

## NOTICE

Notice is hereby given that the (SKL/2022-2023/EGM-II) EXTRA-ORDINARY GENERAL MEETING of the shareholders of SHAREKHAN LIMITED will be held on **Wednesday, January 18, 2023 at 2:00 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:

### **SPECIAL BUSINESS:**

1. 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 (1)(c) of the Companies Act, 2013:**

**“RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Company at the Extra- Ordinary General Meeting held on 10<sup>th</sup> January, 2022 and 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. 5000,00,00,000/- (*Rupees Five 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, its free reserves and securities premium, (*that is to say, reserves not set apart for any specific purpose*).”

**“RESOLVED FURTHER THAT** consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to 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.”

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

*Sd/-*

**Jaideep Arora**

*Whole Time Director & CEO*

**DIN: 00056252**

Page 1 of 3

Date: January 11, 2023

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: 022 – 2432 7343**

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

**NOTES:**

1. In view of the ongoing COVID-19 pandemic and social distancing norms to be followed and its continuing catastrophe, the Government of India, Ministry of Corporate Affairs ('MCA') permitted conducting Extra Ordinary General Meeting ("EGM") through VC/OAVM and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the MCA vide its General Circular No. 11/2022 dated 28.12.2022, General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, and General Circular No. 03/2022 dated 05.05.2022 read with General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 (*collectively referred to as 'MCA Circulars'*) has prescribed the procedures and manner of conducting the EGM 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 EGM of the Shareholders will be held through VC / OAVM. Hence, Shareholders can attend and participate in the EGM 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 EGM 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 EGM 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 Extra-Ordinary General Meeting (EGM) 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 Extra-Ordinary General Meeting is annexed hereto and forms part of this report.
7. The notice of EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the EGM along with the Explanatory Statement will also be available on the Company's website [www.sharekhan.com](http://www.sharekhan.com).
8. Queries proposed to be raised at the Extra-Ordinary General Meeting may be sent to the Company through an email at [companysecretarial@sharekhan.com](mailto:companysecretarial@sharekhan.com) or 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. Pursuant to General Circular No. 11/2022 dated 28.12.2022, 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:**

In order to meet the operational requirements and expansion of the business of the Company shall be required to raise 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*) from the existing limit of Rs. 3,000 Crores up to maximum Rs. 5,000 Crores.

As per the Provision of Section 180 (1) of the Companies Act, 2013, approval of Members is necessary in the enhancing the Borrowing limit of the Board of the Company. Accordingly, the Shareholders in their meeting dated 10<sup>th</sup> January, 2022 approved the borrowing limit by the Board of Directors of the Company up to Rupees 3,000 Crores and as mentioned above the borrowing limit is required to be enhanced up to Rupees 5,000 Crores, it is required to pass the special resolution to give this effect.

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. 1

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

*Sd/-*

**Jaideep Arora**

*Whole Time Director & CEO*

**DIN: 00056252**

Date: January 11, 2023

Place: Mumbai

**Registered Office:**

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