

NOTICE

NOTICE is hereby given that the (SKL/2023-2024/EGM-II) EXTRA-ORDINARY GENERAL MEETING of the members of SHAREKHAN LIMITED will be held on THURSDAY, SEPTEMBER 07, 2023 at 4:45 p.m. through video conferencing (VC) or other audio-visual means (OAVM) 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 approve issuance of Non-Convertible Debentures:

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at the Extra- Ordinary General Meeting held on 10th February, 2023 and pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and pursuant to Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 including any modification, amendment, substitution or re-enactment thereof and all other applicable SEBI Rules and Regulations and subject to the provisions of any other applicable statutes, Regulations, if any, as may be amended from time to time and the provisions of the Memorandum of Association (MOA) and the Articles of Association (AOA) of the Company and subject to the approval, consent, permission, exemption and /or sanction of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction 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*) be and are hereby authorized on behalf of the Company to issue, to make offer(s) and/or invitation(s) to eligible persons/ institutions to subscribe to and to allot Non-Convertible Debentures (*secured or unsecured or perpetual or listed and/ or unlisted, redeemable subordinated, Structured or Market linked Debentures (MLDs) or such other form of debentures as may be determined*) ("NCDs/Debentures"), upto an amount not exceeding Rs. 2,500/- Crores (Rupees Two Thousand Five Hundred Crores only), for the period of One year from the date of passing of the resolution to the eligible investors, on a private placement basis, in One or more tranches, on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with the lead manager(s), financial advisor(s), underwriter(s), legal advisor(s), and /or any other agency(ies) which the Board may deem fit and appropriate, however at any given point of time the aggregate limits of funds raised / to be raised by the Company, including issue of Debenture shall not exceed the overall borrowing limits of the Company, as may be approved by the member(s) of the Company from time to time."

"RESOLVED FURTHER THAT for the purpose of creating, offering, issuing and allotting the Debenture(s), the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or expedient in the interest of the Company and with the power on behalf of the Company to determine terms and conditions to the issue, settle and questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the member(s) of the Company and also authorized to further delegate the powers to any official(s) to execute all such documents, instruments and writings as may be required to give effect to these resolutions and to determine the price and terms of each issuance or tranche/series of the non-convertible debentures ("NCDs/Debentures") from time to time as per the prevailing market conditions."

"RESOLVED FURTHER THAT any One of the Director(s)/Chief Executive Officer/Chief Operating Officer / Chief Financial 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 resolution and if required, to authenticate and file the requisite e-forms with the Registrar of Companies."

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

Sd/-
Jaideep Arora
Whole Time Director & CEO
DIN: 00056252

Date: September 07, 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

Email: companysecretarial@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 08th April, 2020, and General Circular No. 03/2022 dated 05.05.2022 read with General Circular No. 17/2020 dated 13th 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 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 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.sharekhanfinance.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 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 to 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:

The members are requested to note that, in order to meet the long-term business plans, the Company is intending to enhance the present limit to raise fund by issuance of non-convertible debentures (NCD) on private placement basis of Rs. 500 crores/- (Rupees Five Hundred Crores only) to an amount not exceeding Rs. 2500 crores/- (Rupees Two Thousand Five Hundred Crores only) in One or more tranches.

The member(s) may further note that, in supersession to the Special Resolution passed by the Member(s) of the Company at the Extra- Ordinary General Meeting held on 10th February, 2023 and pursuant to Section 42, 71 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (*Prospectus and Allotment of Securities*) Rules, 2014, ("Prospectus and Allotment Rules") deals with private placement of securities by a Company and pursuant to Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 including any modification, amendment, substitution or re-enactment thereof and all other applicable SEBI Rules and Regulations and subject to the provisions of any other applicable statues, Regulations, if any, as may be amended from time to time and the provisions of the Memorandum of Association (MOA) and the Articles of Association (AOA) of the Company. The rule 14(1) of the Prospectus and Allotment Rules prescribes that, in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders / members ("Members") by means of a special resolution. The rule 14(1) of the Prospectus and Allotment Rules further prescribes that, in case of the issue of non-convertible debentures ("NCDs"/Debenture) exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval for the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the resolution to the eligible investors.

In order to meet the financial requirement of the Company and for the general corporate purposes and working capital requirement, the Company may invite subscription for (a) listed or unlisted, (b) secured, (c) unsecured (d) any others (*as may be determined*) NCDs to be issued by the Company, in one or more series / tranches on private placement basis for amount not exceeding to Rs. 2,500 Crores.

The NCDs proposed to be issued, may be issued either at par or at premium to face value and the issue price (including premium, if any) and may or may not be listed on the stock exchange(s) on such other terms and conditions as 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*) on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

<p>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</p>	<p>In view of this, pursuant to this resolution under Section 42, 71 and other applicable provisions of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/ unsecured/ subordinated/ senior, rated/ unrated, listed/ unlisted, redeemable (including market linked debentures) NCDs) shall be decided from time to time, not exceeding the amounting to Rs. 2,500 Crores in one or more tranches, within the period of 1 (One) year from the date of passing of the resolution by the Board dated September 7, 2023. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
<p>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</p>	<p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue and the nature and form of the debenture(s) as may be decided by the Board.</p>
<p>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE</p>	<p>Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt securities which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).</p>
<p>NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION</p>	<p>Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt securities.</p>
<p>AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES</p>	<p>Amount aggregating up to the amount not exceeding Rs. 2,500 Crores, in One or more tranches, which shall not exceed the overall borrowing limits of the Company.</p> <p>The specific terms of each offer/issue of NCDs shall be decided from time to time, by the Board.</p>
<p>MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTER OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPAL TERMS OF ASSETS CHARGED AS SECURITIES</p>	<p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (One) year from the date of the aforementioned resolution, in discussions with the respective stake holder(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.</p>

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and the Board

is authorized to issue such NCDs during the year on private placement basis up to the amount not exceeding to Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only) as stipulated above, in One or more tranches.

The Special resolution as set out in Item No. 1 of the Notice shall remain in force for the period of 1 (One) year.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board recommends the passing of the resolution as special resolution.

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. In view of above, the board of directors recommends the passing of this resolution as Special Resolution.

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

Sd/-

Jaideep Arora

Whole Time Director & CEO

DIN: 00056252

Date: September 7, 2023

Place: Mumbai

Registered Office:

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

Dadar (West), Mumbai – 400 028,

Maharashtra, INDIA

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