial Officer (CFO) of Indian Bank. He joined Indian Bank on 06.11.2006. He has also worked with credit verticals and lead corporate branches of Indian Bank. He is a Chartered Accountant and holds a Post-Graduation in Commerce and CAIIB.

Details of other Directorships

Name of the company	Directorship	Committee Membership
Ind Bank Housing Limited	Nominee Director	Audit Committee and Nomination & Remuneration Committee

Disclosure of relationships between directors inter-se; Nil

Shareholding in the Company : Nil

Shri Sunil Jain, (DIN: 09665264), is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Shri Sunil Jain, (DIN: 09665264) was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 22.07.2022, till the conclusion of the ensuing Annual General Meeting.

Nomination and Remuneration Committee at their meeting dated 22.07.2022, recommended the Board to propose him as a candidate for the office of Non-executive Nominee Director in the ensuing Annual General Meeting, liable to retire by rotation.

The Board recommends the proposal set forth in the Notice (Item No 4) for consideration and approval of the shareholders.

**Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives**

Except Shri. Sunil Jain, none of the Directors / Key Managerial Personnel of the company and their relatives is concerned or interested in this item of business.

**By Order of the Board  
for Indbank Merchant Banking Services Ltd**

**Sd/-  
Chitra. M A  
Company Secretary and Compliance Officer**

**Place: Chennai  
Date: 22.07.2022**

**Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their Depository Participants concerned.