NOTICE TO SHAREHOLDERS

Dear Members,

Notice is hereby given that the 26th Annual General Meeting (AGM) of Indus Fila Limited (“the Company”) will be held on Tuesday, 30 September 2025 at 5:00 PM through Video Conference (“VC”) / Other Audit-Visual Means (“OAVM”)

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 (“the Act”), read with the related rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”), the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

Annual report of the company including directors report, corporate governance report and annexures thereto can be accessed from company’s website https://indusfila.com/home/

Very truly yours,

Harshvardhan Chandak
Chairperson & Director
DIN: 07626203

Date: September 08, 2025
Place: Bangalore

Enclosures:

1. **Notice of the 26th Annual General Meeting**
2. **Instructions for e-voting**
3. **Instructions for participation through VC**

Notice of the 26th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 26TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF INDUS FILA LIMITED WILL BE HELD ON TUESDAY, 30 SEPTEMBER 2025, AT 5:00 PM THROUGH VIDEO CONFERENCE (“VC”) / OTHER AUDIT-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item no. 1

ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025 and the report of the board of directors (“the board”) and auditors thereon.

Item no. 2

RE-APPOINTMENT OF MR. HIMMATSINGH DASHARATHSINGH SHEKHAWAT AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Himmatsingh Dasharathsingh Shekhawat, (DIN: 02625197), who retires by rotation and, being eligible, seeks reappointment.

To consider and if thought fit, to pass the following resolution as an **ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and reenactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. Himmatsingh Dasharathsingh Shekhawat, (DIN: 02625197) who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

Item no. 3

APPOINTMENT OF TOLWANI & ASSOCIATES, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY

To consider and if thought fit, to pass the following resolution, as an **ordinary resolution**:

“RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, M/s Tolwani & Associates, Chartered Accountants (Firm registration number: 143638W) be and are hereby appointed as the Statutory Auditors of the Company for the term of five consecutive financial years (2025-26 to 2029-30) who shall hold office from the conclusion of this 26th AGM till the conclusion of the 31st AGM at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

SPECIAL BUSINESS

Item No.4

TO APPOINT M/S MADHWESH PRATHAP AND ASSOCIATES, AS SECRETARIAL AUDITORS OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **ordinary resolution:**

"**RESOLVED THAT** pursuant to section 204 and all other applicable provisions, if any, of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or amendments thereof for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company, M/s Madhwesh Prathap and Associates, Practicing Company Secretaries, (Firm Registration Number P2025KR103400) be and are hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive financial years (2025-26 to 2029-30), who shall hold office from the conclusion of this 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company, at a remuneration mentioned in the statement annexed herewith.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

Item No.5

REDESIGNATION AND CONTINUATION OF DIRECTORSHIP OF MR. HIMMATSINGH DASHARATHSINGH SHEKHAWAT (DIN 02625197)

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 149 read with Schedule V of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. HIMMATSINGH DASHARATHSINGH SHEKHAWAT, Executive Director of the company shall be re-designated as Whole-time Director of the company liable to retire by rotation and shall hold such position for three years i.e., from 01-10-2025 to 30-09-2028

RESOLVED FURTHER THAT approval of shareholders be and is hereby granted for continuation of Mr. HIMMATSINGH DASHARATHSINGH SHEKHAWAT under Regulation 17(1D) of EBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution**.”**

Item No.6

CONTINUATION OF INDEPENDENT DIRECTORSHIP OF MR. HARSHVARDHAN CHANDAK (DIN 07626203)

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MR. HARSHVARDHAN CHANDAK, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby re-appointed as an Independent Director of the Company for a second term for the purpose of Regulation 17 of the said regulation, for a period of 5 (Five) years effective from October 01, 2025 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT approval of shareholders be and is hereby granted for continuation of Mr. HARSHVARDHAN CHANDAK under Regulation 17(1D) of EBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution**.”**

Item No.7

CONTINUATION OF INDEPENDENT DIRECTORSHIP OF MR. AMAN BACHHAWAT (DIN 10265139)

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MR. AMAN BACHHAWAT, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby re-appointed as an Independent Director of the Company for a second term for the purpose of Regulation 17 of the said regulation, for a period of 5 (Five) years effective from October 01, 2025 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT approval of shareholders be and is hereby granted for continuation of Mr. AMAN BACHHAWAT under Regulation 17(1D) of EBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution**."**

Notes:

1. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.

3. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to madhweshpcs@acms.pro with a copy marked to evoting@nsdl.com .

4. 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 for 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.

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

6. 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 the Circulars issued by the Ministry of Corporate Affairs dated 08 April 2020, 13 April 2020 and 05 May 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://indusfila.com/home/. 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 and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08 April 2020 and MCA Circular No. 17/2020 dated 13 April 2020, MCA Circular No. 20/2020 dated 5 May 2020 and MCA Circular No. 2/2021 dated 13 January 2021.

9. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP).

10. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated 9 December 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Mr. Madhwesh K, Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

11. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on September 22, 2025, may cast their votes electronically. The e-voting period commences on Saturday, September 27, 2025 (09:00 A.M. IST) and ends on Monday, September 29, 2025(5:00 P.M. IST). The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any

resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 22, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

12. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

13. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cutoff date, i.e., September 22, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.co.in However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. September 22, 2025, may follow steps mentioned in the Notice under 'Instructions for e-voting'.

14. In compliance with the Circulars, the Annual Report 2024-25, the Notice of the 26th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). Members may also note that the Notice of the 26th AGM and the Annual Report 2024-25 will also be available on the Company's website, https://indusfila.com/home/, websites of the stock exchanges, i.e. BSE and NSE, at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL, https://www.evoting.nsdl.com.

15. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.

16. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at https://indusfila.com/home/. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

17. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, https://indusfila.com/home/.

18. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

By order of the Board of Directors
For Indus Fila Limited

Harshvardhan Chandak
Chairperson & Director
DIN: 07626203

Date: September 08, 2025
Place: Bangalore

INDUS FILA LIMITED
CIN: L17121KA1999PLC025320
243/1 to 358/3, Thoramavu and Immavu Village,
Thandya Industrial Area, K S Hundi, Nanjangud
Taluk, Mysore, Karnataka, India, 571302
Email: accounts@indusfila.com

EXPLANATORY STATEMENT

Statement Pursuant to Section 102 (1) of the Companies Act, 2013 ("Act")

The following explanatory statement sets out material facts relating to the special business set out in the accompanying Notice of Annual General Meeting ("AGM"):

Item 4 - Appointment of M/s Madhwesh Prathap and Associates, as Secretarial Auditor of the Company

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, w.e.f. 13 December 2024, all listed entities incorporated in India shall appoint a Secretarial Auditor for not more than one term of five consecutive years; or a firm of Secretarial Auditors for not more than two terms of five consecutive years, with the approval of its members in its Annual General Meeting.

Given the above, the Board after considering competence and experience of the firm in conducting the audit of the Company, has proposed to appointment of M/s Madhwesh Prathap and Associates, Practicing Company Secretaries, as secretarial auditors for the first term of five consecutive financial years i.e., from

2025-26 to 2029-30. The first year of Secretarial Audit will be for the year ending 31 March 2026. The appointment is subject to the approval of the members of the Company.

The Board of Directors considered experience of the firm in handling secretarial audits, ability of the firm in providing services to the Company and considered it to be suitable for appointment as secretarial auditors.

The Board of Directors shall approve the remuneration of the secretarial auditors: Rs. 1,50,000/- for FY 2025-26 and to be decided by the board for remaining FYs.

The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the secretarial auditors.

M/s Madhwesh Prathap and Associates has consented to their appointment as Secretarial Auditors and have confirmed that to the Company that their appointment, if made, shall be in compliance with applicable laws.

Brief profile of M/s Madhwesh Prathap and Associates

M/s Madhwesh Prathap and Associates, was constituted as partnership firm on 20-01-2025 and the said firm obtained registration from Institute of Company Secretaries of India

on 2401-2025 (Registration No. P2025KR103400). The registered office of the Firm is located at 1st floor, 10th Cross Rd, Remco BHEL Layout, Ideal Homes Township, Rajarajeshwari Nagar, Bangalore, Pin - 560098. Mr. Madhwesh K and Mr. Prathap C P, Partners of M/s Madhwesh Prathap and Associates, are practicing company secretaries (PCS) with over 15 years of experience in the areas of corporate laws, securities laws and foreign exchange laws. The said PCS have been engaged in secretarial audits of listed companies and some of the large companies in the manufacturing sector.

None of the Directors, Key Managerial Personnel or their relatives to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members.

Item No.5 - REDESIGNATION AND CONTINUATION OF DIRECTORSHIP OF MR. HIMMATSINGH DASHARATHSINGH SHEKHAWAT (DIN 02625197)

MR. HIMMATSINGH DASHARATHSINGH SHEKHAWAT was appointed as executive director with effect from 07-06-2019.

The company was shifted from “delisted” category to “suspended” category by NSE & BSE during February & March of 2024.

Approval of shareholders is being sought to the redesignation of position of MR. HIMMATSINGH DASHARATHSINGH SHEKHAWAT as whole-time director with effect from 01-10-2025 for a period of three years.

The Board is firmly of the view that his continued association would yield substantial advantages for the Company. Accordingly, it is deemed imperative to persist in leveraging his esteemed expertise and services as Whole-time Director.

None of the Directors (except the appointee), Key Managerial Personnel or their relatives to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the resolution set forth in item no. 5 for the approval of members.

Item No.6 - REDESIGNATION AND CONTINUATION OF DIRECTORSHIP OF MR. HARSHVARDHAN CHANDAK (DIN 07626203)

MR. HARSHVARDHAN CHANDAK was appointed as independent director with effect from 30-12-2022.

The company was shifted from “delisted” category to “suspended” category by NSE & BSE during February & March of 2024.

Approval of shareholders is being sought for second term of MR. HARSHVARDHAN CHANDAK as independent director under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 01-10-2025 for a period of five years.

The Board is firmly of the view that his continued association would yield substantial advantages for the Company. Accordingly, it is deemed imperative to persist in leveraging his esteemed expertise and services as Independent Director.

None of the Directors (except the appointee), Key Managerial Personnel or their relatives to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the resolution set forth in item no. 6 for the approval of members.

Item No.7 - REDESIGNATION AND CONTINUATION OF DIRECTORSHIP OF MR. AMAN BACHHAWAT (DIN 10265139)

MR. AMAN BACHHAWAT was appointed as independent director with effect from 31-08-2023.

The company was shifted from “delisted” category to “suspended” category by NSE & BSE during February & March of 2024.

Approval of shareholders is being sought for second term of MR. AMAN BACHHAWAT as independent director under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 01-10-2025 for a period of five years.

The Board is firmly of the view that his continued association would yield substantial advantages for the Company. Accordingly, it is deemed imperative to persist in leveraging his esteemed expertise and services as Independent Director.

None of the Directors(except the appointee), Key Managerial Personnel or their relatives to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the resolution set forth in item no. 7 for the approval of members.

Additional information on directors recommended for reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards issued by ICSI:

Himmatsingh Dasharathsingh Shekhawat

Qualification and Experience: He is a Bachelor of Commerce. He is Involved in mining of minerals in different parts of the country. He brings with him expertise in finance, strategy, and business management.

Age: 39

DIN: 02625197

Inter-se relationships with directors and key managerial personnel: None

Listed companies in which Mr. Himmatsingh Dasharathsingh Shekhawat holds directorship and committee membership/Chairmanships (other than Indus Fila Limited): Nil

Shareholding in the Company: Nil

Key terms and conditions of reappointment: As per the resolution of this Notice. Mr. **Himmatsingh Dasharathsingh Shekhawat's** office as director shall be subject to retirement by rotation.

Remuneration proposed to be paid: Nil

Date of first appointment on Board: Mr. Himmatsingh Dasharathsingh Shekhawat was first appointed on the Board as Executive Director with effect from June 07, 2019.

Last drawn remuneration: Nil

Number of Board meetings attended: During the year, Mr. Himmatsingh Dasharathsingh Shekhawat has attended 4 out of 4 Board meetings during FY 2024-25.

Listed Entities from which Mr. Himmatsingh Dasharathsingh Shekhawat has resigned as Director in past 3 years: Nil

HARSHVARDHAN CHANDAK

Qualification and Experience: He is a BA (Hons) Business Management - Newcastle University, UK. He is Involved in construction business in different parts of the country. He brings with him expertise in strategy, and business management.

Age: 28

DIN: 07626203

Inter-se relationships with directors and key managerial personnel: None

Listed companies in which Mr. HARSHVARDHAN CHANDAK holds directorship and committee membership/Chairmanships (other than Indus Fila Limited): Nil

Shareholding in the Company: Nil

Key terms and conditions of reappointment: As per the resolution of this Notice. Mr. **HARSHVARDHAN CHANDAK's** office as director shall not be subject to retirement by rotation.

Remuneration proposed to be paid: Nil

Date of first appointment on Board: Mr. **HARSHVARDHAN CHANDAK** was first appointed on the Board as Independent Director with effect from December 30, 2022.

Last drawn remuneration: Nil

Number of Board meetings attended: During the year, Mr. **HARSHVARDHAN CHANDAK** has attended 4 out of 4 Board meetings during FY 2024-25.

Listed Entities from which Mr. HARSHVARDHAN CHANDAK has resigned as Director in past 3 years: Nil

AMAN BACHHAWAT

Qualification and Experience: Mr. Aman Bachhawat holds a Bachelor's degree in Commerce from St. Joseph's College of Commerce and is a qualified Chartered Accountant. He is the Co-founder of Spectalpack, a packaging company focused on enhancing brand value through innovative packaging solutions. He brings with him expertise in finance, strategy, and business management.

Age: 27

DIN: 10265139

Inter-se relationships with directors and key managerial personnel: None

Listed companies in which Mr. AMAN BACHHAWAT holds directorship and committee membership/Chairmanships (other than Indus Fila Limited): Nil

Shareholding in the Company: Nil

Key terms and conditions of reappointment: As per the resolution of this Notice. Mr. **AMAN BACHHAWAT's** office as director shall not be subject to retirement by rotation.

Remuneration proposed to be paid: Nil

Date of first appointment on Board: Mr. **AMAN BACHHAWAT** was first appointed on the Board as Independent Director with effect from August 31, 2023.

Last drawn remuneration: Nil

Number of Board meetings attended: During the year, Mr. **AMAN BACHHAWAT** has attended 4 out of 4 Board meetings during FY 2024-25.

Listed Entities from which Mr. AMAN BACHHAWAT has resigned as Director in past 3 years: Nil

Details of Auditors:

Section 139 of the Companies Act, 2013, lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the act and rules made there under, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The incumbent auditors, M/s TOLWANI & ASSOCIATES, Chartered Accountants were appointed for one financial year 2024-25.

The Audit Committee of the Company has proposed and the Board has recommended the appointment of M/s Tolwani & Associates, Chartered Accountants as the Statutory Auditors of the Company. Tolwani & Associates are proposed to hold office for a period of five consecutive financials years from 2025-26 to 2029-30. The appointment is subject to the approval of the members of the Company.

The Audit Committee and the Board of Directors considered various factors in recommending the appointment of Tolwani & Associates as the Statutory Auditors of the Company such as experience of the firm in handling audits of large global corporations, ability of the firm to seamlessly scale and understand the Company's operations, systems and processes, geographical presence, ability of the firm in servicing the Company, use of latest technologies and methods to advance audit quality and considered it to be suitable for appointment as statutory auditors. Tolwani & Associates has the experience of handling various large listed and multi-national companies for statutory audit as well as other services.

The proposed remuneration to be paid to Tolwani & Associates for the financial year ending 31 March 2026, shall be determined by the board of directors.

Tolwani & Associates has consented to their appointment as Statutory Auditors and have confirmed that to the Company that their appointment, if made, shall be in compliance of Section 139 and 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.

Brief profile of Tolwani & Associates, Chartered Accountants

Firm Name: Tolwani & Associates

Registration No.: 143638W

Partners: Shashank Mohan Tolwani, Arun Mulchand Tolwani,

Address: Flat No. 2, 2nd Floor, Narayan Plaza, Cannaught, Beside Central Excise Office, CIDCO, Aurangabad 431003.

<u>Brief profile of shashank tolwani</u>

Shashank Tolwani is a dynamic and results-oriented **Chartered Accountant** who serves as a Partner at Tolwani & Associates, with prior experience at PwC.

Career Overview

- Currently a Partner at Tolwani & Associates.
- Former experience includes working at the global professional services firm PwC.
- Recognized for expertise in financial management, business advisory, and virtual CFO services.

Professional Skills

- Holds the FCA (Fellow Chartered Accountant) and DISA (Diploma in Information Systems Audit) designations.
- Proven track record in risk management and virtual CFO solutions for businesses.

Additional Insights

- Also has a presence in professional discussion platforms and industry forums, providing practical advice on topics like the GST reverse charge mechanism.
- Public professional profiles and firm listings further establish his standing in the accounting industry.

Shashank Tolwani's career reflects strong **leadership** and specialized competence in Indian accounting, finance, and advisory services.

Brief Profile of Arun Mulchand Tolwani

Arun Mulchand Tolwani is a highly experienced **Chartered Accountant** and financial executive, serving as a Partner at Tolwani & Associates.

Career Overview

- Broad expertise in accounting, auditing, and financial management across various sectors.
- Has direct experience in real estate and financial consulting projects, indicating a versatile business background.

Key Skills

- Skilled in statutory audits, client advisory, and comprehensive financial oversight.
- Recognized for leadership in both core accounting functions and specialized financial consulting assignments.

Arun Mulchand Tolwani's profile reflects strong **professional competence** in accounting and advisory services, with a focus on both traditional and specialized industries.

Instructions for e-voting

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Saturday, September 27, 2025, 2025 at 09:00 A.M. and ends on Monday, September 29, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 22, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 22, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value

	added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to madhweshpcs@acms.pro with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Falguni Chakraborty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 Aadhar Card) by email to cs@indusfila.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@indusfila.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@indusfila.com. The same will be replied by the company suitably.

6. Registration of Speaker related point needs to be added by company.

Information at a glance

Particulars	Details
Time and date of AGM	17:00 hours IST, Tuesday, September 30, 2025
Mode	Video conference and other audio-visual means
Participation through video-conferencing	Login details are provided in the note above
Helpline number for VC participation	evoting@nsdl.com or call at 022 - 4886 7000 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
Webcast and transcripts	
Final dividend record date	**None**
Final dividend payment date	**NA**
Information of tax on final dividend 2024-25	**NA**
Cut-off date for e-voting	**22-09-2025**
E-voting start time and date	**09:00 hours IST September 27, 2025**
E-voting end time and date	**05:00 hours IST September 29, 2025**
E-voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	Mr. Amit Vishal Deputy Vice President National Securities Depository Limited, TradeWorld, 'A'Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI - 400 013 022-24994360 Ms. Pallavi Mhatre Senior Manager National Securities Depository Limited, TradeWorld, 'A'Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI - 400 013 022-24994545
Name, address and contact details of Registrar and Transfer Agent	MUFG Intime India Private Limited, C-101,Embassy 247, LBS.Marg, Vikhroli (West),MUMBAI – 400083 022 - 4918 6000 mumbai@in.mpms.mufg.com