

NOTICE

Notice is hereby given that the **TWENTY SIXTH ANNUAL GENERAL MEETING** of the shareholders of **SHAREKHAN LIMITED** will be held on **Thursday, September 30, 2021** at **4.10 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:

ORDINARY BUSINESS:

1. Adoption of Accounts:

- a. To receive, consider and adopt the Standalone audited financial statements of the Company for the financial year ended 31st March, 2021 together with the report of the Board of Directors and the Auditors thereon;
- b. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March 2021 together with the Reports of Auditors thereon.

2. Retire by Rotation:

- a. To appoint a director in place of Mr. Jaideep Arora (DIN: - 00056252), who retires by rotation and being eligible offers himself for re-appointment.
- b. To appoint a director in place of Mr. Jean Christophe (DIN: 02561258), who retires by rotation and, being eligible, offers himself for re-appointment.
- c. 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:

3. 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. Alain Papiasse (DIN: 07672704) as a Director of the Company: -

“**RESOLVED THAT** pursuant to the provisions of Section 152, Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with relevant rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and on the basis of recommendations of nomination and remuneration committee and board of directors of the Company, Mr. Alain Papiasse (DIN: 07672704), who was appointed as an Additional Director with effect from April 13, 2021 and whose term of Office shall expire at the conclusion of this Annual General Meeting of the Company, and in respect of whom the Company had received a notice in writing under Section 160 of the Act from a shareholder proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, whose period of office 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/ 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.”

4. 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 remuneration to Mr. Jaideep Arora as a Whole-time Director of the Company.**

“**RESOLVED THAT** pursuant to recommendation made by Nomination and Remuneration Committee and in accordance with the Nomination and Remuneration Policy of the Company 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 and subject to the approval of the Shareholders of the Company in the ensuing General Meeting, Mr. Jaideep Arora (DIN: - 00056252) be and is hereby re-appointed as the Whole-time Director of the Company for a further period of 5 years with effect from 1st October 2021 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. Shankar Vailaya 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. Jaideep Arora (DIN: - 00056252), 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. Jaideep Arora and as per the terms and conditions given below:

- (A) **Tenure:** Five years with effect from the date of re-appointment i.e. 1st October, 2021.
- (B) **Salary Limit:** Up to Rs. 15,82,093 per month, *(as mentioned in Annexure A, attached herewith)* during the period from October 01, 2021 to December 31, 2021. 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, 2022.
- (C) **Perquisites:**

Provided according to the terms agreed upon between Mr. Jaideep Arora and the Group without limitation would include the following (i) Reimbursement of Telephone expenses for two telephones and one tele-fax at Mr. Jaideep Arora's

residence as per the rules of the Company. (ii) Payment of insurance under Group Medclaim Insurance Policy, Group Insurance Policy and other appropriate insurance coverage for the benefit of Mr. Jaideep Arora, as per Company policy. (iii) Other perquisites including but not limited to car expenses / provision of car 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. Jaideep Arora 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. Jaideep Arora), the Chief Operating 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.”

Annexure A

Components		
	Per Annum	Per Month
Base Salary per annum (in INR)	1,89,85,116	15,82,093
Total per annum (in INR)	1,89,85,116	15,82,093

Other Benefits:

- 1) Variable Pay: As per BNP Paribas Group Policy and approved by Group HR;
- 2) Annual Leaves: 25 days for each calendar year
- 3) Employer contribution will be 12% on Basic Salary.

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

Sd/-

Stefan Groening

Whole Time Director & COO

DIN: 07657587

Date: May 28, 2021

Place: Mumbai

Registered Office:

Lodha iThink Techno Campus, 10th 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 Email: 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 Annual 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 Annual 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 Annual General Meeting (AGM) of the Company are requested to hand over the enclosed Attendance Slip, duly filled in and signed in accordance with their specimen signatures registered with the Company for admission to the AGM hall.
8. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office 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.
9. Brief profile of Director 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 3:

Mr. Alain Papiasse (DIN: 07672704) was appointed as Additional Director of the Company w.e.f. April 13, 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. Alain Papiasse (DIN: 07672704) 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. Alain Papiasse (DIN: 07672704) is attached hereunder.

Your Directors recommends the resolution set out at Item No. 3 to be passed as an Ordinary Resolution by the members.

Except Mr. Alain Papiasse (DIN: 07672704), 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.3.

The brief particulars/ resume and other information of Mr. Alain Papiasse as per Secretarial Standard - 2 are provided herein below:

Particulars	Mr. Alain Papiasse
Date of Birth (Age)	April 16, 1955 (66 years)
Nationality	French
Date of first appointment on Company's Board	April 13, 2021
Shareholding in the Company	NIL
Qualifications and Experience	Graduate From 3 French Business School and having an experience in banking and finance industry
Nature of expertise in specific functional areas	Banking and finance industry
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	BGL BNP Paribas
Number of meetings of Board attended during the FY 2020-21	NIL
Chairman/ Member of the Committee(s) of the Board in which he is a director also	Nomination & Remuneration Committee
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	NA

Item 4:

Mr. Jaideep Arora (DIN: - 00056252) was appointed as a Whole Time Director of the Company vide shareholders' resolution dated September 29, 2016 for a period of 5 years effecting from 1st October 2016.

Mr. Jaideep Arora (DIN: - 00056252) has varied experience in the area of Capital Market and his Guidance has been valuable in Company.

The present terms of appointment of Five years of Mr. Jaideep Arora (DIN: - 00056252) is expiring on September 30, 2021 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. Jaideep Arora 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 October 1, 2021 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. 4 of the Notice as a Special Resolution by the members.

Except Mr. Jaideep Arora (DIN: - 00056252), 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.4.

The brief particulars/ resume and other information of Mr. Jaideep Arora as per Secretarial Standard - 2 are provided herein below:

Name	Mr. Jaideep Arora
Date of first appointment on the Board	30/09/2002
Date of Birth (Age)	12/03/1969 (52 years)
Qualification	IIT (Kanpur) IIM (Calcutta)
Area of Expertise	Business & IT
Experience	24 years
Past Remuneration	Rs. 15,82,093 per month
Number of Meetings attended during the year	2

Name	Mr. Jaideep Arora
Shareholding in the Company	Nil
Details of Remuneration sought to be paid	Upto the amount (for per month) approved by the Nomination and Remuneration Committee of the Company
Remuneration last drawn	Rs. 15,82,093 per month
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	NA

By Order of the Board of Directors

Sd/-

Stefan Groening

Whole Time Director & COO

DIN: 07657587

Date: May 28, 2021

Place: Mumbai

Registered Office:

Lodha iThink Techno Campus, 10th Floor,
Beta Building, Off. JVLR, Opp. Kanjurmarg Station,
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SHAREKHAN LIMITED

CIN: U99999MH1995PLC087498

Registered Office: Lodha iThink Techno Campus, 10th 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 Email: sk.investors@sharekhan.com**PROXY FORM***[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name	
Address	
Email Id	
Folio No./Client ID	

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 26th Annual General Meeting of the Shareholders of Sharekhan Limited to be held on **Thursday, September 30, 2021** at **4.10 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:

Resolution	For	Against	Abstain
Ordinary Business			
1. Adoption of Accounts			
a. To receive, consider and adopt the Standalone audited financial statements of the Company for the financial year ended 31 st March, 2021 together with the report of the Board of Directors and the Auditors thereon.			
b. To receive, consider and adopt the audited consolidated financial statements for the financial year ended 31 st March 2021 together with the Reports of Auditors thereon.			
2. Retire by Rotation:			
a. To appoint a director in place of Mr. Jaideep Arora (DIN: - 00056252), who retires by rotation and being eligible offers himself for re-appointment.			
b. To appoint a director in place of Mr. Jean Christophe (DIN: 02561258), who retires by rotation and, being eligible, offers himself for re-appointment.			
c. 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			
3. To regularize and/or appoint Mr. Alain Papiasse (DIN: 07672704) as a Director of the Company.			
4. To consider the re-appointment of and payment of remuneration to Mr. Jaideep Arora as a Whole-time Director of the Company.			

Signed this _____ day of _____ 2021

Signature of Shareholder:

Signature of Proxy holder (s):

Affix Rs. 1.00 Revenue Stamp

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, 10th 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 Email: 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 26th Annual General Meeting of the Shareholders of Sharekhan Limited held on **Thursday, September 30, 2021** at **4.10 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: _____