

NOTICE

NOTICE is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of the members of **SHAREKHAN LIMITED** will be held on **Tuesday, September 17, 2024 at 1:00 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 31st March 2024 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 2024 together with the Report and Auditors thereon.
3. To appoint a director in place of Mr. Jean Christophe GOUGEON (DIN: 02561258), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Ms. Parminder Varma (DIN: 09492605), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

To regularise the appointment of Mr. Ashwani Kumar Sindhwani, (DIN: 07555408) as Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 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 Article of Associations of the Company, and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Ashwani Kumar Sindhwani, (DIN: 07555408), who was appointed as an Additional Director in the Capacity of an Independent Director of the Company, with effect from October 30, 2023, and who holds office as such up to the conclusion of this Annual General Meeting, and who has submitted a declaration that, he meets the criteria for independence as provided under Section 149(6) of the Act and rules made thereunder, 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, be and is hereby appointed as an Independent Director of the Company, to hold office for the period of 2 (Two) year with effect from October 30, 2023 till October 29, 2025, and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any One of the Director/ Chief Executive Officer/ Chief Operating Officer/ Chief Financial Officer/ Company Secretary of the Company be and is 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 and/or 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.”

**By Order of the Board of Directors of
Sharekhan Limited**

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

Date: May 23, 2024

Place: Mumbai

Registered Office:

The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West) Mumbai- 400 028, 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 dispensed the personal presence of the Shareholders at the meeting. Accordingly, the MCA vide its General Circular No. 3/2022 dated 05th May, 2022, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 08th December, 2021 General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st 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 24th 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 08th 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 representatives 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 www.sharekhan.com
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 companysecretarial@sharekhan.com The same will be replied by the Company suitably.

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

Item 5:

Mr. Ashwani Kumar Sindhvani (DIN: 07555408), was appointed as an Additional Director in the capacity of Non-Executive and Independent Director, for a term of 2 (Two) years with effect from October 30, 2023 till October 29, 2025 (both days inclusive), subject to the approval of the shareholders through a special resolution, 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. Ashwani Kumar Sindhvani (DIN: 07555408), holds office only up to the conclusion of the ensuing i.e. 29th Annual General Meeting of the Company.

Mr. Ashwani Kumar Sindhvani (DIN: 07555408), 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.

The Company has received a notice in writing by a member/shareholder proposing his candidature under Section 160 of the Act.

Mr. Ashwani Kumar Sindhvani (DIN: 07555408) is a Chief Executive / Manager in Foreign Exchange Dealers' Association of India (FEDAI), Nominee Director at Financial Benchmarks India Ltd (FBIL) and Independent Director in SBI-SG Global Securities Services Pvt. Ltd. He has over 40 years of banking experience covering branch banking including credit, retail, commercial and capital markets. He began his career with State Bank of India in 1983. After 8 years in commercial banking, he moved to Global markets at SBI in 1991. He joined BNP Paribas in 1995 and was entrusted with the task of setting up Global Markets (Fixed Income) sales team. Accordingly, he Built the team of highly motivated young professionals and led it successfully to become a leading player in Indian markets servicing corporate and institutional clients. He has also managed the difficult periods of global credit crisis of 2008 and liquidity problems of Eurozone in 2011 with minimal disturbance. He realigned entire business post 2011 in line with changing market environment and risk perception, simultaneously Improving market positioning and increasing market share. He accepted the responsibility of leading FEDAI, an association of Authorised Category I (AD I) banks and a Self-Regulatory Organisation, in June 2016.

Therefore, The Board is of the view that the appointment of Mr. Ashwani Kumar Sindhvani (DIN: 07555408) as an Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 5 seeks approval by the members of the Company for the appointment of Mr. Ashwani Kumar Sindhvani (DIN: 07555408) as an Independent Director of the Company for a term of 2 (two) years effective October 30, 2023 to October 29, 2025 (both days inclusive) pursuant to Sections 149, 152 and other

applicable provisions of the Act and the Rules made thereunder (*including any statutory modification(s) or re-enactment(s) thereof*) and he shall not be liable to retire by rotation.

Except for Mr. Ashwani Kumar Sindhwani (DIN: 07555408) 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. Ashwani Kumar Sindhwani (DIN: 07555408)
Date of first appointment on the Board	October 30, 2023
Date of Birth (Age)	April 15, 1961 (63 years)
Qualification	Certified Financial Risk Manager, Certified Associate of Indian Institute of Bankers, MSc. Chemistry, BSc. Physics, Chemistry and Mathematics
Area of Expertise	Banking and Finance
Experience	Over 40 years
Past Remuneration	NIL
Number of Meetings attended during the year	3 (Three) out of 3 (Three)
Shareholding in the Company	Nil
Details of Remuneration sought to be paid	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 and other Key Managerial Personnel of the Company	NA
Name of the other Companies in which also holds Directorship and Other directorships, membership/ Chairmanship of Committees of other Boards	1. IND FX Code Participants Association 2. Sharekhan BNP Paribas Financial Services Limited 3. SBI-SG Global Securities Services Private Limited 4. Financial Benchmarks India Private Limited 5. Foreign Exchange Dealers Association of India (FEDAI) (<i>in the capacity of Manager only</i>)

**By Order of the Board of Directors of
Sharekhan Limited**

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

Date: May 23, 2024

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