



## **NOTICE TO THE MEMBERS**

**NOTICE IS HEREBY GIVEN THAT THE 1<sup>ST</sup> (FIRST) ANNUAL GENERAL MEETING ('AGM') OF INDBANK GLOBAL SUPPORT SERVICES LIMITED ("IGSSL" OR "COMPANY") WILL BE HELD AT INDIAN BANK CORPORATE OFFICE AT 254-260, AVVAI SHANMUGAM SALAI, PUDUPET, GOPALAPURAM, CHENNAI, TAMIL NADU 600014 AT 5:00 PM IST ON THURSDAY, 30<sup>TH</sup> OCTOBER 2025 TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

- 1. To Consider and adopt the audited financial statements of the Company for the 14 months period ended 31<sup>st</sup> March 2025 and the Reports of the Board of Directors and Auditors thereon**

**To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** the Audited Financial Statements of the Company for the period ended 31<sup>st</sup> March 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

- 2. To appoint a Director in place of Ms. Vallery Rath (DIN 10500487), Director, who retires by rotation and being eligible, offers herself for re-appointment**

**To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152(6) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Article of Association of the Company, Ms. Vallery Rath (DIN 10500487), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

- 3. To appoint a Director in place of Mr. Ashok Patnaik (DIN 10500489), Director, who retires by rotation and being eligible, offers himself for re-appointment**

**To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152(6) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Article of Association of the Company, Mr. Ashok Patnaik (DIN 10500489), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

4. **To ratify the appointment of M/s. Suri & Siva, Chartered Accountants, Chennai (Firm Registration No. 004284S) as the Statutory Auditors of the Company, appointed by the Office of the Comptroller and Auditor General of India (C&AG) vide their letter dated 9<sup>th</sup> December 2024 to hold office until the conclusion of First Annual General Meeting, for the financial year ending 31<sup>st</sup> March, 2025.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of M/s. Suri & Siva, Chartered Accountants, Chennai (Firm Registration No. 004284S), as Statutory Auditors of the Company, made by the Comptroller and Auditor General of India vide its letter dated 9<sup>th</sup> December 2024, to hold office until the conclusion of the First Annual General Meeting of the Company and to conduct the audit for the financial year ending on 31<sup>st</sup> March 2025, is ratified.”

**SPECIAL BUSINESS:**

5. **To approve the regularisation of Additional Director, Mr. Kanhaiyalal Brijkishore Agarwal (DIN 08185700) as Managing Director of the Company**

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

**“RESOLVED THAT** pursuant to Section 161(1) and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof), rules made there under and Article of Association of the Company, Mr. Kanhaiyalal Brijkishore Agarwal (DIN 08185700) who was appointed as an Additional Director and Managing Director of the Company in the Board Meeting held on 02<sup>nd</sup> March 2024 and who holds office up to the date of this Annual General Meeting, is regularized as a Managing Director of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Chief Financial Officer of the Company is authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-Form with the Registrar of Companies.”

6. **To approve the Appointment of Mr. Kanhaiyalal Brijkishore Agarwal (DIN 08185700) as Managing Director and Chief Executive Officer of the Company**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof and the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the provisions of Articles of Association of the Company, the consent of the shareholders of the

Company is accorded for the appointment of Mr. Kanhaiyalal Brijkishore Agarwal (DIN: 08185700) as the Managing Director and the Chief Executive Officer of the Company with effect from 02<sup>nd</sup> March 2024 for a period not extending three years as per the terms and conditions of appointment including remuneration as set out in the Appointment letter.

**RESOLVED FURTHER THAT** the Chief Financial Officer of the Company is authorised to sign and file all the necessary forms and documents as may be required by the statutory authorities and to do such acts and deeds that may be required for the purpose of giving effect to the aforementioned resolution.”

By Order of the Board  
For **INDBANK GLOBAL SUPPORT SERVICES LIMITED**

Sd/-

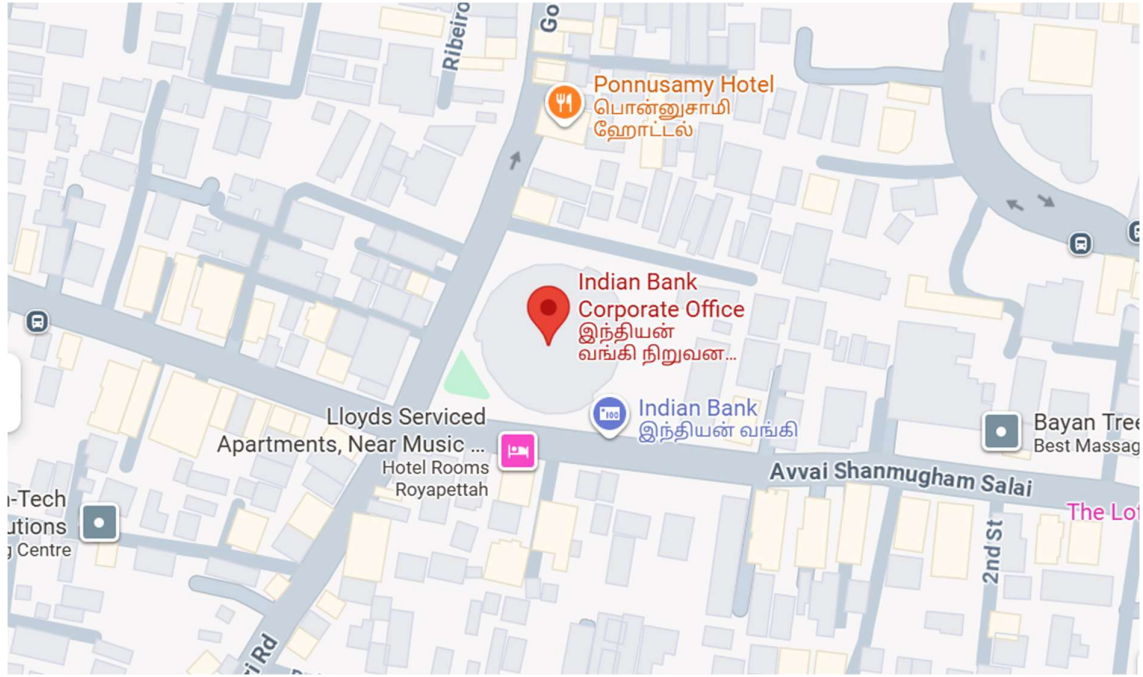
**PLACE: CHENNAI**  
**DATE: 29.09.2025**

**KANHAIYALAL BRIJKISHORE AGARWAL**  
**MANAGING DIRECTOR AND CEO**

**NOTES: -**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY FORMS, TO BE EFFECTIVE, MUST BE RETURNED SO AS TO REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE GENERAL MEETING. THE PROXY FORM IS ENCLOSED FOR USE BY THE SHAREHOLDERS.**
- 2. The Notice of Annual General Meeting was approved by Board of Directors at its meeting held on 29<sup>th</sup> September 2025.*
- 3. The information required to be provided under Secretarial Standards-2 on General Meetings, regarding the Directors who are proposed to be appointed or re-appointed and the related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of Special business are annexed hereto.*
- 4. Corporate Members intending to send their representatives to attend the AGM on its behalf are requested to send a Certified True Copy of the Board or governing body Resolution/ Authorization etc. to the Company of their representative to attend and vote on their behalf in the AGM.*
- 5. Pursuant to Secretarial Standards on General Meetings (SS-2) as issued by the ICSI, the route map for reaching the Meeting venue showing the prominent landmark is annexed and forms part of the notice.*
- 6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, folio number, PAN, mobile number at raja.ganapathi@igssl.co.in.*

**Route Map to the venue of the Annual General Meeting:**





## **EXPLANATORY STATEMENT**

### **SPECIAL BUSINESS:**

#### **ITEM NO: 5**

#### **To approve the regularisation of Additional Director, Mr. Kanhaiyalal Brijkishore Agarwal (DIN 08185700) as Managing Director of the Company:**

Shri Kanhaiyalal Brijkishore Agarwal was appointed as an Additional Director of the Company on 02<sup>nd</sup> March 2024 in terms of Section 161 (1) of the Companies Act, 2013 by the Board of Directors of the Company to hold office up to the first Annual General Meeting of the Company.

He was first appointed as the additional director of the Company. Subsequently, he was appointed as the Managing Director and CEO. Save and except Shri Kanhaiyalal Brijkishore Agarwal, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

The Board hereby recommends passing of the resolution for regularisation of appointment of Shri Kanhaiyalal Brijkishore Agarwal as Managing Director of the Company as ordinary resolution.

#### **ITEM NO: 6**

#### **To Approve the Appointment of Shri Kanhaiyalal Brijkishore Agarwal (DIN 08185700) as Managing Director and Chief Executive Officer of the Company:**

Subject to the approval of the members of the Company and Articles of Association of the Company, Shri Kanhaiyalal Brijkishore Agarwal was nominated by Indian Bank, Parent Entity and appointed by the Board of Directors of the Company as the Managing Director and Chief Executive Officer of the Company on 02<sup>nd</sup> March 2024 in terms of Section 161 (1), 196 and 203 of the Companies Act, 2013 to hold office up for a period of three years (subject to annual review) and extendable for further period.

#### **Carrer Profile:**

Shri Kanhaiyalal Brijkishore Agarwal has over twenty-eight years of diverse experience in various leadership positions in renowned banking and financial services companies.

- Shri Agarwal started his career with Citigroup in 1996 and has a stellar service delivery experience of 24+ years in setting up and running Global Shared Service Centres for Indian as well as MNC organizations.
- He spearheaded setting up large-scale Ops, Tech & Contact centre, cost-effective support/ delivery centres of large banks and has a track record of delivering the envisaged benefits to the Bank.



- Shri Agarwal's career epitomizes leadership at innovation in the financial sector with leading players such as JP Morgan, SBI Mutual Fund, Bank of New York Mellon, Edelweiss Financial Services Ltd and Wells Fargo to name a few.

Save and except Shri Kanhaiyalal Brijkishore Agarwal, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice. Shareholding in the Company - NIL.

The Board considers that his association would be of immense benefit to the Company. Accordingly, the Board of Directors recommend passing of the resolution for appointment of Shri Kanhaiyalal Brijkishore Agarwal as Managing Director and Chief Executive Officer of the Company as ordinary resolution.

**ANNEXURE TO NOTICE**  
**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE**  
**FORTHCOMING ANNUAL GENERAL MEETING**  
***(Pursuant to Secretarial Standard-2 on General Meetings)***

**ITEM NO:2**

Name of Director	Ms. Vallery Rath
DIN	10500487
Date of Birth	24.01.1967
Age	58
Qualification	Professional
Date of first Appointment on the Board	09.02.2024(First Director)
Expertise in special functional areas	Banking and Financial Services
Terms and Conditions of Appointment/Re-appointment	Non-Executive Director, liable to retire by rotation.
Remuneration Last Drawn	NIL
Remuneration Proposed	NIL
Relationship with directors/ Key managerial Personnel	NA
List of other companies in which directorship is held	NIL
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
No. of Meetings of the Board Attended during the year	7
No. of Shares held	NIL

**ITEM NO:3**

Name of Director	Mr. Ashok Patnaik
DIN	10500489
Date of Birth	04.07.1967
Age	58
Qualification	Professional
Date of first Appointment on the Board	09.02.2024(First Director)
Expertise in special functional areas	Banking and Financial Services
Terms and Conditions of Appointment/Re-appointment	Non-Executive Director, liable to retire by rotation.
Remuneration Last Drawn	NIL
Remuneration Proposed	NIL
Relationship with directors/ Key managerial Personnel	NA
List of other companies in which directorship is held	NIL

Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
No. of Meetings of the Board Attended during the year	8
No. of Shares held	1

**ITEM NO: 5&6**

Name of Director	Mr. Kanhaiyalal Brijkishore Agarwal
DIN	08185700
Date of Birth	13.03.1973
Age	52
Qualification	Professional
Date of first Appointment on the Board	02.03.2024
Expertise in special functional areas	Banking and Financial Services
Terms and Conditions of Appointment/Re-appointment	As stated in Appointment Letter
Remuneration Last Drawn	As stated in Appointment Letter
Remuneration Proposed	As stated in Appointment Letter
Relationship with directors/ Key managerial Personnel	NA
List of other companies in which directorship is held	NIL
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
No. of Meetings of the Board Attended during the year	7
No. of Shares held	NIL

By Order of the Board  
For **INDBANK GLOBAL SUPPORT SERVICES LIMITED**

Sd/-

PLACE: CHENNAI  
DATE: 29.09.2025

**KANHAIYALAL BRIJKISHORE AGARWAL**  
MANAGING DIRECTOR AND CEO

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