# INDUS FILA LIMITED

# TRANSCRIPT OF THE 27TH ANNUAL GENERAL MEETING

# HELD ON 30TH JULY 2026 THROUGH VIDEO CONFERENCE

**[17:00 IST] COMMENCEMENT OF MEETING**

**Tech Support:**
Sir, we are live now. You can start the meeting.

**Mr. Abhay Mandhana:**
Sure. So, I welcome you all. I am Abhay Mandhana, director of Indus Fila Limited. I welcome the members to the 27th Annual General Meeting. The meeting is being held through video conference in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI.

We have the requisite quorum present through video conference to conduct the proceedings of the meeting. Participation of members through video conference is being reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013.

The quorum being present, I call this meeting to order.

Before we start the main proceedings of the meeting, I call on the directors who are on video conference to introduce themselves. May I request Mr. Harsh to introduce himself, please?

**Mr. Harshvardhan Chandak:**
Yeah, good evening. I'm Harshvardhan Chandak. I am present

**Mr. Abhay Mandhana:**
Thank you, Mr. Harsh. May I request Mr. Himmatsingh, Non-executive Director to introduce himself?

**Mr. Himmatsingh Shekhawat:**

Hi, This is Himmatsingh Shekhawat

**Mr. Abhay Mandhana:**
Apart from them, We also have Ms. Charul, Company Secretary and Compliance Officer, Statutory Auditors, and the Secretarial Auditors joining this meeting.

Dear shareholders, good evening. I would like to welcome you all to the 27th Annual General Meeting of Indus Fila Limited held through video conference. I would like to take you through certain points regarding the participation at this meeting.

The facility of joining the AGM through video conference or other audio-visual means is being made available for members on first come, first served basis.

All members who have joined this meeting are by default placed on mute mode by the host to avoid any disturbance arising from background noise and to ensure smooth and seamless conduct of this meeting.

Once the Q&A session starts, the moderator will announce the name of the shareholders who have registered as speaker shareholders. The speaker shareholder will thereafter be unmuted by the host.

To start speaking, the shareholder is requested to click the video-on button. If the shareholder is not able to join through video for any reason, the shareholder can speak through the audio mode.

While speaking, we request the speaker to use the earphones so that he is clearly audible, minimize any noise in the background, ensure that Wi-Fi is not connected to any other devices, no other background applications are running, and there is proper lighting to have a good video and audio experience.

We would like to request the shareholders to limit their queries to three minutes.

The Companies Act, 2013 provides for electronic voting. Accordingly, the company has provided its members the facility to cast their vote through remote e-voting system administered by NSDL. Facility for voting during the meeting is also provided for members present here and who have not voted yet. Members may please go to the voting page of NSDL e-voting website and cast their vote.

Mr. Madhwesh K, Practicing Company Secretary, has been appointed as a scrutinizer to scrutinize the votes cast during the meeting through the remote voting facility.

Since the AGM is being held through video conference or other audio-visual means and the resolutions mentioned in the notice convening the AGM have already been put to vote through remote e-voting, there will be no proposing and seconding of resolutions. Thank you.

Dear shareholders, Indus Fila Limited underwent the Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code, 2016 and was delisted during the moratorium period imposed by the National Company Law Tribunal (NCLT), Bangalore vide order CP(IB) Number 136/17 dated February 20th, 2018.

The final resolution plan was subsequently approved by the NCLT Bangalore Bench on May 10th, 2019.

Pursuant to the aforesaid CIRP, the new management took over the company and are currently in the process of reviving the company's operations.

In the month of March 2024, the company was moved from delisted category to suspended category on both NSE and BSE. Since then, the company is in full compliance with Company law and SEBI regulations

**Mr. Abhay Mandhana:**
Outlook: There are qualifications in the statutory audit report and secretarial audit report. The auditor's report and management's response to the same are provided in the annual report circulated to the shareholders.

Since the notice has already been duly circulated to the members, we will take the notice convening this AGM as read.

We now take up the resolutions as set forth in the notice. We will open the floor for any questions by members after all the resolutions are tabled.

Accordingly, I now request Mr. Harsh to read out the intent of the proposed resolutions.

**Mr. Abhay Mandhana:**

**ITEM NO. 1: ADOPTION OF FINANCIAL STATEMENTS.**

The financial statements of the Company for the financial year ending March 31, 2026, and the reports of the Board of Directors and auditors have already been provided to the members.

**ITEM NO. 2: REAPPOINTMENT OF MR. HIMMATSINGH DASHARATHSINGH SHEKHAWAT AS DIRECTOR LIABLE TO RETIRE BY ROTATION.**

Mr. Himmatsingh Dasharathsingh Shekhawat, , is liable to retire by rotation and being eligible have offered myself for re-appointment and I hereby propose Mr. Himmatsingh to be re-appointed as a director of the Company, liable to retire by rotation

**ITEM NO. 3: APPOINTMENT OF CAAG & ASSOCIATES, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY.**

M/s CAAG & Associates, Chartered Accountants are proposed to be appointed as the Statutory Auditors of the Company for the term of five consecutive financial years (2026-67 to 2030-31)

**ITEM NO. 4 – APPOINTMENT OF MR. ABHAY MANDHANA (DIN: 07695839), AS A DIRECTOR AND A WHOLE-TIME DIRECTOR:**

I, Abhay Mandhana, propose to be appointed as a whole-time director liable to retire by rotation.

**ITEM NO. 5 - APPOINTMENT OF INDEPENDENT DIRECTOR MS. GLORY:**

Ms. KANIKELLA HEPZIBAH RATHNA GLORY, who meets the criteria for independence under Companies Act and Listing Regulations, is proposed to be appointed as an Independent Director of the Company for a period of 5 (Five) years effective from October 21, 2025 and that she shall not be liable to retire by rotation

Members please note that e-voting results shall be declared within two days. The result shall be placed on the company's website and communicated to the stock exchanges.

The resolutions are deemed to have been passed today subject to the receipt of votes in favour.

I sincerely thank the shareholders for attending the meeting and for the continued support. Also thank each of the directors and other members of the support staff.

With your consent, I and other board members would like to leave the meeting.

Thank you.

**[17:10 IST] CONCLUSION OF MEETING**

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***Note:*** *This transcript has been prepared from the video recording of the 27th Annual General Meeting of Indus Fila Limited.*