### **NOTICE**

NOTICE is hereby given that the **TWENTY EIGHTH ANNUAL GENERAL MEETING** of the members of **SHAREKHAN LIMITED** will be held on **Friday, September 29, 2023** at **4:35 p.m.** through video conferencing (VC) or other audio-visual means (OAVM) to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023 together with Reports of Directors and Auditors thereon.
- 2. To receive, consider and adopt the Audited Consolidated Financial Statement of Accounts for the financial year ended 31st March 2023 together with the Report and Auditors thereon.
- 3. To appoint a director in place of Mr. Jaideep Arora (DIN: 00056252), who retires by rotation and being eligible offers himself for re-appointment.
- 4. To appoint a director in place of Mr. Stefan Groening (DIN: 07657587), who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS:**

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

## To regularise and/ or appoint Mr. Arjun Mohan (DIN: 09465905) as Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and Section 161 of the Companies Act, 2013 (hereinafter referred as "the Act") read with Schedule IV and other applicable provisions, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of its rules if any, and based on the recommendation of nomination and remuneration committee and approval of Board of Directors of the Company for appointment of Mr. Arjun Mohan (DIN: 09465905), as an Additional Director in the Capacity of an Independent Director of the Company with effect from April 19, 2023 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of the Independent Director in terms of Section 160(1) of the Act and who holds office as such up to the date of this Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for the period of five year with effect from April 19, 2023 till April 18, 2028."

"RESOLVED FURTHER THAT any of the Director/ Chief Executive Officer/ Chief Operating Officer/ Chief Financial Officer/ Company Secretary of the Company be and ais hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT a certified copy of the above resolution, be issued, under the signature of any of the Director/ Chief Executive Officer/ Chief Operating Officer/ Chief Financial Officer/ Company Secretary of the Company to such other persons/parties, for the time being in place, and/ or statutory authorities as may be required from time to time."

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

To regularise and/ or appoint Ms. Alagappan Selvalakshmi (DIN: 08717432) as Director of the Company:

"RESOLVED THAT based on the recommendation of nomination and remuneration committee and board of directors and pursuant to the provisions of Section 152 read with Section 161 and other applicable provisions of its rules (including any modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013, Ms. Alagappan Selvalakshmi (DIN: 08717432), who was appointed as an Additional Director (Non-Executive Category) of the Company with effect from June 27, 2023 and whose term of Office shall expire at the conclusion of ensuing Annual General Meeting of the Company and for the appointment of whom the Company had received a notice in writing from a shareholder proposing her candidature for the office of the Director in terms of Section 160(1) of the Act, and who holds office as such up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company who shall be liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Director/ Chief Executive Officer/ Chief Operating Officer/ Chief Financial Officer/ Company Secretary of the Company be and ais hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT a certified copy of the above resolution, be issued, under the signature of any of the Director/ Chief Executive Officer/ Chief Operating Officer/ Chief Financial Officer/ Company Secretary of the Company to such other persons/parties, for the time being in place, and/ or statutory authorities as may be required from time to time."

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

## To consider the re-appointment of and payment of remuneration to Mr. Jean Christophe Marie GOUGEON (DIN: - 02561258) as Whole Time Director of the Company w.e.f. May 03, 2024:

"RESOLVED THAT pursuant to recommendation made by Nomination and Remuneration Committee in accordance with the Nomination and Remuneration Policy of the Company and approval granted by the Board at its meeting dated May 26, 2023 and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company as amended from time to time the approval of the Shareholders of the Company be and is hereby accorded to appoint Mr. Jean Christophe Marie GOUGEON (DIN: 02561258) as the Whole-time Director of the Company for a further period of 5 years with effect from May 3, 2024 with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, without further reference to the shareholders of the Company, in such manner as may be agreed to between the Board of Directors and Mr. Jean Christophe Marie GOUGEON subject to the provisions of Schedule V of the Companies Act, 2013 and as per the terms and conditions given below and approve the annual remuneration to be paid to Mr. Jean Christophe Marie GOUGEON (DIN: 02561258), as the Whole-time Director of the Company (including the annual performance incentive and actual remuneration), in such manner as may be agreed between the Board of Directors and Mr. Jean Christophe Marie GOUGEON and as per the terms and conditions given below:

- (A) **Tenure:** Five years with effect from the date of re-appointment i.e. May 3, 2024.
- (B) **Salary Limit:** Up to Rs. 1,998,627 per month, (as mentioned in **Annexure** A, attached herewith) during the period from May 3, 2024 to December 31, 2024 (subject to the further increment approved by Nomination and Remuneration Committee). The salary paid to the Whole-time Director shall be subject to an annual increment, as determined by the Nomination and Remuneration Committee/ Board of Directors, as the case may be, of up to 30% for each calendar year commencing from January 1, 2023.
- (C) Perquisites: Provided according to the terms agreed upon between Mr. Jean Christophe Marie

Gougeon and the Group without limitation would include the following (i) Reimbursement of Telephone expenses for two telephones and one tele-fax at Mr. Jean Christophe Marie Gougeon's residence as per the rules of the Company. (ii) Payment of insurance under Group Mediclaim Insurance Policy, Group Insurance Policy and other appropriate insurance coverage for the benefit of Mr. Jean Christophe Marie Gougeon, as per Company policy. (iii) Other perquisites including but not limited to car expenses / provision of case leased by the Company, house rent, club membership, such other benefits agreed upon in the employment contract with the Group, and as may be approved by the Nomination and Remuneration committee / Board of Directors, as the case may be, from time to time.

- (D) **Performance Bonus:** Such remuneration by way of performance based rewards/ incentives, in addition to the above salary and perquisites, as may be determined by the Board of Directors of the Company and/or Nomination and Remuneration Committee of the Company, as the case may be, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013 and overall limit as approved in the aforesaid resolution.
- (E) **Retirement Benefits:** Contribution to Provident Fund, Gratuity and Super-annuation as per the rules of the Company.
- (F) **Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year during his tenure or if the Company has no profits or its profits are inadequate and the remuneration payable as determined by the Nomination and Remuneration Committee/ Board of Directors, as the case may be, is higher than the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, then the remuneration payable to Mr. Jean Christophe Marie GOUGEON by way of salary, performance bonus and perquisites shall be paid as per the terms and condition mentioned herein this resolution.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, anyone of the Director(s), except Mr. Jean Christophe Marie GOUGEON, Chief Executive Officer, Chief Financial Officer, and/or Company Secretary of the Company be and is hereby severally authorized 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."

"RESOLVED FURTHER THAT a certified copy of the above resolution, be issued, under the signature of any of the Director/Chief Executive Officer/ Chief Operating Officer/ Chief Financial Officer/Company Secretary of the Company to such other persons/parties and/or statutory authorities as may be required from time to time."

#### <u>Annexure A</u>

Components		
	Per Annum	Per Month
Assignment Salary per annum (Base salary) (in INR)	17,589,000	1,465,750
Accommodation per annum	3,000,000	250,000
Company Car Lease (as per local BNP policy)		
Car Lease	613,848	51,154
Club Membership per annum	670,000	55,833
Employer PF Contribution	2,110,680	175,890
Total per annum (in INR)	23,983,528	1,998,627

<sup>\*</sup>subject to the further increment approved by Nomination and Remuneration Committee

#### **Other Benefits:**

- 1) Variable Pay: As per BNP Paribas Group Policy
- 2) School Fee: Host Country will pay Tuition fees to the children of the employee till

- preschool, primary or secondary school in the Host location
- 3) Home Leave: Each calendar year return ticket to home country
- 4) Annual Leaves: 26 days for each calendar year
- 5) Other benefit as mentioned in the Core principles of international assignment and Local Benefit policy of BNP Paribas group. The benefits are as follows:
  - a) Exchange Rate Fluctuation
  - b) Home Country Employer MSH Insurance & Social & Pension Contribution
  - c) Tax on Perquisites
  - d) Taxation consultant fees
  - e) GSIS 2019 INR 20,02,152/- paid along with Jun 22 salary

By Order of the Board of Directors of Sharekhan Limited

Stefan Groening
Whole-Time Director & COO
DIN – 07657587

Date: July 27, 2023 Place: Mumbai

#### **Registered Office:**

The Ruby ,18th Floor, 29 Senapati Bapat Marg, Dadar (West) Mumbai- 400028, Maharashtra, India

CIN: U99999MH1995PLC087498

Tel No.: - 022 - 6750 2000 Fax No.: - 022 - 2432 7343;

Website: www.sharekhan.com, Email Id: - companysecretarial@sharekhan.com

#### **NOTES:**

- 1. The, Ministry of Corporate Affairs ('MCA') permitted conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispended the personal presence of the Shareholders at the meeting. Accordingly, the MCA vide its General Circular No. 3/2022 dated 05<sup>th</sup> May, 2022, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 08<sup>th</sup> December, 2021 General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020 (*collectively referred to as 'MCA Circulars'*) has prescribed the procedures and manner of conducting the AGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") (*facility without the physical presence of the Shareholders at a common venue*). In compliance with the provisions of the Companies Act, 2013 read with MCA Circulars, the 23<sup>rd</sup> AGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the AGM through VC/OAVM only.
- 2. Pursuant to the Circular No. 14/2020 dated 08<sup>th</sup> April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this AGM being held through VC/ OAVM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- 3. Corporate members intending to send their authorized representtives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
- 4. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5. Members attending the Annual General Meeting (AGM) of the Company are requested to confirm

- their attendance along with the location during the meeting through video conferencing.
- 6. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the special business in the Notice of this Annual General Meeting is annexed hereto and forms part of this report.
- 7. Statement giving details of the Directors seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Secretarial Standards on General Meeting ("SS-2").
- 8. All the relevant documents referred to in this AGM Notice etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents available electronically for inspection of the members at the AGM shall be made available to the members from whom request is received through registered e-mail address of the Company.
- 9. The notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the AGM will also be available on the Company's website <a href="https://www.sharekhan.com">www.sharekhan.com</a>
- 10. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered email id e-mail address: companysecretarial@sharekhan.com at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
- 11. Pursuant to General Circular No. 20/2020 dated May 5, 2020, the members can attend the meeting through video conferencing and the link for video conferencing of the said meeting will be circulated to the members separately.

## Instructions for members for attending the AGM through VC/OAVM are as under:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through personal system. Members may access the same at Webex portal. The link for VC/OAVM will be shared by the company via email.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. 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.
- e. 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 <a href="mailto:companysecretarial@sharekhan.com">companysecretarial@sharekhan.com</a> The same will be replied by the Company suitably.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

## <u>Item 5:</u>

Mr. Arjun Mohan (DIN: 09465905), who was appointed as an Additional Director (Non-Executive and Independent category) with effect from April 19, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Arjun Mohan holds office only up to the date of the ensuing i.e. 28<sup>th</sup> Annual General Meeting of the Company.

Mr. Arjun Mohan is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Independent Director along with Declaration of Independence.

Mr. Arjun Mohan is an Indian executive who has managed multiple new generation digital businesses in his career. He is an engineer from NITC and an MBA from IIMK. He started his career with TAS and worked in various Tata companies like Tata Motors, Titan, Tata Realty etc. Arjun is passionate about education and this interest took him to BYJU'S where he was one of the founding employees. Arjun led the organisation's Product, Marketing and Business development efforts as its CBO. Post BYJU'S, Arjun led upGrad, India's largest higher-ed online company as its CEO-India. At present he is Director on the Board of Malayalam Dairy & Agro Products Private Limited and Quriosity Learning Private Limited.

Therefore, The Board is of the view that the appointment of Mr. Arjun Mohan as an Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 5 for approval by the members of the Company.

Except for Mr. Arjun Mohan himself, None of the Directors/ Key Managerial Personnel of the Company/ their relatives, is/ are in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

Name	Mr. Arjun Mohan				
Date of first appointment on the Board	v				
	April 19, 2023				
Date of Birth (Age)	10-09-1984 (39 years)				
Qualification	B.Tech, MBA- General Management, Advanced				
	Programme in Management				
Area of Expertise	multiple new generation digital businesses				
Experience	18 years				
Past Remuneration	NIL				
Number of Meetings attended during the	3 (Board Meetings FY 2023-24)				
year					
Shareholding in the Company	Nil				
<b>Details of Remuneration sought to be paid</b>	He shall be paid a fee for attending meetings of the				
_	Board or Committees thereof and reimbursement of				
	expenses for participating in the Board and other				
	meetings				
Remuneration last drawn	NIL				
Relationship with other Director, Manager	NA				
and other Key Managerial Personnel of the					
Company					
Name of the other Companies in which	Malayalam Dairy & Agro Products Private Limited				
also holds Directorship and Other	Quriosity Learning Private Limited				
directorships, membership/ Chairmanship					

of Committees of other Boards	- Audit Committee -Member			
	- Corporate Social Responsibility Committee			
	- IT Strategy Committee – Member			
	- Nomination Remuneration Committee			

## Item 6:

Ms. Alagappan Selvalakshmi (DIN: 08717432), who was appointed as an Additional Director (Non-Executive Category) of the Company with effect from June 27, 2023, pursuant to the approval of the Board of Directors till the conclusion of ensuing Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from Human Value Developers Private Limited, signifying the intention to propose her candidature for the office of Director of the Company.

Ms. Alagappan Selvalakshmi is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013.

Ms. Alagappan Selvalakshmi is the Chief Administrative Officer for BNP Paribas India Solutions Private Limited. She started her journey in BNP Paribas in 2019. With over 25 years of Banking experience, Ms. Lakshmi held various roles in Barclays and ABN/ RBS Group across the Front Office, Technology and Operations.

In the opinion of the Board, Ms. Alagappan Selvalakshmi (DIN: 08717432), fulfils the condition specified in the Companies Act, 2013 and Rules made there under for her appointment as Director of the Company. A brief profile of Ms. Alagappan Selvalakshmi (DIN: 08717432) is attached hereunder.

Your Directors recommends the said Resolution set out in Item No. 6 to be passed as an Ordinary Resolution by the members.

Except for Ms. Alagappan Selvalakshmi (DIN: 08717432) herself, None of the Promoters/ Directors/ Key Managerial Personnel of the Company/ their relatives, is/ are in any way concerned or interested, in the said resolution set in the Item no. 6.

# The brief particulars/ resume and other information of Ms. Alagappan Selvalakshmi as per Secretarial Standard - 2 are provided herein below:

Particulars	Ms. Selvalakshmi Alagappan
Date of Birth (Age)	<b>December 28, 1974</b> (48 Years)
Nationality	Indian
Date of first appointment on Company's	27/06/2023
Board	
Shareholding in the Company	NIL
Qualifications and Experience	MBA in Finance
Nature of expertise in specific functional	Banking and Finance
areas	
Terms and conditions of appointment or re	Appointed as Non-executive Director
appointment	
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
List of other Companies in which he hold	1. BNP Paribas Global Securities Operations Private
Directorship	Limited
Number of meetings of Board attended	NONE
during the FY 2023-24	

Chairman/ Member of the Committee(s) of	NA
the Board in which he is a director also	
Relationship, if any, with other Directors,	NA
Managers and Key Managerial Personnel	

### **Item 7:**

Mr. Jean Christophe Marie GOUGEON (DIN: 02561258) was appointed as a Whole Time Director of the Company vide shareholders' resolution dated September 24, 2019 for a period of 5 years effecting from May 3, 2019.

Mr. Jean Christophe Marie GOUGEON (DIN: 02561258) has varied experience in the area of Management, Business Development, Marketing, Digital Communication, launch of new projects in Savings and Investment fields including brokerage and wealth-management and his Guidance has been valuable in Company.

The present terms of appointment of Five years of Mr. Jean Christophe Marie GOUGEON (DIN: 02561258) is expiring on May 2, 2024 and pursuant to the recommendation received from Nomination and Remuneration Committee in accordance with Nomination and Remuneration Policy and the Board of Directors of the Company, it would be appropriate to re-appoint Mr Jean Christophe Marie GOUGEON as Whole Time Director (WTD) of the Company, subject to the approval of members/shareholders of the Company in Annual General Meeting as a Special Resolution for a further period of Five (5) years with effect from May 3, 2023 at the remuneration, in accordance with norms laid down in section 196, 197 and other applicable provisions of the Companies Act, 2013 and Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

Accordingly, the Board recommends passing the resolution at Item No. 7 of the Notice as a Special Resolution by the members.

Except Mr. Jean Christophe Marie GOUGEON (DIN: 02561258), none of Promoters, Directors, of the Company and their relatives are concerned or interested or otherwise in the resolutions set out in the Item No.7.

The brief particulars/ resume and other information of Mr. Jean Christophe Marie GOUGEON as per Secretarial Standard - 2 are provided herein below:

Name	Mr. Jean Christophe Marie GOUGEON		
Date of first appointment on the Board	May 03, 2019		
Date of Birth (Age)	22-03-1963 (60 years)		
Qualification	Graduate In Business Management		
Area of Expertise	Management, Business Development, Marketing, Digital Communication, launch of new projects in Savings and Investment fields including brokerage and wealth- management		
Experience	34 years		
Past Remuneration	Rs. 1,998,627/- per month		
Number of Meetings attended during the year	the 6 (Board Meetings FY 2022-23)		
Shareholding in the Company	Nil		
<b>Details of Remuneration sought to be paid</b>	Upto the amount (for per month) approved b		
	the Nomination and Remuneration Committee of th		
	Company		
Remuneration last drawn	Rs. <b>1,998,627</b> /- per month		

Relationship with other Director, Manager	NA	4				
and other Key Managerial Personnel of the						
Company						
Name of the other Companies in which	1.	Espresso	Financial	Services	Private	Limited
also holds Directorship and Other	(since August 23, 2022) as Director					
directorships, membership/ Chairmanship						
of Committees of other Boards						

By Order of the Board of Directors of Sharekhan Limited

Sd/Stefan Groening
Whole-Time Director & COO
DIN - 07657587

Date: July 27, 2023 Place: Mumbai

## **Registered Office:**

The Ruby ,18th Floor, 29 Senapati Bapat Marg,

Dadar (West) Mumbai-400028, Maharashtra, India

CIN: U99999MH1995PLC087498

Tel No.: - 022 - 6750 2000 Fax No.: - 022 - 2432 7343

Website: www.sharekhan.com; Email Id: - companysecretarial@sharekhan.com