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# NOTICE

CIN: U65929HR2022PTC100418

**Registered. Office:** 595, Gali No 9, Madan Puri, Gurugram -122 001, Haryana, India

**Corporate Office:** 25A, Tower B-2, Spaze I-Tech Park Sector-49, Gurugram- 122018

**Email:** Hello@csa-advisor.com **Website:** www.csa-advisor.com **Tel:** + 0124-4100784

NOTICE is hereby given that the 3rd (Third) Annual General meeting of the members of CSA INVESTMENTS PRIVATE LIMITED is to be held on Thursday, September 5, 2024 at 11:00 AM (IST) at the corporate office of the Company situated at 25A Tower B-2, Spaze I-Tech Park Sector-49, Sohna Road, Gurugram - 122 018 (Haryana) to transact the following business:-

## ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2024 together with the report of the Board of Directors and Auditors thereon.

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To re-appoint auditors of the Company and to fix their audit fees and in this regard, to consider and if thought fit, to pass the following resolution as an ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s NYS & Company, Chartered Accountants, (FRN No. 01700N) be and are hereby appointed as Auditors of the Company for a term of 1 (one) year from the conclusion of this Annual General Meeting till the conclusion of the 4th Annual General Meeting of the Company to be held in the year 2025, at such fees as shall be fixed by the Board of Directors of the Company.”

## SPECIAL BUSINESS:

3. To increase the authorised share capital and to alter the capital clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent and approval of the Members of the Company be and is hereby accorded for increase the authorised share capital of the Company from existing INR 5,10,00,000 (Indian Rupees Five Crores Ten Lakhs Only) divided into 51,00,000 (Fifty-One lakhs)

shares of INR 10 (Indian Rupees Ten only) each to INR 8,10,00,000 (Indian Rupees Eight Crores Ten Lakhs Only) divided into 81,00,000 (Eighty-One lakhs) shares of INR 10 (Indian Rupees Ten Only) each ranking pari passu in all respect with the existing equity shares of the Company as per the Memorandum and Articles of the Company.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 13 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”) read with rule 15 of the Companies (Share Capital and Debentures) Rules, 2014, consent of the members of the Company be and is hereby accorded for effecting the alteration in the existing clause V of Memorandum of Association of the Company in the following manner:

| Type of Shares    | No of Shares | Nominal amount Per Share | Total Amount of Shares |
|-------------------|--------------|--------------------------|------------------------|
| Equity Shares     | 80,00,000    | 10                       | 8,00,00,000/-          |
| Preference Shares | 1,000        | 1,000                    | 10,00,000/-            |

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments, and writings as may be required to give effect to this resolution.”

#### **4. To alter the articles of association of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment (including any statutory modification or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for adding sub-clause 64 (iii) in the Articles of Association of the Company which states that:

*“The debenture trustee may appoint a nominee director on the Board of the Company in the event of two consecutive defaults in payment of interest to the debenture holders or default in the creation of security for debentures or default in the redemption of debentures.”*

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and are hereby severally authorised to sign and file all the requisite e-forms including Form MGT-14 along with such other documents as may be required with the Registrar of Companies and to do all such acts, deeds, and things as may be ancillary or incidental thereto for giving effect to this resolution.”

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**5. To consider and approve the proposal for issuance of 6,00,000 (Six Lakhs Only) shares through preferential allotment.**

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

**“RESOLVED THAT** pursuant to provisions of Section 23, 42 & 62 and other applicable provisions, if any, of the Companies Act 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder and subject to applicable clauses of Articles of Association, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, in one or more tranches, 6,00,000 (Six Lakhs Only) equity shares on such terms and conditions as the Board may deem fit from time to time.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters, and things and execute all such documents, instruments, and writings as may be required to give effect to this resolution.”

**6. To consider and approve the issuance of Non-Convertible Debentures amounting to INR 75,00,00,000 (Indian Rupees Seventy Five Crores Only) in one or more tranches.**

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

**“RESOLVED THAT** pursuant to the provisions of sections 42, 71, 179(3)(c) and any other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (prospectus and Allotment of Securities) Rules, 2014 and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) as amended from time to time and the enabling provisions of the Memorandum and Articles of Association of the Company, and all other applicable laws including the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder and terms and conditions that may be agreed to, Consent of members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (the "Board", which term shall be deemed to include any authorised Committee thereof), on behalf of the Company to issue, to make offer(s) and/or invitation(s) to subscribe to and to allot Non-Convertible Debentures (secured or unsecured or perpetual or listed and/ or unlisted, redeemable Senior/subordinated, Structured or Market linked securities (MLDs) or such other form of debentures as may be determined) ("NCDs/Debentures"), for cash, either at par or premium or discount to the face value, for an aggregate amount not exceeding INR 75,00,00,000 (Indian Rupees Seventy-Five Crores only) under one or more shelf disclosure documents and/or under one or more letters of offer and/or under one or more Placement Memorandum, as may be issued by the Company, and in one or more series, during a period of one year commencing from the date of this Annual General Meeting, on private placement basis, from time to time, such that the aggregate amount to be raised through the issue of such NCDs shall not exceed INR 75,00,00,000 (Indian Rupees Seventy-Five Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to arrange or settle the terms and conditions on which all such monies are to be borrowed, from time to time, as to the interest, repayment, security, or otherwise howsoever as it may think fit and to do all such other acts, deeds,

and things, as it may deem necessary, in its absolute discretion, including to execute all such agreements, documents, instruments, and writings as may be required and to delegate all or any of its powers herein conferred, to any Committee of Directors and/or Directors and/or officers of the Company, to give effect to the authority of this resolution.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters, and things and execute all such documents, instruments, and writings as may be required to give effect to this resolution.”

**7. To borrow in excess of share capital & reserve pursuant to section 180(1)(c) of the Companies Act, 2013 Upto INR 100 Crores.**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed at the Extra Ordinary General Meeting of the members of the Company held on March 28, 2023, the consent of the members be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013, to the Board of Directors to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company remaining outstanding at any point of time exceeding in the aggregate, for the time being, of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments, and writings as may be required to give effect to this resolution.”

**8. To approve and adopt the Employee Stock Option Scheme, 2024 and issuance of shares.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures Rules), 2014 including any statutory modification(s) or re-enactment of the Act, for the time being in force and in accordance with the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board"), consent of the members of the Company be and is hereby accorded to the Board to introduce and implement the "CSA Investments Private Limited Employees' Stock Option Scheme - 2024" ( hereinafter referred to as "CSAIPL ESOS 2024" ) the salient features of which are detailed in the Explanatory Statement to this notice and to create, offer, issue and allot at any time to or for the benefit of employees who are in the permanent employment of the Company whether working in India or out of India, including Directors of the Company whether

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Whole-time Directors or not, but excluding Promoter, Promoter Group, and Independent Directors, and to such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and regulations prevailing from time to time (all such persons are hereinafter collectively referred to as "Employees") under the CSAIPL, ESOS 2024, such number of equity shares of the Company but not exceeding 50,000 (Fifty Thousands Only) Equity Shares of 10 each, in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Scheme, the provisions of the law or regulations issued by the relevant authority, as may be prevailing at that time.

**RESOLVED FURTHER THAT** the new equity shares to be issued and allotted in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of creating, offering, issuing, allotting, and listing of the Shares and/or for the purpose of complying with any Guidelines or Regulations that may be issued from time to time by any appropriate authority, the Board be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions in CSAIPL ESOS 2024 from time to time or to suspend, withdraw or revive CSAIPL ESOS, 2024 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine terms and conditions of issue of the Shares and do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company.”

By order of the Board  
For **CSA INVESTMENTS PRIVATE LIMITED**

**Corporate Office:**

25A, Tower B-2, Spaze I-Tech,  
Sector-49, Sohna Road,  
Gurgaon - 122 018, Haryana

**Date:** August 13, 2024

**Place:** Gurugram

Sd/-  
Shristi Rajpurohit  
Company Secretary & Compliance Officer

## NOTES

1. The Explanatory statement setting out the material facts pursuant to section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of Company.
3. The proxy form should be deposited at the Corporate office of the Company, not later than 48 hours before the commencement of the meeting.
4. Member(s) desiring any information/ explanations on accounts are requested to inform the Company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided at Annual General Meeting.
5. Members/ Proxies should bring the attendance slip, duly filled in to attend the Annual General Meeting.
6. In terms of section 101 and 136 of the Companies Act, 2013 read with the rules made thereunder read with MCA Circulars and SEBI Circular dated October 07, 2023, notice of 3rd AGM along with the Annual Report for FY2024 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice of the 3rd AGM and Annual Report for FY 2023- 2024 will also be available on the Company's website at <https://csa-advisor.com/> website of the stock exchanges i.e., BSE Ltd. ('BSE') at [www.bseindia.com](http://www.bseindia.com).

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## **EXPLANATORY STATEMENT**

### **PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**The following is the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out all material facts relating to special business mentioned in the accompanying notice for convening the Annual General Meeting of the members of the Company:**

**Item No. 3: To increase the authorised share capital and to alter the capital clause of the Memorandum of Association of the Company.**

The Company intends to increase the authorised Share Capital of the Company from INR 5,10,00,000 (Indian Rupees Five Crores Ten Lakhs Only) to INR 8,10,00,000 (Indian Rupees Eight Crores Ten Lakhs Only).

In terms of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, it is necessary to alter the Memorandum of Association of the Company for the same, the consent and approval of the Members is required for increase in the Authorised Share Capital and alter the Memorandum of Association of the Company.

Further, Section 61 (1) of the act also states that a limited Company having a share capital, if so authorised by its articles, alter the conditions of its memorandum to increase its share capital by such amount as it thinks expedient by issuing New Shares.

None of the Directors of the Company or their respective relatives/KMPs are, in any way, concerned or interested, financially or otherwise in this resolution.

**Item No. 4: To alter the Articles of Association of the Company.**

Pursuant to Regulation 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 it is proposed to amend the Articles of Association of the Company which states:

“If an issuer is a Company, it shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board of Directors:

Provided that the issuer whose debt securities are listed as on the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, shall amend its Articles of Association to comply with this provision.



Provided further that the issuer, which is in default of payment of interest or repayment of principal amount in respect of listed debt securities, shall appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors, within one month from date of receipt of nomination from the debenture trustee or the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, whichever is later.”

Hence it is proposed to add a sub-clause 64 (iii) in the Articles of Association of the Company in the following manner pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force):

*“The debenture trustee may appoint a nominee director on the Board of the Company in the event of two consecutive defaults in payment of interest to the debenture holders or default in the creation of security for debentures, or default in the redemption of debentures.”*

None of the Directors of the Company or their respective relatives/KMPs are, in any way, concerned or interested, financially or otherwise in this resolution.

**Item No. 5: To consider and approve the proposal for issuance of 6,00,000 shares through preferential allotment.**

The Company proposes to issue up to 6,00,000 equity shares through a preferential allotment. This preferential allotment requires the approval of the members by way of a special resolution, as stipulated under the Companies Act, 2013.

The primary purpose of this preferential allotment is to raise funds for expansion. The allotment will facilitate the achievement of the Company’s strategic objectives as outlined in the Memorandum of Association.

#### **Key Details of the Proposal:**

- **Number of Shares:** The Company proposes to issue up to 6,00,000 equity shares on a preferential basis.
- **Pricing:** The issue price or price band for the shares will be determined in accordance with the relevant provisions of the Companies Act, 2013, and will be based on a valuation report from a registered valuer.
- **Allottees:** The shares will be allotted to a select group of persons. The exact identity and details of the allottees will be disclosed in due course.
- **Regulatory Compliance:** The allotment will be conducted in accordance with the provisions of the Companies Act, 2013, including obtaining necessary approvals and complying with disclosure requirements.



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The members are requested to approve the special resolution authorising the Board of Directors to issue and allot up to 6,00,000 equity shares on a preferential basis and to undertake all necessary steps to give effect to this allotment.

None of the Directors of the Company or their respective relatives/KMPs are, in any way, concerned or interested, financially or otherwise in this resolution.

**Item No. 6: To consider and approve the issuance of Non-Convertible Debentures amounting to INR 75,00,00,000 (Indian Rupees Seventy-Five Crores Only) in one or more tranches.**

The Company intends to raise funds by issuing Non-Convertible Debentures (NCD) to meet its business requirements. In terms of sections 42, 71, 179(3)(c) and any other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14(2) of Companies (prospectus and Allotment of Securities) Rules, 2014 and Rule 1B of Companies (Share Capital and Debentures) Rules, 2014 and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 permits the Company to pass a resolution once in a year for the consent of members is to issue Redeemable Non-Convertible Debentures, secured or unsecured (“NCDs”), for cash, either at par or premium or discount to the face value, for an aggregate amount not exceeding INR 75,00,00,000 (Indian Rupees Seventy-Five Crores only) under one or more shelf disclosure documents and/or under one or more letters of offer and/or under one or more Placement Memorandum, as may be issued by the Company, and in one or more series, during a period of one year commencing from the date of this Annual general meeting, on private placement basis, from time to time, such that the aggregate amount to be raised through issue of such NCDs shall not exceed INR 75,00,00,000 (Rupees Seventy Five Crores Only).

None of the Directors of the Company or their respective relatives/KMPs are, in any way, concerned or interested, financially or otherwise in this resolution.

**Item No. 7: To borrow in excess of share capital & reserves pursuant to section 180(1)(C) of the Companies Act, 2013 upto INR 100 Crore.**

The Company needs to raise a sufficient fund for objects as stated in the Memorandum, repayment of previous dues and working Capital purposes. The Ministry of Corporate Affairs (MCA), New Delhi vide their Notification No. 2754 dated September 12, 2013 had notified inter-alia the applicability of provisions of Section 180(1)(c) of the Companies Act, 2013 with effect from September 12, 2013, which stipulates obtaining prior approval of the Shareholders of the Company by way of Special Resolution for exercising the specified powers of the Board of Directors relating to the borrowing of the Company respectively.

Accordingly, in order to borrow money for the purpose of the Company exceeding the aggregate of the paid up share capital, free reserves and securities premium of the Company, (reserves not set apart for any specific purpose) and ensure necessary compliances of the provisions of the Companies Act, 2013, Company required the resolution requires approval from its members.

None of the Directors of the Company or their respective relatives/KMPs are, in any way, concerned or interested, financially or otherwise in this resolution.

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**Item No. 8: To approve and adopt the Employee Stock Option Scheme, 2024 and issuance of shares.**

Employees Stock Option is a useful tool to attract retain and motivate the best available talent and to reward them for performance. This also provides an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. The Employee Stock Option Scheme (CSAIPL ESOS 2024) proposed to be introduced is aimed at retaining best talent in the Company. The Scheme has been approved by the Board of Directors at their Meeting held on the 30th April, 2024. The Scheme will be operated and administered under the superintendence of the Company's Board of Directors. The Board of Directors will formulate the detailed terms and conditions of the Scheme including:

According to section 62 (1) (b) of Companies Act, 2013 no scheme shall be offered to employees of Company unless the shareholders of the Company approve it by a ordinary resolution in a general meeting, accordingly Item number 08 to this notice is proposed as Ordinary Resolution.

The salient features of the CSAIPL ESOS 2024 and the disclosures required under Rule 12 (2) of The Companies (Share Capital and Debentures) Rules, 2014 are as under:

- **The total number of options to be granted**

The total number of Options that may, in the aggregate, be issued would be such number of Options which shall entitle the Option holders to acquire in one or more tranches upto 50,000 equity shares of the Company of the face value of 10 each. Each such Options confers a right upon the Employee to apply for 1 (one) equity shares of 10/- each of the Company, in accordance with the terms and conditions of such issue.

- **Identification of classes of employees entitled to participate in the Scheme**

All permanent employees of the Company working in India or out of India and Directors (whether Managing/Whole-time Director or not) and its subsidiary & associate Company (ies,) (present or future) (excluding promoters and employees belong to Promoter Companies) and further excluding Independent Directors. The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years' service, performance, role assigned to the employee and such other parameters as may be decided by the Board of Directors in their Board Meeting from time to time.

The Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

- **Appraisal Process for determining the eligibility of Employees to the Scheme**

The appraisal process for determining the eligibility of the employees will be specified by the Administrator (i.e. the Board or any person authorised by the Board in accordance with the ESOP Plan) and will be based on (i) the periodic appraisal of employee(s) and/or any team or group of the employer Company of which such employee(s) is/are part of; (ii) subject to such employee(s) qualifying under the selection criteria, (which shall be decided from time to time by the Administrator

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or assessing the contribution of employee(s) towards the employer Company), and (iii) to select new hires, as an incentive to join and to act as a retention tool, if any, to determine whether employee(s) is/are eligible employee(s) and satisfy(ies) the eligibility criteria for the grant of Options under the ESOP Plan.

- **Requirements of vesting and period of vesting**

The Options granted under the ESOP Plan would vest not less than 1 (one) year and not more than 5 (five) years from the date of grant of an option.

The specific vesting schedule and vesting conditions, if any, subject to which vesting would take place shall be specified in the Grant Letter issued to the option holder at the time of grant which may inter alia, include performance and time-based conditions. The Options (base or special) will vest upon the satisfaction of the vesting conditions as determined by the Administrator in addition to the Minimum Performance Condition(s). The Options cannot vest less than 1 (one) year from the date of grant of an option.

- **The maximum period within which the Options shall be vested**

All the Options granted under the ESOP Plan shall vest on such dates and such proportions as determined by the Administrator. However, such Options would not vest later than 5 (five) years from the date of grant of option.

- **The exercise price or the formula for arriving at the same**

The exercise price will be the fair market value (i.e. the value of an equity share of the Company as may be determined by an independent registered valuer / chartered accountant as per accepted pricing methodology and applicable laws) on the date of grant payable by the option holder for exercising each of the vested Options, unless the Administrator specifically decides to provide for a lower price (but not lower than the face value of the shares) and included in the grant letter, provided that the price is in conformity with applicable accounting standards.

- **The exercise period and process of exercise**

Exercise Period under the ESOP Plan means “the time period commencing from the date of vesting within which the employee should exercise the vested option. Accordingly, vested Options can be exercised within the exercise period as determined by the Administrator and set out in the grant letter.

- **Vested Options are to be exercised as follows:**

- a) During employment – within the Exercise Period determined by the Administrator.
- b) In the event of death of an option holder while in employment with the Employer Company – within Six Months from the date of death of the option holder.
- c) In the event of separation of an option holder from the Employer Company due to reasons of Permanent Disability while in the employment of the Company - within 6 (six) months from the date

of separation from employment of the option holder from the Employer Company due to such Permanent Disability.

d) In the event of the option holder's separation from the Employer Company for reasons of normal retirement, superannuation or a retirement specifically approved by the Employer Company, or resignation by the option holder, or termination by Employer Company for any reason - on the last working date.

e) In case of termination of the option holder's employment with the Employer Company due to Cause or breach of post-employment obligations – all Options (unvested and vested) will lapse.

- **Exercise Process:**

The method of payment of the exercise price shall be determined by the administrator and may include (i) option holder making the payment to the Company through normal banking channels, such as NEFT/RTGS or issuance of demand draft; (ii) the option holder's approval or consent to the Company to deduct such amount from her/his salary or other entitlements, due and payable; or (iii) any combination of the foregoing methods of payment, provided that any such mechanism at the relevant point is allowed under applicable laws.

- **The Options shall be deemed to have been exercised for shares only when the Company receives:**

(i) a written notice of exercise from the option holder, in such form as may be prescribed; and  
(ii) full payment of exercise price and amount payable as tax under the relevant tax laws, in force at the relevant time, including payment of the stamp duty applicable on registration and issues of shares.

- **The lock-in period, if any**

The lock-in period, if any, for the Options granted under the ESOP scheme will be as per the provisions specified in the Companies Act, 2013 of India. This ensures compliance with regulatory norms and fosters stability and long-term commitment among employees participating in the scheme.

- **The method which the Company shall use to value its Options**

The Company shall value its Options in accordance with the applicable guidelines and provisions of the Companies Act, 2013 and any other relevant authorities. The valuation method adopted will ensure fairness and compliance with statutory requirements, promoting transparency and equity in the ESOP scheme.

- **The maximum number of Options to be granted per employee and in aggregate**

In accordance with the Companies Act, 2013 of India, the maximum number of Options granted per employee and in aggregate will be determined as per the guidelines set forth by the Act.

- **The conditions under which Option vested in employees may lapse e.g. in case of termination of employment for misconduct**

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Vested Options will lapse in the following conditions:

- (a) The vested Options which are not exercised by the Options holders within the exercise period set out in the grant letter.
- (b) The vested Options which are not exercised by the option holders/option holders' nominee within 6 (six) months from the date of (i) death of option holder; and (ii) separation due to permanent disability.
- (c) The vested Options which are not exercised by the option holders on the last working date in case of (i) normal retirement, superannuation or a retirement specifically approved by the Employer Company; (ii) resignation; or (iii) termination of employment by the Employer Company for any reason.
- (d) All Options (unvested and vested) as on the date on which (i) the Company terminates the employment of Option holder, or (ii) in case Option holder violates any post-employment obligations shall lapse.

- **The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation of employee**

Please refer to details as provided in Clauses (7) and (11) above.

- **A statement to the effect that the Company shall conform to the applicable accounting standards**

The Company acknowledges its commitment to adhere to all applicable accounting standards as required by law and best practices, from time to time. This ensures transparency and accuracy in financial reporting, which is crucial for maintaining trust and confidence among stakeholders, including our employees participating in the ESOP.

Accordingly, the resolutions set out as Item no. 08 are being placed for the approval of members.

Pursuant to section 102 of the Companies Act, 2013, the Board of the Company does hereby confirm that none of its directors or key managerial personnel (as defined under the Companies Act, 2013) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent that the stock Options may be granted to them pursuant to the ESOP Plan, in accordance with applicable law.

The Board thereby recommends the passing of the proposed resolutions stated in Item no. 08 of the notice of meeting for approval of the members as an ordinary resolution.

**[Pursuant to Section 105(6) of the companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**PROXY FORM**

Corporate Identification Number: U65929HR2022PTC100418  
Name of the Company : CSA Investments Private Limited  
Corporate Office : 25A, Tower B-2, Spaze I-Tech Park Sector-49, Gurugram-122 018

|                              |  |
|------------------------------|--|
| Name of Member               |  |
| Registered Address           |  |
| E-mail ID                    |  |
| Folio No./DP ID & Client ID* |  |

**\*Applicable in case shares are held in electronic form**

I/We being the holder(s) of \_\_\_\_\_ shares of CSA Investments Private Limited, hereby appoint:

1. Name: .....

Address:

E-mail Id:

Signature: .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of members of the Company, to be held on Thursday, September 05 , 2024 at 11:00 AM (IST) at the Corporate office of the Company situated at 25A, Tower B-2, Spaze I-Tech Park Sector-49, Gurugram 122 018, (Haryana) and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

| S.No. | Particulars of Resolution(s)  | For | Against |
|-------|---|-----|---------|
| 1     | To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2024 together with the report of the board of directors and auditors thereon |     |         |
| 2     | To re-appoint auditors of the Company and to fix their audit fees and in this regard, to consider and if thought fit, to pass the following resolution as an ordinary resolution                  |     |         |
| 3     | To increase the authorised share capital of the Company and to alter the capital clause of Memorandum of Association of the Company   |     |         |
| 4     | To alter the articles of association of the Company   |     |         |
| 5     | To consider and approve the proposal for issuance of 6,00,000 (Six lakhs Only ) shares through preferential allotment   |     |         |
| 6     | To consider and approve the issuance of Non-convertible Debentures amounting to INR 75,00,00,000 (Indian Rupees Seventy Five Crores Only) in one or more tranches                                 |     |         |
| 7     | To borrow in excess of share capital & reserves pursuant to section 180(1)(c) of the Companies act, 2013 upto INR 100 crores  |     |         |
| 8     | To approve and adopt the Employee Stock Option Scheme, 2024 and issuance of shares  |     |         |

Signed this ..... day of.....2024

Signature of Shareholder

Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company not less than 48 hours before the commencement of the AGM.



## ATTENDANCE SLIP

### CSA Investments Private Limited

Corporate Office: 25A, Tower B-2, Spaze I-Tech Park Sector-49, Gurugram-122 018

|                           |  |
|---------------------------|--|
| Name of Member/Proxy(ies) |  |
| Registered Address        |  |
| E-mail ID                 |  |
| Folio No/Client ID        |  |
| DP ID                     |  |

**I/We certify that I/We am/are registered member/proxy for the registered Member of the Company.**

I/We hereby record my presence at the Annual General Meeting of members of the Company to be held on Thursday, September 05, 2024 at 11:00 AM(IST).

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Member's / Proxy's name in BLOCK letters Signature of Member/Proxy

**Note:** Please fill in the attendance slip and hand it over at the entrance of the Meeting hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting

## ROUTE MAP:

Land Mark- Sohna Road

Corporate office: 25A, Tower B-2, Spaze I-Tech Park Sector-49, Gurugram – 122 018

