

January 06, 2023

To,
Department of Corporate Services
BSE Limited
P J Towers, Dalal Street,
Fort, Mumbai -400001

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

Scrip Code: 540725

Symbol: SHAREINDIA

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

Dear Sir,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice for obtaining the consent of members w.r.t. (i) increase in Authorized Share Capital and consequent alteration of the Memorandum of Association of the Company, (ii) Appointment of Mr. Prasanna Kumar Gopalapillai (DIN: 01804161) as an Non-Executive Independent Director of the Company and (iii) Appointment of Mr. Shanti Kumar Jain (DIN: 07720091) as an Non-Executive Independent Director of the Company.

The Postal Ballot Notice shall be sent to members whose names appear in Records of Depositories i.e. NSDL and CDSL as on closing hours of December 30, 2022 i.e. cut-off date for seeking approval of members for the aforementioned.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to its members. The voting through postal ballot by way of e-voting shall commence from Saturday, January 07, 2023 at 9.00 AM IST and end on Sunday, February 05, 2023 at 5.00 PM IST.

We request you to take the same on your records.

For **SHARE INDIA SECURITIES LIMITED**

Vikas
Aggarwal

Vikas Aggarwal
Company Secretary & Compliance Officer
M.No.: FCS5512

Enclosed: a/a



SHARE INDIA SECURITIES LIMITED

CIN: L67120GJ1994PLC115132

Reg. office: Unit No 604A-B 605A-B, 6th Floor, Tower A, World Trade Centre, Gift City, Block-51
Zone-5, Road 5E Gift City, Gandhinagar Gujarat-382355

Tel: +91-0120-4910000; Website: www.shareindia.com; Email: vikas_cs@shareindia.com

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 108 & 110 of the Companies Act, 2013, read with Rule 20& Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") (including any statutory modification, amendment or re-enactment thereof for the time being in force), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder and pursuant to the other applicable laws and regulations, that the resolutions appended herewith are proposed to be passed by the Members of the Company (as on the Cut-off date) by means of postal ballot only by voting through electronic means (remote e-voting).

In view of the current extraordinary circumstances due to COVID-19 pandemic and in compliance with the aforementioned MCA/SEBI Circulars, the Postal Ballot Notice is being sent only through electronic mode to all its Members who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the Members will only take place through the e-Voting system not later than 5:00 p.m. IST on Sunday, February 05, 2023 failing which it will be strictly considered that no reply has been received from the member.

The Board of Directors of the Company has appointed Mr. Ravi Shankar, Practicing Company Secretary of M/s Ravi Shankar & Associates, having COP No. 18568, as the Scrutinizer for conducting the postal ballot process (through e-voting) in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or any person duly authorised by him. The results of E- voting shall be declared within two working days from the conclusion of e-voting process and will be displayed along with the Scrutinizer's Report at the Registered Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website: <https://www.shareindia.com> and on the website of CDSL: www.evotingindia.com.

SPECIAL BUSINESS

ITEM NO.1

Increase in Authorized Share Capital and consequent alteration of the Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of Face Value of ₹10/- (Rupee Ten only) each to ₹ 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Face Value of ₹10/- (Rupee Ten only) each by creation of additional 1,50,00,000 (One Crore Fifty lakhs) equity shares of Face Value ₹10/- (Rupees Ten only) each ranking *pari-passu* with the existing equity shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company, be and is hereby replaced with the following new Clause V:

“The Authorised Share Capital of the Company is ₹ 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Face Value of ₹10/- (Rupee Ten only) each.”

FURTHER RESOLVED THAT Mr. Parveen Gupta, (Chairman & Managing Director), Mr. Sachin Gupta, (CEO & Whole Time Director) and Mr. Rajesh Gupta, (Director) of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments, and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

ITEM NO.2

Appointment of Mr. Prasanna Kumar Gopalapillai (DIN: 01804161) as an Independent Director

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prasanna Kumar Gopalapillai (DIN: 01804161), who has been appointed as an Additional Independent Director by the Board of Directors, and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and who has submitted a notice proposing his candidature for the office of a Director, under Section 160 of the Companies Act, 2013 and a declaration of independence under Section 149(6) of the Companies Act, 2013, and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements), 2015 be and is hereby appointed as an Non-Executive Independent Director of the company to hold office for 5 consecutive years with effect from the date of passing this resolution and whose office shall not be liable to retire by rotation.

FURTHER RESOLVED THAT Mr. Parveen Gupta, (Chairman & Managing Director), Mr. Sachin Gupta, (CEO & Whole-Time Director) and Mr. Rajesh Gupta, (Director) of the Company be and are hereby severally authorized 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 along with filing of necessary E-form with the Registrar of Companies.”

ITEM NO.3

Appointment of Shanti Kumar Jain (DIN: 07720091) as an Independent Director

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shanti Kumar Jain (DIN: 07720091), who has been appointed as an Additional Independent Director by the Board of Directors and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and who has submitted a notice proposing his candidature for the office of a Director, under Section 160 of the Companies Act, 2013 and a declaration of independence under Section 149(6) of the Companies Act, 2013, and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements), 2015 be and is hereby appointed as an Non-Executive Independent Director of the company to hold office for 5 consecutive years with effect from the date of passing this resolution and whose office shall not be liable to retire by rotation.

FURTHER RESOLVED THAT Mr. Parveen Gupta, (Chairman & Managing Director), Mr. Sachin Gupta, (CEO & Whole-Time Director) and Mr. Rajesh Gupta, (Director) of the Company be and are hereby severally authorized 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 along with filing of necessary E-form with the Registrar of Companies.”

For and on behalf of the Board of Directors
Share India Securities Limited

Date: 06/01/2023

Place: Noida

Sd/-
Mr. Vikas Aggarwal
Company Secretary & Compliance Officer
Membership No.: FCS 5512
Address: B-44, ugf, Mohan Park, Naveen
Shahdara, Delhi-110032

Notes

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts and reasons for all the aforesaid special business is annexed hereto.
- b) In view of the ongoing COVID-19 pandemic and the provisions of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) (including any statutory modification, amendment or re-enactment thereof for the time being in force), provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder and pursuant to the other applicable laws and regulations, this Postal Ballot Notice is being sent only through electronic mode to all its Members who have registered their email addresses with the Company or depository/depository participants as on the close of working hours on Friday, December 30, 2022 i.e. "the cut-off date". The Company expresses its inability to dispatch hard copy of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelope to the Members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the Members would take place through the remote e-Voting system only.
- c) In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the MCA Circulars, the Company is pleased to offer remote e-Voting facility to its shareholders to vote on the resolution. For this purpose, the Company has entered into an agreement with CSDL (Central Depository Services Limited) for facilitating remote e-voting to enable the Shareholders to cast their votes electronically.
- d) Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on Friday, December 30, 2022 i.e. "the cut-off date".
- e) The e-voting shall commence on Saturday, January 07, 2023 at 9.00 AM IST and end on Sunday, February 05, 2023 at 5.00 PM IST.
- f) Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
- g) Mr. Ravi Shankar, Practicing Company Secretary of M/s. Ravi Shankar & Associates having COP No. 18568 has been appointed as Scrutinizer for conducting the Postal Ballot in accordance with the law in a fair and transparent manner.
- h) Members may note that this Postal Ballot Notice will also be available on the website of the Company viz., <https://www.shareindia.com> and on the website of Central Depository Services Limited (CDSL): www.evotingindia.com and shall also be available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
- i) All the documents referred to in explanatory statement, if any, will be available for inspection at the Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of notice through email up to the last date of e-voting, i.e., Sunday, February 05, 2023.
- j) In support of the “Green Initiative” members of the Company are requested to register their e-mail I’d with Company by making a specific request quoting their Folio No. /Client ID & DP ID to the Company or to Registrar and Transfer Agent (RTA).

- k) Members are requested to kindly mention their DP ID and Client Id number in all their correspondence with the Company's Registrar in order to reply to their queries promptly.
- l) The Scrutinizer will submit his report to the Chairman or any person duly authorised by him. The Chairman will, or in his absence, any Director duly authorised by the Chairman, will announce the results of Voting by Postal Ballot on before 07.02.2023. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final. The Results along with Scrutinizer's Report of the Postal Ballot will be displayed at the Registered Office, placed on the Website of the Company i.e. www.shareindia.com and on the website of CDSL i.e. www.evotingindia.com and shall simultaneously be intimated to the Stock Exchanges on which the shares of the Company are listed.
- m) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:

Company Mr. Vikas Aggarwal Company Secretary & Compliance Officer Tel: +91-0120-4910000 E-mail: vikas_cs@shareindia.com	Registrar and Share Transfer Agent M/s Bigshare Services Private Limited Tel- 011-42425004 E-mail id: www.bigshareonline.com
---	--

- n) In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" are used interchangeably.
- o) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned/physical copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote in either of the following ways, namely A) To the Scrutinizer by e-mail to contact@csravi.in with a copy marked to evoting@nsdl.co.in, B) To the Company by e-mail to vikas_cs@shareindia.com C) To the corporate office of the Company at A-15, Sector-64, Noida, Gautam Buddha Nagar-201301.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th

Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),
Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800
22 55 33.

THE PROCEDURE AND INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

Members are requested to follow the instructions below to cast their vote through E-Voting.

- (i) The voting period begins on Saturday, January 07, 2023 at 9.00 AM and ends on Sunday, February 05, 2023 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 30, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** 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 Depositories and 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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method

Individual Shareholders holding securities in Demat mode with CDSL Depository	1) 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website 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,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 OR 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, 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 e-voting 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.

- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned/physical copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote in either of the following ways, namely a) To the Scrutinizer by e-mail to contact@csravi.in with a copy marked to evoting@nsdl.co.in, B) To the Company by e-mail to vikas_cs@shareindia.com C) To the corporate office of the Company at A-15, Sector-64, Noida, Gautam Buddha Nagar-201301

EXPLANATORY STATEMENT
(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item No. 1:

Presently, the Authorized Share Capital of the Company is ₹ 35,00,00,000/- (Rupees Thirty-Five Crores only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of Face Value of ₹10/- (Rupees Ten only) each.

Your Company is contemplating the Rights Issue of Equity Shares or other specified securities convertible into equity as approved by the Board of Directors vide their meeting held on December 26, 2022 and in view thereof, the Company needs to have enough unissued Authorized Share Capital, so that requisite number of fresh Equity Shares may be issued for the purpose of raising the sufficient funds. The Board of Directors, therefore, considers it desirable to increase the Authorized Share Capital of the Company to ₹ 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Face Value of ₹10/- (Rupee Ten only)

The alteration proposed in the Memorandum is only consequential to reflect the proposed change in the Authorized Share Capital of the Company.

Pursuant to the provisions of Sections 61 and other applicable provisions of the Companies Act, 2013, Articles of Association of the Company, regulations issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities, the increase in Authorized Share Capital, alteration of the Capital Clause of the Memorandum of Association require the approval of the Members.

Thus, the Board recommends the above resolution for your approval as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

Item No. 2:

On the recommendation of Nomination and Remuneration Committee (NRC) of the Company dated November 02, 2022 the Board of Directors appointed Mr. Prasanna Kumar Gopalapillai (DIN: 01804161) as an Additional Director in the capacity of Non-Executive Independent Director in accordance with the relevant provisions of the Companies Act, 2013 and Articles of Association of the Company. In this regard the Company has received request in writing from Mr. Prasanna Kumar Gopalapillai proposing his candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the confirmation and declaration received from Mr. Prasanna Kumar Gopalapillai, the Board of Directors of the company opines that Mr. Prasanna Kumar Gopalapillai fulfills the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Prasanna Kumar Gopalapillai is set out in the section Annexure to the Notice. A copy of the draft letter of appointment which will be issued to Prasanna Kumar Gopalapillai setting out the terms and conditions of his appointment as Independent Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com. Terms and Conditions for appointment of Independent Director is also available on the Company's website www.shareindia.com.

The Board feels that presence Mr. Prasanna Kumar Gopalapillai on the Board is desirable and would be beneficial to the company and hence based on the recommendation of the NRC, the Directors recommend the Resolution at Item No. 2 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution. Except Mr. Prasanna Kumar Gopalapillai, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at Item No. 2 of the Notice.

Item No. 3:

On the recommendation of Nomination and Remuneration Committee (NRC) of the Company Dated November 02, 2022 the Board of Directors appointed Mr. Shanti Kumar Jain (DIN: 07720091) as an Additional Director in the capacity of Non-Executive Independent Director in accordance with the relevant provisions of the Companies Act, 2013 and Articles of Association of the Company. In this regard the Company has received request in writing from Mr. Shanti Kumar Jain proposing his candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the confirmation and declaration received from Mr. Shanti Kumar Jain, The Board of directors of the company opines that Mr. Shanti Kumar Jain fulfills the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Mr. Shanti Kumar Jain is set out in the section Annexure to the Notice. A copy of the draft letter of appointment which will be issued to Mr. Shanti Kumar Jain setting out the terms and conditions of his appointment as Independent Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com. Terms and Conditions for appointment of Independent Director is also available on the Company's website www.shareindia.com.

The Board feels that presence Mr. Shanti Kumar Jain on the Board is desirable and would be beneficial to the company and hence based on the recommendation of the NRC, the Directors recommend the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution. Except Mr. Shanti Kumar Jain, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at Item No. 3 of the Notice.

For and on behalf of the Board of Directors
Share India Securities Limited

S/d-

Mr. Vikas Aggarwal
Company Secretary & Compliance Officer
Membership No.: FCS 5512
Address: B-44, ugf, Mohan Park,
Naveen Shahdara, Delhi-110032

Date: 06/01/2023
Place: Noida

ANNEXURE TO THE NOTICE

Information of of Directors seeking appointment/re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2.

Name of the Director	Dr. Prasanna Kumar Gopalapillai	Mr. Shanti Kumar Jain
Director Identification Number	01804161	07720091
Father's /Husband's Name	Ramanpillai Gopalapillai	Late Shri G.C.Jain
Date of Birth(Age in years)	16/10/1950	27/08/1951
Original date of appointment	Date of Passing of Resolution by Circulation	Date of Passing of Resolution by Circulation
Qualifications	Phd and Master's Degree in M.A. & M.Sc.	Graduated with B.A. LLB, and Post Graduate in Cost & Works Accountancy.
Brief Profile, Experience and expertise in specific functional area	Dr. Prasanna Kumar Gopalapillai had served as an officer of Indian Administrative Services since 1975. He had served his cadre state of Haryana for a span of more than 38 years making an invaluable contribution in his capacity of being an IAS Officer. He retired as an Additional Chief Secretary to Government of Haryana on 31 October 2010. Subsequently he worked as Director General, Haryana Institute of Public Administration, Gurugram from 2016 to 2019. Dr. Prasanna Kumar, born in Pathanamthitta, Kerala on 16 October 1950 is a post graduate in Chemistry from Kerala University and Economics from Panjab University, Chandigarh. He also holds a Ph.D. in Economics from Mahatma Gandhi University, Kottayam, Kerala. His Ph.D. thesis was titled "A Critique of the Petroleum Pricing Policy of Government of India". While in his professional Journey, he has worked as Secretary of Environment, Woman & Child Development, Transport and Fisheries	Mr. Shanti Kumar Jain, being a reputed Administrative Officer had joined Rajasthan Administrative Services (RAS) from October 1979 to September 1980. He joined Indian Police Service in 1980. During his professional career has served at various designations including ASP Pondicherry, SP Arunachal Pradesh, Add. DCP South District and New Delhi District. DCP/North West, Central District and FRRO. Addl. Commissioner of Police, Southern Range, Headquarters and Crime Branch. Deputy Inspector General of Police, Mizoram and Special Protection Group, Delhi. Promoted to the rank of Inspector General of Police in SPG. Joint Commissioner of Police, Headquarters, New Delhi. He was also designated as Inspector General of Police, UT, Chandigarh, w.e.f. 09-10-2006. After promotion, he was posted as Director General of Police, Chandigarh, w.e.f. 15-09-2009. Worked as Special Commissioner of Police

	departments in the state of Haryana. He has also worked as Divisional Commissioner of Hisar, Gurgaon and Rohtak divisions and Deputy Commissioner (District Collector), Faridabad. His postings in Haryana also include Director, Panchayats; Director, Town & Country Planning – cum- Chief Administrator, Haryana Urban Development Authority; Managing Director, Haryana Dairy Development Coop. Federation; Director General, Haryana Institute of Public Administration, Gurugram; Chairman, Haryana School Education Board; Member Secretary, Haryana Bureau of Public Enterprises and Managing Director, Haryana Minerals Ltd. He has also worked as Executive Director (Vigilance), Kochi Refineries Ltd.; Director General, Anti Adulteration Cell, Ministry of Petroleum & Natural Gas and Joint Secretary, Social Justice & Empowerment for the Central Government. Presently, he is associated with ‘Jan Kalyan Shiksha Samitee’ as its President and their civil service coaching academy ‘Samkalp’. He is also the Chairman of Samkalp Vedhik IAS Academy. Dr. Prasanna Kumar has also authored two books, ‘Petroleum Pricing Policy in India’ (2000) and ‘Help Your Child Learn Better’ (2018) and edited a book ‘Case Studies in Management and Innovation’ (2019).	(Security) and Vigilance, Delhi Police, w.e.f. 15-02-2010 to 31-01-2011. He is a Recipient of President’s Police Medal for Meritorious Services in 1998 and Recipient of President’s Police Medal for Distinguished Services in 2005. Post Retirement he had worked as a Member, Public Grievances Commission, GNCT, Delhi from 01-02-2011 to 27.8.2016 and Member, Police Complaints Authority, Government of NCT of Delhi w.e.f. April 2012 to 27.8.2016 on Apex Scale. Nominated as a non official member in National Foundation for Communal Harmony (NFCH) by Ministry of Home Affairs, Government of India, New Delhi with effect from 30.3.2017 He is serving the community till date by being associated with many Communities such as Trustee Bhartiya Jnanpeeth, New Delhi, a literary and research organization, International President, Mahavir International, a leading NGO engaged in environment protection and healthcare services with over 400 centers in India and abroad, Patron Mahavir International Delhi Center operating 6 charitable hospitals in Delhi Patron Rajasthan Ratnakar, social and cultural organization based in Delhi President, Digambar Jain Atishay Shetra, Golakot and Pachrai, Shivpuri, MP Vice President, Digambar Jain Atishay Shetra, Sri Mahavirji, President Shraman Sanskriti Sansthan, Sanganer, Jaipur.
Terms and conditions of Appointment/ reappointment And Remuneration	As recommended by Nomination and Remuneration Committee and approved by the Board	As recommended by Nomination and Remuneration Committee and approved by the Board
Remuneration last drawn / Remuneration Sought to be	Sitting fees as recommended by the Nomination and	Sitting fees as recommended by the Nomination and

Paid	Remuneration Committee and approved by the Board	Remuneration Committee and approved by the Board
No. of Board meetings attended during the year	N.A.	N.A.
Relationship with other Directors or KMPs	None	None
Directorship in other Entities	None	None
Directorship in other listed Entities	None	None
Membership/Chairmanship of committees in public limited companies in India	None	None
Shareholding of Directors (in percentage)	0.00	0.00
skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The role and capabilities as required in the case of an independent director are well defined in the Nomination and Remuneration Policy. Further, the Board has a defined list of coreskills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Prassanna Kumar Gopalpillai and concluded that Mr. Prassanna possess the relevant skill and capabilities to discharge the role of Independent Directors.	The role and capabilities as required in the case of an independent director are well defined in the Nomination and Remuneration Policy. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Shanti Kumar Jain and concluded that Mr. Jain possess the relevant skill and capabilities to discharge the role of Independent Directors.