



NOTICE

NOTICE is hereby given that **28th Annual General Meeting (“AGM”)** of the Members of Indian School Finance Company Private Limited will be held on, Tuesday September 20, 2022, at 4:00 P.M. IST through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) facility, to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1

To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2022 including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

ITEM NO. 2

RE-APPOINTMENT OF MR. RAKESH REWARI, INDEPENDENT DIRECTOR, FOR SECOND TERM

“**RESOLVED THAT** pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and in terms of Articles of Association of the Company, and subject to such other approvals, consents or permission or intimations, as may be required, from any authority including Securities and Exchange Board of India (SEBI) or Reserve Bank of India (RBI), Mr. Rakesh Rewari (DIN:00286853), Independent Director of the Company, whose first period of office as Independent Director of the Company was upto May 28, 2022 and, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, for a second term of five consecutive years under the provision of Companies Act 2013, and rules made thereunder and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of Companies Act 2013, be and is hereby re-appointed as an Independent Director of the Company for second term with effect from May 29, 2022 till May 28, 2027 and shall not be subject to retire by rotation.

RESOLVED FURTHER THAT draft letter of appointment for re-appointment of Mr. Rakesh Rewari (DIN: 00286853), Independent Director of the Company for second term of five consecutive years, with terms and conditions of the re-appointment, be and is hereby approved.

RESOLVED FURTHER THAT Board of Directors of the Company (including any Director /person authorised or Committee constituted by it) be and are hereby severally empowered and authorized to take such steps in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution including signing any papers, forms, agreement, documents, letter of appointment and filing of any forms, communication or returns to the Ministry of Corporate Affairs, SEBI, RBI, Stock Exchanges or other authorities as applicable, for and on behalf of the Company.

Indian School Finance Company Private Ltd.

(Formerly Known as Corporate Deposits and Investments Private Limited)

Corporate Office: 346/347, DLF Towers, 15 Shivaji Marg, New Delhi - 110015 | Phone : +91-11-46762000

Registered Office: 8-2-269/2/52, Plot No.52, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500034 | Ph.: +91-40-66505000

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RESOLVED FURTHER THAT certified true copy of this Resolution be provided to all concerned under the hand of a Director or Company Secretary of the Company.”

**By order of the Board of Directors
For Indian School Finance Company Private Limited**

A handwritten signature in blue ink, appearing to read 'Harsha Joshi', with a horizontal line underneath.

Harsha Joshi

Company Secretary

Membership No: A36979

Address: 02 – 127, Oberoi Commerz - II, Goregaon East, Mumbai - 400063

Date: August 19, 2022

Place: Mumbai

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NOTES:

1. Considering the extra-ordinary circumstances caused by COVID-19 and in light of social distancing norms, in terms of the General Circulars No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 02/2021 dated January 13, 2021; 19/2021 dated December 8, 2021 ;21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”), and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD 2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 28th Annual General Meeting (AGM) of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 28th AGM shall be Registered Office of the Company.
2. An explanatory statement as required pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) is annexed hereto.
3. The Company has made arrangement of attending the AGM through VC / OAVM and members desirous of attending the AGM through VC / OAVM may note the following step for connectivity:

Join Microsoft Teams Meeting
Link: 28th Annual General Meeting Link

4. The attendance at the meeting through VC/OAVM shall be allowed through first-come-first-serve basis. However, it is not applicable for large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, KMPs, Chairpersons of Audit Committee, Chairperson of Nomination and Remuneration Committee and the Auditors.
5. Pursuant to the provision of the Act, voting on all matters considered at shareholders’ Meeting shall be by way of show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act. In line with the aforesaid MCA Circulars, the polling paper is being circulated along with the AGM Notice. Members attending the AGM through VC/OAVM are requested to convey their assent or dissent by sending the duly filled and signed polling paper, on items considered in the meeting by sending e-mails to the designated e-mails addressed of the Company. E-mail address is harsha.joshi@isfc.in
6. The results shall be declared at the meeting post counting of votes.
7. **GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC / OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.**

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8. 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 Act.
9. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. If any shareholder wish to change their registered email id or communicate otherwise may send an email to the Company's email id at harsha.joshi@isfc.in or compliance@isfc.in.
11. The process for dial through video conference and password for the same will be communicated separately. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
12. In case of any difficulties or if you need assistance, please contact Ms. Harsha Joshi, Company Secretary at harsha.joshi@isfc.in/ Mob. +91 [9004393497](tel:9004393497)
13. The Members will be allowed to pose questions during the course of the meeting. The queries may be sent in advance at <mailto:harsha.joshi@isfc.in>
14. Corporate Members intending to authorize representative to attend the meeting are requested to send via email a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
15. All relevant documents referred to in the accompanying Notice, Memorandum of Association and Articles of Association and statutory registers will be available electronically for inspection by the members without any fee by the members from the date of circulation of this Notice up to the date of AGM and also during the AGM. Members seeking to inspect such documents can send an email harsha.joshi@isfc.in the same are also available at the Registered office of the Company.
16. The notice of the AGM shall be available at the website of the Company on weblink – www.isfc.in

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

As required by Section 102 of the Companies Act, 2013 (“the Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice:

Item No. 2:

RE-APPOINTMENT OF MR. RAKESH REWARI, INDEPENDENT DIRECTOR, FOR SECOND TERM

The Board of Directors of the Company in its meeting held on May 29, 2017 had appointed Mr. Rakesh Rewari as Independent Director of the Company for a period of 5 years i.e. upto May 28, 2022, which was approved by the shareholders of the Company in its Annual General Meeting held on August 31, 2017.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the shareholders of the Company and disclosure of such appointment in the Board's report.

Accordingly, considering the knowledge, acumen, expertise and experience in respective fields and the contribution made by Mr. Rakesh Rewari as Independent Director of the Company, on recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on April 29, 2022, subject to approval of shareholders of the Company, approved the re- appointment of Mr. Rakesh Rewari as Independent Director to hold office for a second term of five consecutive years commencing from May 29, 2022 till May 28, 2027.

Brief profile of Mr. Rakesh Rewari is given below:

Rakesh Rewari has over three decades of experience in Financial Institutions, Banks, NBFCs and Venture Capital Funds in the area of credit, venture capital, impact investment, incubation financing, guarantee funds, policy initiatives etc for the MSME sector. He holds a Bachelors in Mechanical Engineering from IIT Delhi and an MBA from Faculty of Management Studies, University of Delhi. From Oct 2006 to Aug 2011, he served as Deputy Managing Director and Member of Board of Directors of SIDBI an apex Institution for promotion, development and financing of MSME sector in India. He was also deputed by SIDBI as CEO to set up a subsidiary (SIDBI Venture Capital Ltd). He has experience in full venture capital cycle including fund raising, regulatory approvals, due diligence, Investment, monitoring and exit. In April 2017 he became a member of the Investment Committee of the Indian Angel Network Fund promoted by the largest angel network in India.

The detailed statement as required under Secretarial Standard on General Meetings ('SS-2') of Mr. Rakesh Rewari is enclosed herewith as **Annexure-1**.

The Board is of the opinion that Mr. Rakesh Rewari knowledge and experience will be of immense value to the Company and he is of independent of management. Accordingly, the Board recommends the above resolution at Item No. 2 of the accompanying notice for your approval by way of special resolution.

Copy of letter of appointment of Mr. Rakesh Rewari setting out the terms and conditions of appointment is available electronically for inspection by the Members.

As said above, the Board, on recommendation of the Nomination and Remuneration Committee, in its meeting held on April 29, 2022 has considered the proposal, approved the same and recommend to shareholders for approval.

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None of Directors or relatives of Directors, except Mr. Rakesh Rewari are concerned or interested, financially or otherwise, in the resolution of Item No.2 of the Notice. The provisions of Key Managerial Personnel (KMP) as per the Act is not applicable to the Company.

The Board recommends the shareholders to pass the Special Resolution, as set out in the item no. 3 of the accompanying Notice, and to approve the proposal.

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Annexure-1

S. No.	Particulars	Remarks
1	Name of Director	Mr. Rakesh Rewari
1	Age	69 Years
2	Qualification	Bachelors in Mechanical Engineering (IIT), MBA
3	Experience	As mentioned above
4	Terms and Conditions of appointment or re-appointment along with details of remuneration along with details of remuneration sought to be paid and remuneration last drawn	Mr. Rakesh Rewari is re-appointed as Independent Director for a term of five years w.e.f May 30, 2022. He will not be paid any remuneration except sitting fees as permissible under the applicable laws.
5	Date of first appointment on the Board	May 29, 2017
6	Shareholding in the Company	Nil
7	Relationship with other Directors, Managers and KMP	No
8	Number of meetings of the Board attended during the financial year 2021-22	9
9	Other Directorship, Membership /Chairmanship of the Committees of other Boards	a) Communiti Connect Private Limited – Director b) WhatsApp Application Services Private Limited- Director c) Aavishkaar Foundation d) The Woodenstreet Furnitures Private Limited. e) IAN Consultancy LLP f) Chakr Innovation Private Limited
10.	List of Public Companies in which he holds directorship	a) Ashv Finance Limited- Director b) Shubham Housing Development Finance Company Limited – Director c) KITCO Limited- Director d)MAS Financial Services Ltd.-Director e) The National Small Industries Corporation Limited- Director

**By order of the Board of Directors
For Indian School Finance Company Private Limited**

Harsha Joshi
Company Secretary
Membership No: A36979
Address: 02 – 127, Oberoi Commerz - II, Goregaon East, Mumbai - 400063
Date: August 19, 2022

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