

## NOTICE

Notice is hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of the shareholders of **SHAREKHAN LIMITED** will be held on **Monday, January 10, 2022 at 3.00 p.m.** through Video Conferencing or Other Audio Visual Means (OAVM) or *(if feasible at any venue as decided by the management)* to transact the following business:

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### **SPECIAL BUSINESS:**

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**  
**To regularize and/or appoint Mr. Jean Philippe Huguet (DIN: 07539502) as a 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), if any, of the Companies Act, 2013, Mr. Jean Philippe Huguet (DIN: 07539502), who was appointed as an Additional Director with effect from November 8, 2021 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 his candidature for the office of the Director be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation.”

**“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 / Company Secretary of the Company to such other persons/parties and/or statutory authorities as may be required from time to time.”

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**  
**To regularize and/or appoint Mr. Aymar Arthur Andre De Liedekerke Beaufort (DIN: 09239176) as a 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), if any, of the Companies Act, 2013, Mr. Aymar Arthur Andre De Liedekerke Beaufort (DIN: 09239176), who was appointed as an Additional Director with effect from November 11, 2021 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 his candidature for the office of the Director be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation.”

**“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 /Company Secretary of the Company to such other persons/parties and/or statutory authorities as may be required from time to time.”

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**  
**To consider and enhance the borrowing limit of the Company over and above the limit as prescribed under Section 180 of the Companies Act, 2013:**

**“RESOLVED THAT** pursuant to the provisions of Section 179 (3) (d) and Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof and the Articles of Association of the Company, the consent of the Shareholders be and is hereby accord to the Board of Directors of the Company *(hereinafter referred to as “the Board” which expression shall also include a duly constituted Operations Committee or any officer(s) authorized by the*

*Board thereof for exercising the powers conferred on the Board by this resolution and under Section 179 of the Act), is eligible to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company not exceeding Rs. 3000,00,00,000/- (Rupees Three Thousand Crores only) on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, (that is to say, reserves not set apart for any specific purpose)."*

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered, to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit and generally to do all act(s), deed(s) and thing(s) as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and get registered and deliver on behalf of the Company all documents and forms relating to the above mentioned borrowings and to secure the facilities by creation of an equitable mortgage on the assets of the Company in favour of the Banks/Financial Institutions/NBFC's/ any other body corporate by depositing the title deeds in relation thereto, as collateral security for the credit facility made available to the Company.”

**“RESOLVED FURTHER THAT** any One of the Director(s) /Chief Executive Officer / Chief Operating Officer and/or Company Secretary of the Company be and are hereby authorized severally, to do all the acts, deeds and things which are necessary to give effect to the above said resolution and if required, to authenticate and file the requisite e-forms with the Registrar of Companies.”

**“RESOLVED FURTHER THAT** a certified true copy of the above resolution under the signature of any One of the Director(s) /Chief Executive Officer / Chief Operating Officer and/or Company Secretary of the Company be furnished upon request to such persons/parties as may be required in this regard.”

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**  
**To alter the main object clause of Memorandum of Association of the Company:**

**“RESOLVED THAT** pursuant to section 13 of the Companies Act 2013 and the rules made there under (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and subject to approval of Registrar of Companies, Maharashtra, Mumbai and such other authorities, as may be necessary in this regard, the existing Sub-Clause 4 of Clause III (A) (Main Objects Clause) of the Memorandum of Association of the Company be and is hereby altered, as under:

- 4) To carry on the business of investing, acquiring, holding, purchasing, procuring, wealth management, portfolio management services, distribution of equity shares, debentures, bonds, mortgages, obligations, securities of any kind or carrying on distribution of any financial products or units of mutual fund or insurance product(s) and/or distribution of National Pension Scheme (NPS) and other schemes as administered and regulated by the Pension Fund Regulatory and Development Authority (PFRDA) or any other regulatory authority through physical as well as online platforms and to act as Point of Presence (POP) for the same, directly or through subsidiaries.

**“RESOLVED FURTHER THAT** any one the Director(s) / Chief Executive Officer / Chief Operating Officer and/or Company Secretary of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid substitution/replacement of the existing set of Memorandum of Association of Company and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

**“RESOLVED FURTHER THAT** a certified true copy of the above resolution under the signature of any one the Director(s) / Chief Executive Officer / Chief Operating Officer and/or Company Secretary ‘of the Company be furnished upon request to such persons/parties as may be required in this regard.”

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

Date: November 12, 2021

Place: Mumbai

**Registered Office:**

Lodha iThink Techno Campus, 10<sup>th</sup> Floor,  
Beta Building, Off. JVLR, Opp. Kanjurmarg Station,  
Kanjurmarg (East), Mumbai – 400 042

**CIN: U99999MH1995PLC087498**

**Tel No: 022 - 6115 0000; Fax: 022 – 6748 1899**

**Website: [www.sharekhan.com](http://www.sharekhan.com) Email: [sk.investors@sharekhan.com](mailto:sk.investors@sharekhan.com)**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent, of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.**
2. 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 copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
3. 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 Extra-Ordinary General Meeting is annexed hereto and forms part of this report.
4. 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”).
5. Relevant documents referred in the accompanying Notice, and 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 will be available for inspection by the members at the Extra-Ordinary General Meeting.
6. Any instrument appointing a proxy or proxies should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
7. Members attending the Extra-Ordinary General Meeting (AGM) of the Company are requested to confirm their attendance along with the location during the meeting through video conferencing.
8. Queries proposed to be raised at the Extra-Ordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Extra-Ordinary General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
9. Brief profile of Director(s) proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se, etc. as stipulated under Secretarial Standards, is annexed to the Explanatory Statement.
10. 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.

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

### **Item 1:**

Mr. Jean Philippe Huguet (DIN: 07539502) was appointed as Additional Director of the Company w.e.f. November 8, 2021 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 his candidature for the office of Director of the Company.

In the opinion of the Board, Mr. Jean Philippe Huguet (DIN: 07539502) fulfills the condition specified in the Companies Act, 2013 and Rules made there under for his appointment as Director of the Company. A brief profile of Mr. Jean Philippe Huguet (DIN: 07539502) is attached hereunder.

Your Directors recommends the resolution set out at Item No. 1 to be passed as an Ordinary Resolution by the members.

Except Mr. Jean Philippe Huguet (DIN: 07539502), 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.1.

**The brief particulars/ resume and other information of Mr. Jean Philippe Huguet as per Secretarial Standard - 2 are provided herein below:**

Particulars	<b>Mr. Jean Philippe Huguet</b>
Date of Birth (Age)	January 22, 1965 (56 years)
Nationality	French
Date of first appointment on Company's Board	08/11/2021
Shareholding in the Company	NIL
Qualifications and Experience	Post-Graduation
Nature of expertise in specific functional areas	Banking and Finance
Terms and conditions of appointment or re appointment	Appointed as Non-executive Director
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
List of other Companies in which he hold Directorship	Sharekhan BNP Paribas Financial Services Limited
Number of meetings of Board attended during the FY 2020-21	Three
Chairman/ Member of the Committee(s) of the Board in which he is a director also	Audit Committee – Sharekhan BNP Paribas Financial Services Limited; Risk Management Committee – Sharekhan BNP Paribas Financial Services Limited;
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	NA

### **Item 2:**

Mr. Aymar Arthur Andre De Liedekerke Beaufort (DIN: 09239176) was appointed as Additional Director of the Company w.e.f. November 11, 2021 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 his candidature for the office of Director of the Company.

In the opinion of the Board, Mr. Aymar Arthur Andre De Liedekerke Beaufort (DIN: 09239176) fulfills the condition specified in the Companies Act, 2013 and Rules made there under for his appointment as Director of the Company. A brief profile of Mr. Aymar Arthur Andre De Liedekerke Beaufort (DIN: 09239176) is attached hereunder.

Your Directors recommends the resolution set out at Item No. 2 to be passed as an Ordinary Resolution by the members.

Except Mr. Aymar Arthur Andre De Liedekerke Beaufort (DIN: 09239176), 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. 2.

**The brief particulars/ resume and other information of Mr. Mr. Aymar Arthur Andre De Liedekerke Beaufort as per Secretarial Standard - 2 are provided herein below:**

Particulars	<b>Mr. Aymar Arthur Andre De Liedekerke Beaufort</b>
Date of Birth (Age)	01/01/1966 (55 Years)
Nationality	French
Date of first appointment on Company's Board	11/11/2021
Shareholding in the Company	NIL
Qualifications and Experience	Diploma in International Affairs
Nature of expertise in specific functional areas	Banking and Finance
Terms and conditions of appointment or re appointment	Appointed as Non-executive Director
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
List of other Companies in which he hold Directorship	<ol style="list-style-type: none"> <li>1. BNP Paribas India Solutions Private Limited</li> <li>2. BNP Paribas India Holding Private Limited</li> <li>3. BNP Paribas Securities India Private Limited</li> <li>4. BNP Paribas Global Securities Operations Private Limited</li> <li>5. The Council of EU Chambers of Commerce in India</li> <li>6. Arval India Private Limited</li> </ol>
Number of meetings of Board attended during the FY 2020-21	Three
Chairman/ Member of the Committee(s) of the Board in which he is a director also	NA
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	NA

**Item 3:**

In order to meet the operational requirements and expansion of the business of the Company shall be required to infuse the funds. For the same, the Company shall be required to increase the Borrowing power of the Board of Directors of the Company (*hereinafter referred to as "the Board" which expression shall also include a duly constituted Operations Committee or any officer(s) authorized by the Board thereof for exercising the powers conferred on the Board by this resolution and under Section 179 of the Act*) up to Rs. 3,000 Crores.

As per the Provision of Section 180 of the Companies Act, 2013, approval of Members is necessary in the Borrowing limit of the Board of the Company.

None of the person specified in the Section 102 of the companies Act, 2013 namely the promoter, Director, Key Managerial Persons, Relative of Promoter, Directors and Managerial Persons or entities comprising the interest of promoter, Director and Key Managerial Persons, are connected or interest financially or otherwise in the above resolution set out in the Item No. 3.

**Item 4:**

Since, the Company is proposing to undertake distribution and servicing contributions into National Pension Scheme and other schemes, administered and regulated by the Pension Fund Regulatory and Development

Authority (PFRDA) along with its existing business activities; the Company is required to alter the existing Sub-Clause 4 of Clause III (A) (Main Objects Clause) of the Memorandum of Association of the Company be and is hereby altered, as under, and the said alteration is subject to the prior approval of the Shareholder: -

- 4) To carry on the business of investing, acquiring, holding, purchasing, procuring, wealth management, portfolio management services, distribution of equity shares, debentures, bonds, mortgages, obligations, securities of any kind or carrying on distribution of any financial products or units of mutual fund or insurance product(s) and/or distribution of National Pension Scheme (NPS) and other schemes as administered and regulated by the Pension Fund Regulatory and Development Authority (PFRDA) or any other regulatory authority through physical as well as online platforms and to act as Point of Presence (POP) for the same, directly or through subsidiaries.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, for alteration of Memorandum of Association, of the Company, approval of shareholders is required by way of passing of a Special Resolution. A draft copy of the altered Memorandum of Association is available for inspection of the members of the Company at the registered office of the Company during business hours on all working days till the date of the Extra-Ordinary General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relative(s) is in any way, concerned or interested, financially or otherwise in the said resolution set out in the Item No. 4.

**By Order of the Board of Directors**

*Sd/-*

**Stefan Groening**

*Whole Time Director & COO*

DIN: 07657587

Date: November 12, 2021

Place: Mumbai

**Registered Office:**

Lodha iThink Techno Campus, 10<sup>th</sup> Floor,  
Beta Building, Off. JVLR, Opp. Kanjurmarg Station,  
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**SHAREKHAN LIMITED**

**CIN: U99999MH1995PLC087498**

**Registered Office: Lodha iThink Techno Campus, 10<sup>th</sup> Flr, Beta Bldg Off. JVL R, Opp Kanjurmarg Rly Stn, Kanjurmarg (E) Mumbai City MH 400042 IN**

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**PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

<b>Name</b>	
<b>Address</b>	
<b>Email Id</b>	
<b>Folio No./Client ID</b>	

I / We, being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

1. Name: .....  
 Address: .....  
 Email ID: .....  
 Signature: .....  
 or failing him/her

2. Name: .....  
 Address: .....  
 Email ID: .....  
 Signature: .....  
 or failing him/her

3. Name: .....  
 Address: .....  
 Email ID: .....  
 Signature: .....  
 or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra-Ordinary General Meeting of the Shareholders of Sharekhan Limited to be held on **Monday, January 10, 2022 at 3.00 p.m.** at through video conferencing (VC) or other audio visual means (OAVM) and at any adjournment(s) thereof in respect of such resolutions as indicated below:

<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Special Business</b>			
1. To regularize and/or appoint Mr. Jean Philippe Huguet (DIN: 07539502) as a Director of the Company.			
2. To regularize and/or appoint Mr. Aymar Arthur Andre De Liedekerke Beaufort (DIN: 09239176) as a Director of the Company.			
3. To consider and enhance the borrowing limit of the Company over and above the limit as prescribed under Section 180 of the Companies Act, 2013.			
4. To alter the main object clause of Memorandum of Association of the Company.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022  
 Signature of Shareholder:  
 Signature of Proxy holder (s):

Affix Rs. 1.00 Revenue Stamp
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**Notes:**

1. Proxy need not be member.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.
3. It is optional to indicate your preference. If you leave the “for”, “against” or “abstain” column blank, the proxy will be entitled to vote in the manner as he/she may deem appropriate.

-----TEAR HERE-----

**SHAREKHAN LIMITED**

**CIN: U99999MH1995PLC087498**

**Registered Office: Lodha iThink Techno Campus, 10<sup>th</sup> Flr, Beta Bldg Off. JVLR, Opp Kanjurmarg Rly Stn, Kanjurmarg (E) Mumbai City MH 400042 IN**

**Tel No: 022-6115 0000; Fax: 022-67481899**

**Website: [www.sharekhan.com](http://www.sharekhan.com) Email: [sk.investors@sharekhan.com](mailto:sk.investors@sharekhan.com)**

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

I/ We hereby record my/our presence at the Extra-Ordinary General Meeting of the Shareholders of Sharekhan Limited held on **Monday, January 10, 2022 at 3.00 p.m.** through video conferencing (VC) or other audio visual means (OAVM).

Name: \_\_\_\_\_

Folio No: \_\_\_\_\_ No. of Shares held: \_\_\_\_\_

Name of Proxy / Representative, if any: \_\_\_\_\_

Signature of shareholder(s)/Proxy/ Representative: \_\_\_\_\_