

September 03, 2024

To,  
**Department of Corporate Services**  
**BSE Limited**  
P J Towers,  
Dalal Street, Fort,  
Mumbai - 400001  
**Scrip Code: 540725**

To,  
**The Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400051  
**SYMBOL: SHAREINDIA**

**Sub: Notice of 30<sup>th</sup> Annual General Meeting of the Company**

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 30<sup>th</sup> Annual General Meeting (“AGM”) of the Company scheduled to be held on Wednesday, September 25, 2024 at 04:30 P.M through Video Conference (VC)/Other Audio-Visual Means (OAVM).

The Notice of the AGM is also available on the website of the Company, i.e., [www.shareindia.com](http://www.shareindia.com).

Further, the Company has fixed Friday, August 02, 2024 as the Record Date for the purpose of ascertaining eligibility of shareholders for payment of final dividend for the financial year 2023-24, once approved by the Members at the AGM.

Please take the same on your records.

Thanking you,

Yours faithfully,

**For Share India Securities Limited**

**Vikas Aggarwal**  
**Company Secretary & Compliance Officer**  
**M. No. F5512**



## SHARE INDIA SECURITIES LIMITED

CIN: L67120GJ1994PLC115132

**Reg. Office:** Unit no. 615 and 616, 6<sup>th</sup> Floor, X-Change Plaza, Dalal Street Commercial Co-operative Society Limited, Road 5E, Block 53, Zone 5, Gift City, Gandhinagar, Gujarat-382355

**Tel:** +91-120-4910000; **Website:** www.shareindia.com; **E-mail ID:** secretarial@shareindia.com

# Notice

**Notice** is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of Share India Securities Limited will be held on Wednesday, September 25, 2024 at 04:30 P.M. through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend amounting to ₹ 8/- (Rupees Eight Only) per equity share of face value of ₹ 10/- (Rupees Ten Only) each during the financial year 2023-2024.
3. To declare final dividend of ₹ 0.20/- (Twenty Paise Only) per equity share of face value of ₹ 2/- (Rupees Two Only) each for the financial year 2023-2024.
4. To re-appoint Mr. Rajesh Gupta (DIN: 00006056), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint Ms. Saroj Gupta (DIN: 00013839), Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.
6. To re-appoint Mr. Suresh Kumar Arora (DIN: 00412523), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
7. To consider and appoint M/s MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W), as the Statutory Auditors of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W), be and are hereby appointed as the Statutory Auditors of the

Company for a term of 5 (five) consecutive years, to hold office from the conclusion of 30<sup>th</sup> Annual General Meeting until the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company, at such remuneration as may be decided by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

### SPECIAL BUSINESS:

8. To re-appoint Mr. Kamlesh Vadilal Shah (DIN: 00378362) as the Managing Director of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the Articles of Association of Company, approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Kamlesh Vadilal Shah (DIN: 00378362) as the Managing Director of the Company for a period of 5 (five) consecutive years on expiry of his present term of office, i.e., with effect from January 16, 2025, on the terms and conditions including remuneration as set out in Statement annexed to the Notice convening this meeting, with a discretion to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to alter and vary terms and conditions of the said re-appointment and/or remuneration in such manner, as it may deem fit.

**RESOLVED FURTHER THAT** on being re-appointed as a Director immediately after retirement by rotation, Mr. Kamlesh Vadilal Shah shall continue to hold his office as Managing Director and the re-appointment as such Director shall not be deemed to constitute a break in his appointment as a Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

9. To re-appoint Mr. Vijay Girdharlal Vora (DIN: 00333495) as a Whole-time Director of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the Articles of Association of Company, approval of the Members of the Company is be and hereby accorded to re-appoint Mr. Vijay Girdharlal Vora (DIN: 00333495) as a Whole-time Director of the Company for a period of 5 (five) consecutive years on expiry of his present term of office, i.e., with effect from January 16, 2025, on the terms and conditions including remuneration as set out in Statement annexed to the Notice convening this meeting with a discretion to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to alter and vary terms and conditions of the said re-appointment and/or remuneration in such manner, as it may be deem fit.

**RESOLVED FURTHER THAT** on being re-appointed as a Director immediately after retirement by rotation, Mr. Vijay Girdharlal Vora shall continue to hold his office as a Whole-time Director and the re-appointment as such Director shall not be deemed to constitute a break in his appointment as a Whole-time Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

10. To approve revision in remuneration payable to Mr. Suresh Kumar Arora (DIN: 00412523), Whole-time Director of the Company for the remaining period of his present terms of appointment, and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** further to the resolutions passed by the members of the Company at the 27<sup>th</sup> Annual General Meeting of the Company held on September 15, 2021 for approval of the appointment and remuneration payable to Mr. Suresh Kumar Arora (DIN: 00412523) as

a Whole-time Director and pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the approval of the Members be and is hereby accorded for revision in the remuneration payable to Mr. Suresh Kumar Arora (DIN: 00412523), Whole-time Director of the Company for the remaining period of his present term of appointment, i.e., with effect from April 1, 2024 till May 31, 2026, to the extent and in such manner as set out in Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

11. To increase the number of options that can be granted under ‘Share India Employees Stock Option Scheme – II’ (“ESOS-II”) and in this regard, to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in furtherance of the Resolution passed by the members of the Company at their 28<sup>th</sup> Annual General Meeting held on September 22, 2022, pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of Company, and subsequent to the adjustment of the options which could be granted under the Share India Employees Stock Option Scheme –II (“Share India ESOS - II”/ “ESOS - II”) from 1,00,000 options to 5,00,000 options and adjustment of the exercise price for each option from ₹ 10/- or such higher price as determined by Nomination & Remuneration Committee to ₹ 2/- or such higher price as determined by Nomination & Remuneration Committee pursuant to the split/sub-division of the equity shares of the Company from 1 (one) equity share of ₹ 10/- each to 5 (five) equity shares of ₹ 2/- each, the consent of the Members of the Company be and is hereby accorded for the increase in the options which can be created, offered, granted and issued from time to time, in one or more tranches under Share India ESOS – II, from 5,00,000 options to 10,00,000 options.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By the order of the Board of Directors  
For **Share India Securities Limited**

**Vikas Aggarwal**

Company Secretary &

Compliance Officer

Membership No.: FCS 5512

Date: August 21, 2024

Place: Noida

#### NOTES:

- a) Pursuant to the General Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023 (“MCA Circulars”), Annual General Meeting (“the Meeting”/ “AGM”) can be conducted through Video Conferencing or Other Audio Visual Means (“VC/OAVM”) without the physical presence of the Members at a common venue. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
- b) A Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business mentioned under Items No. 7 to 11 of the accompanying Notice, is annexed hereto.
- c) The relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Clause 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of re-appointment of Directors/revision in remuneration of Directors at this AGM are also annexed.
- d) In compliance with circulars issued by MCA and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and any other applicable law, rules, circulars, notifications and regulations, this Notice of the AGM is being sent only through electronic mode to the Members whose names appear in list of beneficial owners as received from the National Securities Depository
- Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Depository Participant(s), on August 30, 2024.
- e) **SINCE THE AGM WILL BE HELD THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM ARE NOT ANNEXED TO THIS NOTICE.**
- f) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act and SS-2.
- g) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, Register of contracts or arrangements in which Directors are interested, maintained under Section 189 of the Act, and documents referred to in the Notice will be available electronically for inspection, up to and including the date of the AGM of the Company. Members seeking to inspect such documents can do so by sending an email to [secretarial@shareindia.com](mailto:secretarial@shareindia.com). Further, the aforesaid documents shall also be available on the website of the Company for inspection by the Members during the AGM.
- h) Members may note that the Board, at its meeting held on May 09, 2024, has recommended a final dividend of ₹ 1/- (Rupee One Only) per equity share of face value of ₹ 10/- each. Pursuant to the sub-division of every 1 (One) equity share of face value of ₹ 10/- (Rupees Ten only) each, into 5 (Five) equity shares of face value of ₹ 2/- (Rupees Two only) each executed on the Record Date i.e., on June 27, 2024, the final dividend payable to equity shareholders shall be ₹ 0.20/- (Twenty Paise Only) per equity share of face value of ₹ 2/- each. The Record date for the purpose of final dividend was fixed as Friday, August 02, 2024. The final dividend, once approved by the members in this AGM, will be paid on or before Thursday, October 24, 2024, to the members who were holding shares as on Friday, August 02, 2024. The dividend will be paid electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details with their Depository Participants, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their Depository Participants (where shares are held in dematerialized mode) to receive dividend directly into their bank account on the payout date.

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Income Tax Act, 1961 & the Finance Act, 2020 and the amendments, thereof. Members are requested to complete and/ or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their DPs in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate.

A Resident individual shareholder with PAN and whose income is not exceeding the maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents, i.e., No Permanent Establishment, Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Shareholders are requested to note that if the PAN is not correct/ invalid/ inoperative or if they have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

A communication providing detailed information & instructions with respect to tax on the final dividend for the financial year ended March 31, 2024 is being sent separately to the Members.

- i) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company, as on the cut-off date being Wednesday, September 18, 2024.
- j) Any person, who acquires equity shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds equity shares as on the cut-off date, i.e., Wednesday, September 18, 2024, may obtain the login ID and password by sending a request at [secretarial@shareindia.com](mailto:secretarial@shareindia.com).
- k) A person, whose name is recorded in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.

- l) In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
- m) Mr. Naveen Kumar, Practicing Company Secretary of M/s. N. Kumar and Associates, having COP No. 22084, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM, in a fair and transparent manner.
- n) The Notice calling the AGM has been uploaded on the website of the Company at [www.shareindia.com](http://www.shareindia.com). The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM), i.e., [www.evotingindia.com](http://www.evotingindia.com).
- o) Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- p) The Chairman shall, at the AGM, on the resolutions on which voting is to be held, allow voting by use of e-voting for all those Members who are present during the AGM but have not cast their votes by availing the remote e-voting facility.
- q) Members are requested to kindly mention their DP ID and Client ID in all their correspondence with the Company's Registrar in order to enable the Registrar to reply to their queries promptly.
- r) In this Notice and the statement pursuant to Section 102 of the Act, the terms "shareholder(s)" and "member(s)" are used interchangeably.
- s) The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting at the AGM, and make, not later than two working days or three days, whichever is earlier, from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the Result of the voting forthwith.
- t) The Results declared, along with the Report of the Scrutinizer, shall be placed on the website of the Company, [www.shareindia.com](http://www.shareindia.com), Notice Board(s) of the Company at its Registered Office as well as Corporate Office and on the website of CDSL immediately after the declaration of Result by the Chairman or a person authorised by him in writing. The Results shall also be immediately uploaded to BSE Limited and National Stock Exchange of India Limited.

**General instructions for accessing and participating in the 30<sup>th</sup> AGM through VC/OAVM and voting through remote e-voting:**

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means.

The facility of casting votes by a member using remote e-voting as well as the e-voting system at the AGM will be provided by CDSL. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.

- The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	Sunday, September 22, 2024
Conclusion of remote e-voting period	Tuesday, September 24, 2024
Cut-off Date for eligibility to vote	Wednesday, September 18, 2024

- The remote e-voting facility will be disabled by CDSL immediately after 5:00 p.m. IST on Tuesday, September 24, 2024 and voting will be disallowed thereafter.

**THE PROCEDURE AND INTRUCTIONS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**

Members are requested to follow the instructions below to cast their Vote through e-voting:

**Step 1: Access to Depositories CDSL/NSDL e-voting system.**

**(A) Login method for remote e-voting in case of individual Shareholders.**

In terms of SEBI circular no. **SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting Service Provider name and you will be re-directed to e-voting Service Provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

**(B) Login Method for e-voting in case of Non-Individual Shareholders:**

Non-individual Shareholders are required to access CDSL e-voting system using the following steps:

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

- 6) If you are a first-time user follow the steps given below:

<b>For shareholders other than individual shareholders holding shares in Demat</b>	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote evoting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Step 2** - Steps to cast vote on Resolution(s) through remote e-voting:

- 1) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 2) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 3) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 4) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 5) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 6) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 7) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 8) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 9) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, in either of the following ways, namely:
  - A. To the Scrutinizer by e-mail to [naveen.csverma@gmail.com](mailto:naveen.csverma@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com);
  - B. To the Company by e-mail to [secretarial@shareindia.com](mailto:secretarial@shareindia.com);
  - C. To the corporate office of the Company at A-15, Sector-64, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The Members can join the AGM in the VC/OAVM 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come, first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction on account of first come, first serve basis

3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting, i.e., Wednesday, September 18, 2024**, mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@shareindia.com](mailto:secretarial@shareindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting, i.e., Wednesday, September 18, 2024**, mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@shareindia.com](mailto:secretarial@shareindia.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are present in the AGM through VC/OAVM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
8. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORY PARTICIPANTS:**

Please update your email id & mobile no. with your respective Depository Participant.

**HELPPESK FOR SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH THE FACILITY FOR VOTING BY ELECTRONIC MEANS OR ATTENDING AGM:**

All grievances connected with the facility for voting by electronic means or attending AGM may be addressed to the following:

Depository	Registrar and Share Transfer Agent	Company
<b>CDSL</b>	<b>Bigshare Services Private Limited</b>	
Mr. Rakesh Dalvi, Sr. Manager, Address: A Wing, 25 <sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 E-mail ID: <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> Tel.: 1800 22 55 33	Mr. Mukesh Kumar, Branch Manager, Address: 302, Kushal Bazar 32-33, Nehru Place, New Delhi – 110 019, Email ID: <a href="mailto:mukesh@bigshareonline.com">mukesh@bigshareonline.com</a> Tel.: 011 2352 2373	Mr. Vikas Aggarwal, Company Secretary and Compliance Officer, Address: A-15, Sector-64, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 301, Email ID: <a href="mailto:secretarial@shareindia.com">secretarial@shareindia.com</a> Tel.: 0120 4910 000

By the order of the Board of Directors  
For **Share India Securities Limited**

**Vikas Aggarwal**

Company Secretary & Compliance Officer  
Membership No.: FCS 5512

Date: August 21, 2024  
Place: Noida

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

### ITEM NO. 7

Members of the Company at their 25<sup>th</sup> Annual General Meeting had approved the appointment of M/s SVP & Associates, Chartered Accountants (FRN: 003838N) as the Statutory Auditors of the Company from the conclusion of the said AGM of the Company till the conclusion of 30<sup>th</sup> AGM of the Company, in accordance with Section 139 of Act read with the Companies (Audit and Auditors) Rules, 2014.

Since the term of M/s SVP & Associates, Chartered Accountants, will be completed after the conclusion of this AGM, the Board of Directors at its meeting held on August 21, 2024, on the recommendation of the Audit Committee and after considering the experience and expertise of M/s MSKA & Associates, Chartered Accountants (Firm Registration No.: 105047W), proposed to appoint M/s MSKA & Associates, Chartered Accountants as the Statutory Auditors of the Company for a period of 5 (five) consecutive years commencing from the conclusion of this AGM till the conclusion of the 35<sup>th</sup> AGM to be held in the year 2029 at such remuneration as shall be fixed by the Members of the Company.

Established in 1978, MSKA & Associates is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the PCAOB (US Public Company Accountancy Oversight Board). MSKA & Associates offers a wide range of services in Audit Assurance, Tax and Advisory domain led by industry experts. It has branches in Ahmedabad, Bengaluru, Chennai, Chandigarh, Goa, Hyderabad, Kochi, Kolkata, Mumbai, Gurugram, Pune. The firm has 80+ Partners and the Staff strength of the firm is around 1800 personnel. It has experience of working with several Multinational Companies, listed entities and companies with Multi-products and Services. The firm having more than 45 years of professional experience, has presence in major Business Groups, Banks and various non-Government and Government organisations in India.

The proposed remuneration to be paid to the Auditors for the financial year 2024-25 is ₹ 36,00,000 (Rupees Thirty Six Lakhs Only). The said remuneration excludes the applicable taxes and reimbursement of out-of-pocket expenses. The remuneration for subsequent financial years of their term shall be fixed by the Board on the recommendation of the Audit Committee with the mutual consent of the Auditors.

The Audit Committee and the Board of Directors is of the opinion that based on the vast experience and expertise of M/s MSKA & Associates, the remuneration payable to M/s MSKA & Associates for financial year 2024-25 is justified as compared to audit fees paid to M/s SVP & Associates, Chartered Accountants, for the financial year 2023-24. The proposed fee is also in line with the industry benchmarks. The fees for any other professional work including certifications will be in addition to the audit fee as mentioned above and will be decided by the management in consultation with the Auditors.

M/s MSKA & Associates have consented to their appointment as Auditors and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2014. M/s MSKA & Associates have confirmed that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

Further, none of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 7 of the Notice. The Board recommends the resolution set forth in item No. 7 of the Notice for approval of the members.

### ITEM NO. 8

The Shareholders of the Company, at their 26<sup>th</sup> Annual General Meeting held on September 30, 2020 appointed Mr. Kamlesh Vadilal Shah (DIN: 00378362) as Managing Director of the Company for a term of 5 (five) years upto January 15, 2025.

The Board of Directors of the Company ("Board"), at its meeting held on August 21, 2024, has, subject to the approval of the Members, re-appointed Mr. Kamlesh Vadilal Shah as the Managing Director of the Company for a period of 5 (five) consecutive years from the expiry of his present term, i.e., with effect from January 16, 2025, on the terms and conditions as recommended by the Nomination and Remuneration Committee ("NRC") of the Board.

Members' approval is sought for the re-appointment of, and remuneration payable to, Mr. Kamlesh Vadilal Shah as Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (the "Act").

A brief profile and specific areas of expertise and other relevant information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are set out in the Annexure to this Notice.

Broad particulars of the terms and conditions of the appointment of, and remuneration payable to, Mr. Kamlesh Vadilal Shah as Managing Director are set out herein below:

#### A. Period of Appointment

5 (five) consecutive years with effect from January 16, 2025.

#### B. Remuneration

- i. Salary not exceeding ₹ 26,25,000 per annum including allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, Bonus etc., with such increments as the Board and NRC may decide from time to time;

- ii. Incentives in such amount and proportions and in such manner as the Board, based on the recommendation of NRC may approve, as per the limits approved by the Members at the 28<sup>th</sup> Annual General Meeting of the Company;
- iii. Stock options as may be approved by the NRC;
- iv. Company's Contribution to Provident Fund, Superannuation Fund, Annuity Fund, gratuity payment, and encashment of leave payable to him as per the Company policy shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
- v. The Company to reimburse all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Mr. Kamlesh Vadilal Shah in performance of his duties and responsibilities.
- vi. Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and other contribution to insurance as per the rules of the Company;

Perquisites/allowances shall be valued as per Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

When in any financial year, the Company has no profits or its profits are inadequate, the salary including the perquisites as aforesaid will be paid to Mr. Kamlesh Vadilal Shah in accordance with the applicable provisions of the Act.

Mr. Kamlesh Vadilal Shah satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act, and not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India (SEBI) or any other such authority.

In compliance with the provisions of the Act and Listing Regulations, the terms of re-appointment and remuneration of Mr. Shah as Managing Director as specified above are now being placed before the Members for their approval by way of Ordinary Resolution.

The Board is of the view that the continued association of Mr. Shah would be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience and, accordingly, recommends the Resolution at Item No. 8 of the accompanying Notice for approval by the Members of the Company to be passed as Ordinary Resolution.

The draft of appointment letter to be executed between the Company and Mr. Shah for his re-appointment as Managing Director would be available for inspection by the Members, electronically. Members seeking to inspect the same can send an email to [secretarial@shareindia.com](mailto:secretarial@shareindia.com).

Mr. Kamlesh Vadilal Shah is interested in this resolution and his relatives are deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or deemed to be interested, financially or otherwise, in the Resolution.

## ITEM NO. 9

The Shareholders of the Company, at their 26<sup>th</sup> Annual General Meeting held on September 30, 2020 appointed Mr. Vijay Girdharlal Vora (DIN: 00333495) as a Whole-time Director of the Company for a term of 5 (five) years upto January 15, 2025.

The Board of Directors of the Company ("Board"), at its meeting held on August 21, 2024, has, subject to the approval of the Members, re-appointed Mr. Vijay Girdharlal Vora as a Whole-time Director of the Company for a period of 5 (five) consecutive years from the expiry of his present term, i.e., with effect from January 16, 2025, on the terms and conditions as recommended by the Nomination and Remuneration Committee ("NRC") of the Board.

Member's approval is sought for the re-appointment of, and remuneration payable to, Mr. Vijay Girdharlal Vora as a Whole-time Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (the "Act").

A brief profile and specific areas of expertise and other relevant information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are set out in the Annexure to this Notice.

Broad particulars of the terms and conditions of the appointment of, and remuneration payable to, Mr. Vijay Girdharlal Vora as a Whole-time Director are set out herein below:

### A. Period of Appointment

5 (five) consecutive years with effect from January 16, 2025.

### B. Remuneration

- i. Salary not exceeding ₹ 11,04,825 per annum including allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, Bonus etc., with such increments as the Board and NRC may decide from time to time;

- ii. Incentives in such amount and proportions and in such manner as the Board based on the recommendation of NRC may approve, as per the limits approved by the Members at the 28<sup>th</sup> Annual General Meeting of the Company;
- iii. Stock options as may be approved by the NRC;
- iv. Company's Contribution to Provident Fund, Superannuation Fund, Annuity Fund, gratuity payment, and encashment of leave payable to him as per the Company policy shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
- v. The Company to reimburse all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Mr. Vijay Girdharlal Vora in performance of his duties and responsibilities.
- vi. Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and other contribution to insurance as per the rules of the Company;

Perquisites/allowances shall be valued as per Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

When in any financial year, the Company has no profits or its profits are inadequate, the salary including the perquisites as aforesaid will be paid to Mr. Vijay Girdharlal Vora in accordance with the applicable provisions of the Act.

Mr. Vijay Girdharlal Vora satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act, and not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India (SEBI) or any other such authority.

In compliance with the provisions of the Act and Listing Regulations, the terms of re-appointment and remuneration of Mr. Vora as Whole-time Director as specified above are now being placed before the Members for their approval by way of Ordinary Resolution.

The Board is of the view that the continued association of Mr. Vora would be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience and, accordingly, recommends the Resolution at Item No. 9 of the accompanying Notice for approval by the Members of the Company to be passed as Ordinary Resolution.

The draft of appointment letter to be executed between the Company and Mr. Vora for his re-appointment as Whole-time

Director would be available for inspection by the Members, electronically. Members seeking to inspect the same can send an email to [secretarial@shareindia.com](mailto:secretarial@shareindia.com).

Mr. Vijay Girdharlal Vora is interested in this resolution and his relatives are deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or deemed to be interested, financially or otherwise, in the Resolution.

#### ITEM NO. 10

The Shareholders of the Company, at their 27<sup>th</sup> Annual General Meeting of the Company held on September 15, 2021 appointed Mr. Suresh Kumar Arora (DIN: 00412523) as Whole-time Director of the Company for a term of 5 (five) years upto May 31, 2026.

Mr. Suresh Kumar Arora has contributed immensely to the growth and profitability of the Company. He has been associated with the Company for the past 5 years and has vast experience of 31 years in Indian and global financial markets. He has extensive knowledge and understanding of stock broking business, and has the expertise and vision to scale up our business. He has led our Company through sustained period of growth by improving our processes and efficiencies and implementation of enterprise resource planning system. He formulated a future growth strategy, further strengthening our corporate governance standards, internal processes and controls. He also provides guidance and advice to senior management staff regularly.

As a mark of appreciation for his endeavours, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee ('NRC'), at its meetings held on August 21, 2024 and subject to approval of the members, approved the revision in remuneration payable to the Mr. Suresh Kumar Arora with effect from April 01, 2024 for the remaining period of his present term of appointment till May 31, 2026, as below:

#### A. Remuneration

- i. Salary not exceeding ₹ 1,32,00,000 per annum including allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, Bonus etc., with such increments as the Board and NRC may decide from time to time;
- ii. Incentives in such amount and proportions and in such manner as the Board based on the recommendation of NRC may approve, as per the limits approved by the Members at the 28<sup>th</sup> Annual General Meeting of the Company;
- iii. Stock options as may be approved by the NRC;
- iv. Company's Contribution to Provident Fund, Superannuation Fund, Annuity Fund, gratuity

payment, and encashment of leave payable to him as per the Company policy shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

- v. The Company to reimburse all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Mr. Vijay Girdharlal Vora in performance of his duties and responsibilities.
- vi. Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and other contribution to insurance as per the rules of the Company;

Perquisites/allowances shall be valued as per Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

When in any financial year, the Company has no profits or its profits are inadequate, the salary including the perquisites as aforesaid will be paid to Mr. Suresh Kumar Arora in accordance with the applicable provisions of the Act.

In compliance with the provisions of the Act and Listing Regulations, the Board is of the view that the revision in remuneration of Mr. Arora is commensurate with his abilities and experience and, accordingly, recommends the Resolution at Item No. 10 of the accompanying Notice for approval by the Members of the Company by way of an Ordinary Resolution.

All other terms and conditions of appointment of Mr. Arora shall remain same as approved by the Members at the 27<sup>th</sup> Annual General Meeting of the Company held on September 15, 2021.

Relevant information as required under the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are set out in the Annexure to this Notice.

Mr. Suresh Kumar Arora is interested in this resolution and his relatives are deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or deemed to be interested, financially or otherwise, in the Resolution.

## ITEM NO. 11

The Members of the Company had, at their 28<sup>th</sup> Annual General Meeting held on September 22, 2022, approved Share India Employees Stock Option Scheme -II ("ESOS- II/ Scheme") for the grant of 1,00,000 (One Lakh only) options to eligible employees of the Company and/or its subsidiaries and associate companies, subject to the terms and conditions laid out in the Scheme and applicable laws, for the time being in force.

Further, the Members of the Company at their Extra-Ordinary General Meeting held on June 05, 2024 approved the sub-division of every 1 (One) equity share of the face value of ₹ 10/- (Rupees Ten only) each into 5 (Five) equity shares of ₹ 2/- (Rupees Two only) each. The Record Date of the said sub-division was June 27, 2024.

Subsequent to sub-division of equity shares in the aforesaid manner, the Nomination and Remuneration Committee ('NRC') of the Board of Directors of the Company, in accordance with the provisions of the Scheme, adjusted the options which could be granted under the Scheme, from 1,00,000 (one lakh) options to 5,00,000 (five lakhs) options, and also adjusted the exercise price for each option from ₹ 10/- or such higher price as determined by NRC, to ₹ 2/- or such higher price as determined by NRC.

In order to extend the benefits to a wider employee base to more effectively achieve the objectives for which the Scheme was formulated, i.e., to attract and retain young talent in digital space and new age technology businesses, the Board of Directors of your Company has, based on the recommendation made by the NRC, further proposed to increase the aggregate number of options that may be granted under the Scheme, from 5,00,000 (five lakhs) options to 10,00,000 (ten lakhs) options, thereby adding an additional number of 5,00,000 options to the current permissible pool under the Scheme in order to enable the NRC to identify more eligible employees that may be granted options under the Scheme.

In terms of the provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI Regulations'), any alteration in the terms of the employee stock option scheme shall be approved by the shareholders by passing of Special Resolution.

In compliance with the provisions of the Act and SEBI Regulations, the modification to the Scheme with regard to the increase in number of options, is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Resolution at Item No. 11 of the accompanying Notice for approval by the Members of the Company to be passed as Special Resolution.

The draft copy of the amended Scheme would be available for inspection by the Members, electronically. Members seeking to inspect the same can send an email to [secretarial@shareindia.com](mailto:secretarial@shareindia.com).

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 11 of the Notice. The Board recommends the resolution set forth in item No. 11 of the Notice for approval of the Members.

## ANNEXURE TO THE NOTICE

## Details of Directors seeking appointment / re-appointment or revision in remuneration at the AGM:

Name of the Director	Rajesh Gupta (DIN: 00006056)	Saroj Gupta (DIN: 00013839)	Suresh Kumar Arora (DIN: 00412523)
Date of Birth (Age in years)	November 07, 1963 (60 years)	October 26, 1956 (67 years)	January 15, 1967 (57 years)
Original date of Appointment	March 01, 2008	March 01, 2008	March 03, 2021
Qualification	Bachelor of Law	Bachelor of Arts	Bachelor of Commerce
Brief Profile, Experience and expertise in specific functional area	Mr. Rajesh Gupta holds a degree in law from the Guru Nanak Dev University and has over 25 years of experience in commercial financing and stock market operations. He looks after the overall financial matters and other related issues pertaining to Share India and Share India Fincap Private Limited, a subsidiary of the Company.	Mrs. Saroj Gupta has more than 14 years of experience in stock market operations.	Mr. Suresh Kumar Arora has contributed immensely to the growth and profitability of the Company. He has been associated with the Company for the past 5 years and has vast experience of 31 years in Indian and global financial markets. He has extensive knowledge and understanding of stock broking business, and has the expertise and vision to scale up our business. He has led our Company through sustained period of growth by improving our processes and efficiencies and implementation of enterprise resource planning system. He formulated a future growth strategy, further strengthening our corporate governance standards, internal processes and controls. He also provides guidance and advice to senior management staff regularly.
Terms and conditions of Appointment / re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Gupta, who was appointed as a Non-Executive Director of the Company, is liable to retire by rotation.	In terms of Section 152(6) of the Companies Act, 2013, Mrs. Gupta, who was appointed as a Non-Executive Director of the Company, is liable to retire by rotation.	In terms of Section 152(6) of the Companies Act, 2013, Mr. Arora who was appointed as a Whole-time Director of the Company, is liable to retire by rotation. All terms and conditions of appointment of Mr. Arora shall be same as approved by the Members at the 27 <sup>th</sup> Annual General Meeting of the Company held on September 15, 2021.
Remuneration last drawn	₹ 2,80,000/- during the financial year 2023-24 towards the sitting fee for attending the meetings of Board of Directors and its Committees.	₹ 14,000/- during the financial year 2023-24 towards the sitting fee for attending the meetings of Board of Directors.	₹ 1,32,00,000/- during the financial year 2023-24.
Remuneration sought to be paid	Remuneration may be paid by way of sitting fees and/or by other means, as may be approved by the Board and/or Members, from time to time.	Remuneration may be paid by way of sitting fees and/or by other means, as may be approved by the Board and/or Members, from time to time.	As mentioned in Resolution No. 10 of this Notice, read together with the Statement thereto.
No. of Board Meetings attended during the financial year 2023-24	8	2	8

Name of the Director	<b>Rajesh Gupta</b> (DIN: 00006056)	<b>Saroj Gupta</b> (DIN: 00013839)	<b>Suresh Kumar Arora</b> (DIN: 00412523)
Relationship with other Directors or KMPs	Mr. Rajesh Gupta is the brother of Mr. Parveen Gupta, Chairman and Managing Director of the Company.	Ms. Saroj Gupta is mother of Mr. Sachin Gupta, CEO & Whole-time Director of the Company.	Mr. Arora is not related to any Director/Key Managerial Personnel of the Company.
Directorship in other Entities	1. Kalyan Capitals Limited (Listed) 2. N.R. Merchants Private Limited 3. Total Securities (IFSC) Private Limited 4. Share India Securities (IFSC) Private Limited 5. Anmol Financial Services Limited 6. Share India Fincap Private Limited	1. None	1. None
Listed entities from which the person has ceased to be Director during the past three years	None	None	None
Membership/Chairmanship of committees	<b>Share India Securities Limited</b> 1. Audit Committee 2. Nomination and Remuneration Committee <b>Kalyan Capitals Limited (Listed)</b> Stakeholder Relationship Committee	None	<b>Share India Securities Limited</b> 1. Stakeholders Relationship Committee 2. Risk Management Committee
Shareholding of Directors as on March 31, 2024 (in percentage)	7.68%	5.49%	0.02%
In the case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Not Applicable

Name of the Director	<b>Kamlesh Vadilal Shah</b> (DIN: 00378362)	<b>Vijay Girdharlal Vora</b> (DIN: 00333495)
Date of Birth (Age in years)	September 28, 1959 (64 years)	February 10, 1962 (62 years)
Original date of Appointment	January 16, 2020	January 16, 2020
Qualification	Member of the Institute of Chartered Accountants of India	Bachelor of Commerce
Brief Profile, Experience and expertise in specific functional area	Mr. Kamlesh Vadilal Shah is a Chartered Accountant with over 28 years of experience in financial markets & understanding of legal & regulatory compliance and professionally skilled in all exchange-traded products. He has played a significant role in developing and nurturing strategies-based trading using algo platform with the help of artificial intelligence and machine learning for the Company. He has successfully handled critical responsibilities particularly in the areas of business development, compliance, accounting, risk management and operations. He is the past president of Association of National Exchange Members of India (ANMI). He is also member of Exchange Advisory Committee of BSE, NSE, MCX and India INX.	Mr. Vijay Girdharlal Vora is a graduate in Commerce with over 33 years of experience in financial related activities. His result-oriented approach, focus, passion, hard-working and dynamic attitude has enabled him to execute challenging task.

Name of the Director	<b>Kamlesh Vadilal Shah</b> (DIN: 00378362)	<b>Vijay Girdharlal Vora</b> (DIN: 00333495)
Terms and conditions of Appointment / re-appointment	As mentioned in Resolution No. 8 of this Notice, read together with the Explanatory Statement thereto.	As mentioned in Resolution No. 9 of this Notice, read together with the Explanatory Statement thereto.
Remuneration last drawn	₹ 40,46,900/- during the financial year 2023-24	₹ 13,87,100/- during the financial year 2023-24
Remuneration sought to be paid	As mentioned in Resolution No. 8 of this Notice, read together with the Explanatory Statement thereto.	As mentioned in Resolution No. 9 of this Notice, read together with the Explanatory Statement thereto.
No. of Board Meetings attended during the financial year 2023-24	8	8
Relationship with other Directors or KMPs	Mr. Shah is not related to any Director / Key Managerial Personnel of the Company.	Mr. Vora is not related to any Director / Key Managerial Personnel of the Company.
Directorship in other Entities	1. Total Securities (IFSC) Private Limited 2. R.A. MAXX Private Limited 3. Share India Securities (IFSC) Private Limited 4. Share India Global PTE Limited	1. Skycity Shwetambar Murtipujak Jain Foundation
Listed entities from which the person has ceased to be Director during the past three years	None	None
Membership/Chairmanship of committees	<b>Share India Securities Limited</b> 1. Audit Committee 2. Corporate Social Responsibility Committee 3. Risk Management Committee	None
Shareholding of Directors as on March 31, 2024 (in percentage)	1.80%	1.80%
In the case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable

By the order of the Board of Directors  
For **Share India Securities Limited**

**Vikas Aggarwal**

Company Secretary & Compliance Officer  
Membership No.: FCS 5512

Date: August 21, 2024  
Place: Noida