

August 29, 2022

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, BandraKurla
Complex, Bandra (E), Mumbai 400051

Scrip Code: 540725

SYMBOL: SHAREINDIA

Sub: Notice of 28th Annual General Meeting of the Company

Dear Sir,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 28th Annual General Meeting of the Company scheduled to be held through Video Conference (VC)/Other Audio Visual Means (OAVM) on Thursday, September 22, 2022 at 04:00 P.M.

Kindly take the same on your records.

Thanking you,
For **Share India Securities Limited**

VIKAS
AGGARWAL

Digitally signed by
VIKAS AGGARWAL
Date: 2022.08.29
16:54:06 +05'30'

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

Enclosure: As above



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

Notice

Notice is hereby given that the 28th Annual General Meeting of the Members of Share India Securities Limited will be held on Thursday, 22nd September, 2022 at 04:00 P.M through Videoconferencing/ Other Audio Visual Means ("VC/OAVM") Facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 4 /- (Rupees Four Only) per equity share of face value of ₹ 10/- (Rupees Ten Only) each for the financial year 2021-2022.
3. To declare Final dividend of Rupee 2/- (Rupees Two Only) per equity share of face value of ₹ 10/- (Rupees Ten Only) each for the financial year 2021-2022.
4. To appoint a Director in place of Mr. Sachin Gupta (DIN: 00006070) who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Vijay Girdharlal Vora (DIN: 00333495) who retires by rotation and being eligible, offers himself for re-appointment.
6. To ratify and fix the enhanced remuneration paid to M/s SVP & Associates, Statutory Auditor of the Company for the financial year 2021-2022 and thereafter;

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 142 of the Companies Act, 2013 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) and pursuant to the recommendation of the Audit Committee and approval of Board of Directors of the Company, the enhanced remuneration of Rs. 10,00,000/- (Rupees ten lakh only) plus applicable GST, administrative charges and out of pocket expenses, paid to M/s SVP & Associates,

Statutory Auditor of the Company for the financial year 2021-2022 be and is hereby ratified and confirmed by the members of the Company.

RESOLVED FURTHER THAT the remuneration as set forth above be & is hereby fixed for the remaining tenure of M/s SVP & Associates as the Statutory Auditor of the Company i.e. till the conclusion of the 30th Annual General Meeting to be held in the year 2024.

SPECIAL BUSINESS

7. To approve the limits for the loans and investments by the company in terms of the provisions under section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 30th September, 2020 and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules made there under, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and subject to Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded 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: (a) give loans from time to time on such terms and conditions as may be deemed expedient to any person or other bodies corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) to acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under section 186 of the act up to an aggregate sum of ₹ 2000 Crores (Rupees Two Thousand Crores Only), notwithstanding that the aggregate of loans and investments so far provide to, along with the investments, loans, guarantees or security proposed to be made or given by the Board may exceed sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to negotiate the terms and conditions of above said investments, loans, securities and guarantees as they deem fit and in the best interest of the company and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard without requiring Board to secure any further approval of the members of the company for the purpose of giving effect to this resolution including filing of certified true copy of this resolution with the concerned Regulators and Authorities.”

8. To approve the limits under section 180(1)(a) for creation of security on the properties of the Company, both present and future, in favour of lenders

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded 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) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company from time to time up to an amount not exceeding ₹ 2000 Crores (Rupees Two Thousand Crore Only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest thereon and all other moneys payable by the Company to the Lending Agencies under their respective Agreements entered/ to be entered in to by the Company in respect of aforementioned loans, borrowings and/ or credit facilities.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid for the purpose of giving effect to this resolution including filing of certified true copy of this resolution with the concerned Regulators and Authorities.”

9. Reappointment of Mr. Parveen Gupta (DIN:00013926) as a Managing Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provision of sections 196, 197, 198 and 203 read with the Schedule V and any other applicable provisions of the Companies Act 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any modification(s) or re-enactment thereof for the time being in force) and the relevant provisions of the Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary, approval of members be and is hereby accorded to re-appoint Mr. Parveen Gupta (DIN:00013926) as Managing Director of the Company, designated as (Chairman & Managing Director), for a period of 5(five) years, on expiry of his present term of office, i.e. with effect from 21st July 2022, subject that his term shall be liable to be determined by his liability to retire by rotation in accordance with the provisions of Section 152 of the Act, on such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee which is set out in the statement annexed to the notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT on being re-appointed as a director immediately after retirement by rotation, Mr. Parveen Gupta 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 be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution including filing of certified true copy of this resolution with the concerned Regulators and Authorities.”

10. Reappointment of Mr. Sachin Gupta (DIN:00006070) as a Whole Time Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provision of sections 196, 197, 198 and 203 read with the Schedule V and any other applicable provisions of the Companies Act 2013 and Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 (including any modification(s) or re-enactment thereof for the time being in force) and the relevant provisions of the Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary, approval of members be and is hereby accorded to re-appoint Mr. Sachin Gupta (DIN:00006070) as Whole Time Director of the Company, designated as (CEO & Whole Time Director), for a period of 5(five) years, on expiry of his present term of office, i.e. with effect from 21st July 2022, subject that his term shall be liable to be determined by his liability to retire by rotation in accordance with the provision of Section 152 of the Act, on such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee which is set out in the statement annexed to the notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT on being re-appointed as a director immediately after retirement by rotation, Mr. Sachin Gupta shall continue to hold his office as 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 be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution including filing of certified true copy of this resolution with the concerned Regulators and Authorities."

11. Appointment of Mr. Ashish Kumar (DIN: 09668119) as a Non-executive Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **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 pursuant to the recommendation of Nomination & Remuneration Committee Mr. Ashish Kumar (DIN: 09668119), who was appointed by the Board of Directors as an Additional Independent Director with effect from August 23, 2022 and whose term of office expires at this Annual General Meeting 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, be and is hereby appointed as a Non-Executive Independent Director of the company to hold office for 5 (Five) consecutive years with effect from conclusion of this Annual General Meeting and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing 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

12. Appointment of Mr. Rishabh Yadav (DIN: 08839390) as a Non-executive Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **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 pursuant to the recommendation of Nomination & Remuneration Committee Mr. Rishabh Yadav (DIN: 08839390), who was appointed by the Board of Directors as an Additional Independent Director with effect from August 23, 2022 and whose term of office expires at this Annual General Meeting 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, be and is hereby appointed as a Non-Executive Independent Director of the company to hold office for 5 (Five) consecutive years with effect from conclusion of this Annual General Meeting and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing 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.”

13. Appointment of Mr. Mohammad Rubaid Khan (DIN: 09565682) as a Non-executive Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **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 pursuant to the recommendation of Nomination & Remuneration Committee Mr. Mohammad Rubaid Khan (DIN: 09565682.), who was appointed by the Board of Directors as an Additional Independent Director with effect from August 23, 2022 and whose term of office expires at this Annual General Meeting 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, be and is hereby appointed as a Non-Executive Independent Director of the company to hold office for 5 (Five) consecutive years with effect from conclusion of this Annual General Meeting and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing 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

14. Appointment of Mr. Yogesh Lohiya (DIN: 00424142) as a Non-executive Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **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 pursuant to the recommendation of Nomination & Remuneration Committee Mr. Yogesh Lohiya (DIN:00424142), who was appointed by the Board of Directors as an Additional Independent Director with effect from August 23, 2022 and whose term of office expires at this Annual General Meeting 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, be and is hereby appointed as a Non-Executive Independent Director of the company to hold office for 5 (Five) consecutive years with effect from conclusion of this Annual General Meeting and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing 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

15. To Increase the limit of maximum number of directors from 15 (fifteen) to 20 (Twenty).

To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 14, section 15, section 149(1) and all other applicable provisions of the Companies Act, 2013 read with rules framed there under (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the company be and is accorded for increasing the limit of maximum number of directors of the company at any point of time from the present limit of 15 (fifteen) to new limit of 20 (twenty) and consequently, the existing Article “104. i.” of Articles of Association of the Company be and is hereby deleted and substituted by the following new Article:

’Subject to the provisions of section 149 and all other applicable provisions of the Companies Act, 2013, the Board shall have the power at any time, and from time to time, to appoint a person as an additional director,

provided the number of the directors and additional directors together shall not at any time exceed 20 (twenty)

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution including filing of certified true copy of this resolution with the concerned Regulators and Authorities.”

16. To Authorize the Board for payment of an additional remuneration in the form of incentives to the Managing Director(s) (present and/or future) and Whole Time Director(s) (present and/or future) of the Company.

To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the members of the Company be and is hereby accorded for payment of an additional remuneration in the form of incentives to the Managing Director(s) (present and/or future) and Whole Time Director(s) (present and/or future) of the Company and in such other amounts and proportions and in such other manner as the Board of Directors of the company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the board has constituted to exercise its powers, including the powers, conferred by this resolution) may determine, subject to the condition that the remuneration payable to any one Managing Director or Whole Time Director or Manager shall not exceed 5% (five percent) of the net Profit of the Company and if there exist more than one such director, the remuneration payable shall not exceed 10% (ten percent) of the net profits to all such directors and manager taken together, calculated in accordance with the provisions of Section 198 of the Act, as detailed below:

- The incentives shall be paid on variable basis as given below —

Upto 3% (Three percent) of the net profit of the Company for the financial year collectively to all such Managing Director(s) (present and/or future) and Whole Time Director(s) (present and/or future). Provided that the incentive payable to aforementioned person(s) individually shall be upto a maximum limit of ₹ 1,00,00,000/- (Rupees One Crore only).

- The quantum of payout of variable shall be determined by the Board at its sole discretion based on the recommendations of the Nomination & Remuneration Committee, the Company's profitability, achievement of defined Performance benchmarks and the total remuneration after such incentives shall be within the permissible limit as defined under Section 197 of the Act or any other Act or statutory provisions or enactments in force from time to time.

RESOLVED FURTHER THAT the above mentioned remuneration shall be in addition to and thereafter form part of remuneration payable to Managing Director(s) (present and/or future) and Whole Time Director(s) (present and/or future) as approved by the members of the Company.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, incentives and statutory benefits, be paid as minimum remuneration to the Managing Director(s) (present and/or future) and Whole Time Director(s) (present and/or future) of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution including filing of certified true copy of this resolution with the concerned Regulators and Authorities.”

17. To approve the Share India Employees Stock Option Scheme – II and grant of Employee Stock Options to the Employees of the Company under the Scheme

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed there under, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the “SEBI Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the circulars/guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such

condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which shall be designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI Regulations to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Share India Employees Stock Option Scheme –II (“Share India ESOS - II”/ “ESOS - II”) and to authorize the Board to create, offer, grant and issue from time to time, in one or more tranches, not exceeding 1,00,000 (one lakh) employee stock options under Share India ESOS - II, exercisable into equal number of equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up of the Company, for the benefit of, such persons who are the present or future “employees”, as defined in the explanatory statement annexed to the notice convening this meeting, of the Company, selected on the basis of criteria decided by the Board under the Share India ESOS – II.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Share India ESOS -II on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances, where such Stock Options shall lapse, get cancelled or expire and to grant such number of Stock Options, to such employees and Directors of the Company, at such price, at such time and on such terms and conditions as set out in the Share India ESOS - II and as the Board may in its absolute discretion think fit, subject to SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Share India ESOS - II from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the Share India ESOS - II, as the Board may, in its absolute discretion, think fit, subject to SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options, the issue/ exercise price shall be reasonably adjusted in accordance with the provisions of the Share India ESOS -II, the SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Stock Options shall rank pari-passu in all respect

including dividend with then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the Share India ESOS -II, as it may deem fit, from time to time in its absolute discretion, subject to and in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the Employees, who have been granted Stock Options.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI Regulations, Act and any other applicable laws and regulations to the extent relevant and applicable to Share India ESOS -II.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the Share India ESOS -II, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of Share India ESOS – II and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

18. Extension of the Share India Employees Stock Option Scheme - II, to the Employees of the Subsidiary Company(ies)(present and/or future)

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed there under, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the “SEBI Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the circulars/guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Articles of Association of the Company

and all other applicable regulations, rules and circulars/ guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which shall be designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI Regulations to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to create, offer, grant, issue and allot such number of Stock Options (the "Options" or "Stock Options") under the Share India Employees Stock Option Scheme - II ("Share India ESOS - II"/ "ESOS - II") and to extend the benefits of and under Share India Employees Stock Option Scheme - II, to or for the benefit of such person(s), who are the present or future "employees", as defined in the explanatory statement annexed to the notice convening this meeting, of the present and/or future subsidiary company(ies) of the Company (whether in India or outside India), selected on the basis of criteria decided by the Board under the ESOS - II, within the overall ceiling of 1,00,000 (One lakh) employee stock options under Share India ESOS - II, exercisable into equal number of equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Share India ESOS - II on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances, where such Stock Options shall lapse, get cancelled or expire and to grant such number of Stock Options, to such employees and directors of the Company, at such price, at such time and on such terms and conditions as set out in the Share India ESOS - II and as the Board may in its absolute discretion think fit, subject to SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Share India ESOS - II from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the Share India ESOS - II, as the Board may, in its absolute discretion, think fit, subject to SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Stock

Options and/or the shares to be allotted upon exercise of Stock Options, the issue/ exercise price, shall be reasonably adjusted in accordance with the provisions of the Share India ESOS - II, the SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Stock Options shall rank pari-passu in all respect including dividend with then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the Share India ESOS - II, as it may deem fit, from time to time in its absolute discretion, subject to and in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees, who have been granted Stock Options.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI Regulations, the Act and any other applicable laws and regulations to the extent relevant and applicable to Share India ESOS - II.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the Share India ESOS - II, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of Share India ESOS - II and to take all such steps and do all such acts as may be incidental or ancillary thereto."

19. Extension of the Share India Employees Stock Option Scheme - II, to the Employees of the Associate Company(ies) (present and/or future)

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the

rules framed there under, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the “SEBI Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the circulars/guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which shall be designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI Regulations to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to create, offer, grant, issue and allot such number of Stock Options (the “Options” or “Stock Options”) under the Share India Employees Stock Option Scheme - II (“Share India ESOS - II”/ “ESOS - II”) and to extend the benefits of and under Share India Employees Stock Option Scheme - II, to or for the benefit of such person(s), who are the present or future “employees”, as defined in the explanatory statement annexed to the notice convening this meeting, of the present and/or future associate company(ies) of the Company (whether in India or outside India), selected on the basis of criteria decided by the Board under the ESOS - II, within the overall ceiling of 1,00,000 (One lakh) employee stock options under Share India ESOS - II, exercisable into equal number of equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Share India ESOS - II on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances, where such Stock Options shall lapse, get cancelled or expire and to grant such number of Stock Options, to such employees and directors of the Company, at such price, at such time and on such terms and conditions as set out in the Share India ESOS - II and as the Board may in its absolute discretion think fit, subject to SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Share India ESOS - II from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting

schedule, vesting conditions, withdraw or revive the Share India ESOS - II, as the Board may, in its absolute discretion, think fit, subject to SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options, the issue/ exercise price, shall be reasonably adjusted in accordance with the provisions of the Share India ESOS - II, the SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Stock Options shall rank pari-passu in all respect including dividend with then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the Share India ESOS - II, as it may deem fit, from time to time in its absolute discretion, subject to and in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees, who have been granted Stock Options.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI Regulations, the Act and any other applicable laws and regulations to the extent relevant and applicable to Share India ESOS - II.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the Share India ESOS - II, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of Share India ESOS - II and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

20. To approve Material Related Party Transaction between Share India Fincap Private Limited, wholly-owned subsidiary of Share India Securities Limited and Akashdeep Metal Industries Limited.

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

“RESOLVED THAT pursuant to Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), as amended from time to time and the Company’s Policy on Related Party Transaction(s), and pursuant to the approval of Audit Committee and recommendation of the Board of Director and Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Board, for entering into and/or continue the related party into related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement, in the form of credit facilities, proposed to be entered into between two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) of Share India Securities Limited i.e. Share India Fincap Private Limited (hereinafter referred to as “SIFPL”), a wholly-owned subsidiary of Share India Securities Limited and Akashdeep Metal Industries Limited (hereinafter referred to as “AMIL”), on such terms and conditions as may be agreed between SIFPL and AMIL, the outstanding value (principle amount) of which shall not exceed ₹ 300 crore at any given point of time, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at Arm’s length and in the ordinary course of business of SIFPL and AMIL.

RESOLVED FURTHER THAT the aforesaid credit facility/loan shall not be made at an interest rate less than the rate of prevailing yield of government security closest to the tenor of the credit facility/loan.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised, to do all such acts, deeds, matters and things, as may be necessary, to give effect to this resolution.”

RESOLVED FURTHER THAT the Board of Director be and hereby authorised to delegate all or any powers herein conferred to any committee of directors or any one or more of the directors of the Company.”

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

Vikas Aggarwal
Company Secretary & Compliance Officer
Membership No.: FCS 5512

Date: 23.08.2022
Place: Noida

Address: B-44, Ugf, Mohan Park,
Naveen Shahdara, Delhi-110032

NOTES:

- a) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 6 to 20 of the accompanying Notice, is annexed hereto. The relevant details, pursuant to Regulations, 17(11), 36(3), of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Regulation 6(2) of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are also annexed.
- b) The Board of Directors of the Company at their meeting held on 23rd August, 2022 considered that the special business under Item Nos. 6 to 20, being considered unavoidable, be transacted at the 28th AGM of the Company.
- c) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- d) Electronic copy of all the documents referred to in the accompanying Notice of the 28th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.shareindia.com.
- e) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, Register of contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and documents referred to in the notice will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com.
- f) Members are requested to update ECS mandates through their respective Depository Participants to receive dividend directly in their bank accounts through Electronic Clearing Service (ECS). However, the Company shall dispatch the dividend warrant/ Bankers’ cheque/ demand draft to members who are unable to receive the dividend directly in their bank accounts through ECS.
- g) Members may note that the Board, at its meeting held on May 14, 2022, has recommended a final dividend of ₹ 2 per share. The Record date for the purpose of final dividend for financial year 2021-2022 is July 27, 2022. The final dividend, once approved by the members in the ensuing AGM, will be paid on or before October 22, 2022 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, 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 depositories (where shares are held in dematerialized mode) to receive dividend directly into their bank account on the payout date.

General instructions for accessing and participating in the 28th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

1. As you are aware, in view of the continuing situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. Circular No.02/2022 dated May 05, 2022 in relation to clarification on holding of Annual General Meeting ("AGM") through video conferencing (VC) or other audio visual means (OAVM) read with General Circular Nos. 20/2020 dated May 5, 2020 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 in relation to clarification on passing of ordinary resolution / Special resolution by Companies under Companies Act 2013 and the rules made there under (Collectively referred as 'MCA Circulars') and SEBI vide circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (Collectively referred as SEBI circulars) permitted the holding of AGM/EGM through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars and SEBI Circulars 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 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 at least 1000 members on first come first served 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 EGM/AGM without restriction on account of first come first served basis.
4. 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 Companies Act, 2013.
5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and

Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.shareindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.
7. The AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars
8. In Accordance with ministry's General Circular No. 02/2022 dated 05.05.2022, it has been decided to allow companies whose AGMs were due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

The remote e-voting period begins on Monday, September 19, 2022 at 09:00 a.m. and ends on Wednesday, September 21, 2022 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. September 16, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Record Date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/loginor or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL

Login type	Helpdesk details
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
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 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve

your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned 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, to the Scrutinizer by e-mail to contact@csravi.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal at info@masserv.com
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@masserv.com
1. Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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 mentioning their name, demat account number/folio number, email id, mobile number at vikas_cs@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 mentioning their name, demat account number/folio number, email id, mobile number at vikas_cs@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.

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

Vikas Aggarwal
Company Secretary & Compliance Officer
Membership No.: FCS 5512

Date: 23.08.2022
Place: Noida

Address: B-44, Ugf, Mohan Park,
Naveen Shahdara, Delhi-110032

EXPLANATORY STATEMENT IN PURSUANT TO THE PROVISIONS OF THE SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 6

The Board, on recommendation of the Audit Committee, vide resolution dated April 21, 2022 approved to pay M/s SVP & Associates, Statutory Auditor of the Company an enhanced remuneration of Rs. 10,00,000/- (Rupees Ten Lakhs Only) w.r.t the Statutory Audit conducted for the financial year 2021-2022 considering the amount of time spent and nature of expertise offered by the Statutory Auditors.

Further, it was approved that the aforesaid enhanced remuneration be paid to M/s SVP & Associates for their remaining tenure as Statutory Auditors of the Company i.e. till the conclusion of the 30th Annual General Meeting to be held in the year 2024.

In accordance with the provisions of Companies Act, 2013 the enhanced remuneration paid/payable to the Auditor is required to be ratified/approved by the members of the Company.

None of your Directors and Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board of Directors of your Company recommends that the Resolution under Item No. 06 be passed in the interest of your Company.

ITEM NO. 7

The members of the Company at their Annual General Meeting held on 30th September, 2020 had passed a resolution authorizing Board of Directors of the Company to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, from time to time upto 1000 Crores.

Considering the long term business plans/objectives of the Company and in order to make optimum use of funds available with the Company, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantees or providing security as and when required. Hence, the Board of directors proposed to extend the existing limits of the Company under section 186 from 1,000 Crores to 2,000 Crores.

As per Section 186, authorization to board is required through approval of the members by way of Special resolution. Hence, the Board of directors recommend the Special Resolution as set out at Item No. 7 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

ITEM NO. 8

The members of the Company at their Annual General Meeting held on 30th September, 2020, had passed a resolution authorizing Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, from time to time upto 1000 Crores.

In connection with the loan/credit facilities availed/to be availed by the Company, as and when required, through various sources for business purposes, the Company required to create charge over its assets and properties by way of hypothecation, mortgage, pledge, lien etc in favour of the lenders, for the purpose of securing the loan/credit facilities extended by them to the Company.

The Company is expediting its plan to scale up its capacity, expansion, diversification and business operations and hence it is considered necessary to increase the existing limits of the Company under section 180(1)(a) from 1,000 Crores to 2,000 Crores.

As per Section 180 (1)(a), authorization to board is required through approval of the members by way of Special resolution. Hence, the Board of directors recommend the Special Resolution as set out at Item No. 8 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

ITEM NO. 9

Mr. Parveen Gupta was appointed as Managing Director of the company for a period of 5 years w.e.f July 22, 2017 on the remuneration and other terms and conditions as approved by the members of the Company in the Extra-ordinary General Meeting held on July 22, 2017.

As the existing tenure of Mr. Parveen Gupta has expired on July 21, 2022, the Board of Directors of the company ("board"), at its Meeting held on May 14, 2022 has, subject to the approval of members by way of Ordinary Resolution, re-appointed Mr. Parveen Gupta (DIN: 00013926) as Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from July 21, 2022, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by Board.

A brief profile of Mr. Parveen Gupta is set out in the Annexure to the Notice.

The Company has received the consent of Mr. Parveen Gupta to continue act as Managing Director of the Company for another period of 5 (five) years from the expiry of his present term. The remuneration and other terms and conditions of re-appointment of Mr. Parveen Gupta as Managing Director are set out herein below and are subject to your approval:

Terms & Conditions of Re-appointment:

A. Period of Appointment

5 years w.e.f. July 21, 2022 with the liberty to either party to terminate the appointment on one months' notice in writing to the other & will be eligible for re-appointment.

B. Remuneration

₹ 36,00,000 per annum with such increments as the Board and Nomination & Remuneration Committee may decide from time to time.

C. Other terms & Conditions

- i. Annual remuneration review is effective 1st April each year.
- ii. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- iii. The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible under law.
- iv. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Parveen Gupta in accordance with the applicable provisions of Schedule V of the Act.
- v. The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.
- vi. Mr. Parveen Gupta shall be liable to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Parveen Gupta functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the company.

D. Maintenance of secrecy about Company's Business Information

The Managing Director shall not divulge or part with any information regarding the business of the Company to

anyone during the tenure of his services to the Company or at any time thereafter. In case of writing or contributing any article or review in any book, magazine, periodical or newspaper using the company's data or research bank, which is the company's data or research bank, which is the company's intellectual property, the Managing Director shall seek prior written permission of the management of the Company.

E. General

- (i) The Managing Director shall be subject to the various rules, regulations, administrative policies and other policies of the Company as may be in force from time to time. The Management has absolute power and right to cease or to modify/ review the rules, regulations and the said policies from time to time with or without any intimation to the Managing Director.
- (ii) The Managing Director will perform his duties as such with regard to all work of the company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (iii) The Managing Director shall act in accordance with the Articles of Association of the company and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.
- (iv) The Managing Director shall adhere to the company's code of conduct.

A copy of the draft letter of appointment issued to Mr. Parveen Gupta setting out the terms and conditions of his appointment as Managing Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com.

The Board feels that presence of Mr. Parveen Gupta on the Board as Managing Director is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at Item No. 9 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

Mr. Parveen Gupta 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 and they will not participate in the discussion or cast vote in the proposed resolution. Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

ITEM NO. 10

Mr. Sachin Gupta was appointed as Whole Time Director of the Company for a period of 5 years w.e.f July 22, 2017 on the remuneration and other terms and conditions as approved by the members of the Company in the Extra-ordinary General Meeting held on July 22, 2017.

As the existing tenure of Mr. Sachin Gupta has expired on July 21, 2022, the Board of Directors of the company ("board"), at its Meeting held on May 14, 2022 has, subject to the approval of members, re-appointed Mr. Sachin Gupta (DIN: 00006070) as Whole Time Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from July 21, 2022, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by Board.

A brief profile of Mr. Sachin Gupta is set out in the Annexure to the Notice.

The Company has received the consent of Mr. Sachin Gupta to act as Whole Time Director of the Company. The remuneration and other terms and conditions of Mr. Sachin Gupta Re-appointment as Whole Time Director are set out herein below and are subject to your approval:

Terms & Conditions of Appointment:**A. Period of Re-Appointment**

5 years w.e.f. July 21, 2022 with the liberty to either party to terminate the appointment on one months' notice in writing to the other & will be eligible for re-appointment.

B. Remuneration

₹ 36, 00,000 per annum with such increments as the Board and Nomination & Remuneration Committee may decide from time to time.

C. Other terms & Conditions

- i. Annual remuneration review is effective 1st April each year
- ii. Subject as aforesaid, the Whole Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- iii. The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible under law.
- iv. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Sachin Gupta in accordance with the applicable provisions of Schedule V of the Act.

- v. The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Whole Time Director during the tenure of his appointment.
- vi. Mr. Sachin Gupta shall be liable to retirement by rotation during his tenure as the Whole Time Director of the Company. So long as Mr. Sachin Gupta functions as the Whole Time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the company.

D. Maintenance of secrecy about Company's Business Information

The Whole Time Director shall not divulge or part with any information regarding the business of the Company to anyone during the tenure of his services to the Company or at any time thereafter. In case of writing or contributing any article or review in any book, magazine, periodical or newspaper using the company's data or research bank, which is the company's data or research bank, which is the company's intellectual property, the Whole Time Director shall seek prior written permission of the management of the Company.

E. General

- (i) The Whole Time Director shall be subject to the various rules, regulations, administrative policies and other policies of the Company as may be in force from time to time. The Management has absolute power and right to cease or to modify/ review the rules, regulations and the said policies from time to time with or without any intimation to the Whole Time Director.
- (ii) The Whole Time Director will perform his duties as such with regard to all work of the company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (iii) The Whole Time Director shall act in accordance with the Articles of Association of the company and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.
- (iv) The Whole Time Director shall adhere to the company's code of conduct.

A copy of the draft letter of appointment which will be issued to Mr. Sachin Gupta setting out the terms and conditions of his appointment as Whole Time Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com.

The Board feels that presence of Mr. Sachin Gupta on the Board as Whole Time Director is desirable and would

be beneficial to the company and hence your Directors recommend the Resolution at Item No. 10 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

Mr. Sachin Gupta 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 and they will not participate in the discussion or cast vote in the proposed resolution. Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

ITEM NO. 11

On the recommendation of Nomination and Remuneration Committee (NRC) of the Company, the Board of Directors in its meeting held on August 23, 2022 had appointed Mr. Ashish Kumar (DIN:09668119) as an Additional Director in the capacity of Non-Executive Independent Director w.e.f. August 23, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and he shall hold office up to the date of this AGM. He is eligible for appointment as Director. In this regard the Company has received request in writing from Mr. Ashish Kumar 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. Ashish Kumar, The Board of directors of your company opines that Mr. Ashish Kumar fulfills the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Mr. Ashish Kumar is set out in the section Annexure to the Notice. A copy of the draft letter of appointment which will be issued to Mr. Ashish Kumar 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 of Mr. Ashish Kumar on the Board is desirable and would be beneficial to the company and hence based on the recommendation of the NRC your Directors recommend the Resolution at Item No. 11 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution. Except Mr. Ashish Kumar, 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. 11 of the Notice.

ITEM NO. 12

On the recommendation of Nomination and Remuneration Committee (NRC) of the Company, the Board of Directors in its meeting held on August 23, 2022 had appointed Mr. Rishabh Yadav (DIN: 08839390) as an Additional Director in the capacity of Non-Executive Independent Director w.e.f. August 23, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and he shall hold the office up to the date of this AGM. He is eligible for appointment as Director. In this regard the Company has received request in writing from Mr. Rishabh Yadav 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. Rishabh Yadav, The Board of directors of your company opines that Mr. Rishabh Yadav fulfills the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Mr. Rishabh Yadav is set out in the section Annexure to the Notice. A copy of the draft letter of appointment which will be issued to Mr. Rishabh Yadav 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. Rishabh Yadav on the Board is desirable and would be beneficial to the company and hence based on the recommendation of the NRC your Directors recommend the Resolution at Item No. 12 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution. Except Mr. Rishabh Yadav, 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. 12 of the Notice.

ITEM NO. 13

On the recommendation of Nomination and Remuneration Committee (NRC) of the Company, the Board of Directors in its meeting held on August 23, 2022 had appointed Mr. Mohammad Rubaid Khan (DIN: 09565682) was appointed as an Additional Director in the capacity of Non-Executive Independent Director w.e.f. August 23, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and he

shall hold the office up to the date of this AGM. He is eligible for appointment as Director. In this regard the Company has received request in writing from Mr. Mohammad Rubaid Khan 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. Mohammad Rubaid Khan, The Board of directors of your company opines that Mr. Mohammad Rubaid Khan fulfills the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Mr. Mohammad Rubaid Khan is set out in the section Annexure to the Notice. A copy of the draft letter of appointment which will be issued to Mr. Mohammad Rubaid Khan 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. Mohammad Rubaid Khan on the Board is desirable and would be beneficial to the company and hence based on the recommendation of the NRC your Directors recommend the Resolution at Item No. 13 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution. Except Mr. Mohammad Rubaid Khan, 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. 13 of the Notice.

ITEM NO.14

On the recommendation of Nomination and Remuneration Committee (NRC) of the Company, the Board of Directors in its meeting held on August 23, 2022 had appointed Mr. Yogesh Lohiya (DIN: 00424142) as an Additional Director in the capacity of Non-Executive Independent Director w.e.f. August 23, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and he shall hold the office up to the date of this AGM. He is eligible for appointment as Director. In this regard the Company has received request in writing from Mr. Yogesh Lohiya 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. Yogesh Lohiya, The Board of directors of your company opines that Mr. Yogesh Lohiya fulfills the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Mr. Yogesh Lohiya is set out in the section Annexure to the Notice. A copy of the draft letter of appointment which will be issued to Mr. Yogesh Lohiya 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. Yogesh Lohiya on the Board is desirable and would be beneficial to the company and hence based on the recommendation of the NRC your Directors recommend the Resolution at Item No. 14 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution. Except Mr. Yogesh Lohiya, 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. 14 of the Notice.

ITEM NO.15

The Board of directors proposes for an amendment in the existing article "104. i." of Articles of Association to increase the maximum limit of Directors of the Company from 15 to 20 since the business of the Company is growing immensely and the roles and responsibilities of the Board of Directors of the Company are simultaneously increasing. The aforesaid amendment in the Articles will authorize the Company to increase the number of Directors and induce fresh talents on the Board of the Company.

According to section 149(1) of the act, the composition of the Board of directors of a company can only have a maximum of fifteen individuals as directors. However, a company may appoint more than 15 directors after passing a special resolution in the general meeting of the members of the company and consequently the existing Article "104. i." of Article of Association of the Company be and is hereby proposed to be deleted and substituted by the following new Article:

"Subject to the provisions of section 149 and all other applicable provisions of the Companies Act, 2013, the Board shall have the power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed 20 (twenty)"

Pursuant to section 14 of the Act, member's approval by way of passing of a special resolution is required for alteration of the Articles of Association.

Accordingly, consent of the members of the company is sought for passing special resolution as set out at Item No. 15 of the Notice.

The specimen of the amended Articles of Association is available for inspection by the members at the registered office of the company on all working days between 11.00 am. to 01.00 p.m., except Saturday and Sundays, up to the date of the ensuing General Meeting of the Company.

None of the Directors and key Managerial Personal of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

The Board recommends passing of the special resolution as set out at Item No. 15 of the accompanying Notice for approval by members.

ITEM NO.16

In the recent years the business of the Company has grown immensely and in view of the growing business of the Company the roles and responsibilities of the Managing Director(s) & Whole Time Directors has also increased considerably.

Considering the robust performance of the Company, the contribution of the Managing Director(s) and Whole Time Director(s) and based on the recommendation of the Nomination and Remuneration Committee it is proposed to pay them incentives in addition to the remuneration as approved by the members of the Company. In terms of Section 197 of the Companies Act, 2013, a company can make payment of remuneration to one Managing Director or Whole-Time Director or manager not exceeding 5 (Five) percent of the net profits of the Company and if there is more than one such director, the remuneration shall not exceed 10 (Ten) percent of the net profits to all such directors and manager taken together. Further the remuneration including the proposed incentives payable to Managing Director(s) (present and/or future) and Whole Time Director(s) (present and/or future) of the Company shall at all time fall under the maximum ceiling as provided in Section 197 of the Companies Act, 2013 detailed herein above.

It is proposed that the Managing Director(s) (present and/or future) and Whole Time Director(s) (present and/or future) of the Company be paid remuneration in the form of incentives as set out in the resolution number 16 of this Notice.

The incentives shall be paid on variable basis as given below —

Variable - Upto 3% (Three percent) of the net profit of the Company for the financial year collectively to all such Managing Director(s) (present and/or future) and Whole Time Director(s) (present and/or future). Provided that the incentive payable to aforementioned person(s) individually shall be upto a maximum limit of ₹ 1,00,00,000/- (Rupees One Crore only).

Your approval is therefore sought for the payment of additional remuneration in the form of incentives to Managing Director(s)

(present and/or future) and Whole Time Director(s) (present and/or future) of the Company.

Managing Director(s) and Whole Time Director(s) are interested in this resolution and relatives of them deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company and they will not participate in the discussion or cast vote in the proposed resolution.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board recommend passing of the Ordinary resolution as set out at Item No. 16 of the accompanying Notice for approval by members in the interest of the Company.

ITEM NO. 17, 18, 19

Stock Options have long been recognized internationally as an effective instrument to align the interest of employees with those of the Company and its Shareholders, providing an opportunity to employees to share the growth of the Company, and to create long term wealth in the hands of the employees. It creates a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall Shareholder's value.

Your Company is proposing to introduce an Employee Stock Option Scheme for the employees and the directors of the Company to remunerate them for their service and the expertise they bring to the organization. The scheme is titled Share India Employees Stock Option Scheme - II ("Share India ESOS - II"/ "ESOS - II")

The Board of Directors ("the Board") of the Company in their meeting held on August 23, 2022 approved introduction of Share India Employees Stock Option Scheme - II, subject to the approval of the Members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the "SEBI Regulations") and authorized the Compensation Committee/ Nomination & Remuneration Committee ("the Committee"), to formulate the terms and conditions of Share India ESOS - II and to administer and implement the same in accordance with the provisions of the SEBI Regulations. The Nomination and Remuneration Committee of Directors of the Company shall act as the Compensation Committee under Regulation 5 of the SEBI Regulations, which has been authorised to inter alia formulate, administer and supervise Share India ESOS - II including framing of its terms and conditions in terms of the SEBI Regulations.

The Company seeks Members' approval in respect of the aforesaid scheme and grant of stock options to its present and future "Employees", as defined hereunder, of the Company including Subsidiary Company (ies) and/or Associate Company(ies) (present and/or future, if any), whether in India or abroad, to the extent and in the manner as may be permissible

under the relevant provisions of the Companies Act, 2013, rules made there under and the SEBI Regulations as amended.

The following would, inter alia, be the broad terms and conditions of Share India ESOS - II:

a) Brief description of the Scheme:

Share India Employees Stock Option Scheme- II is intended to reward the eligible employees [as selected by the Nomination and Remuneration Committee (also referred to as "NRC/Compensation Committee/Committee")], for their performance and to motivate them to contribute to the growth and profitability of the Company and also to retain them by way of issuing employee stock options, subject to the applicable law and terms and conditions of the Scheme, the eligible employees shall be entitled to subscribe to the equity shares within certain time period ("Exercise Period") upon fulfilment of such conditions ("Vesting") and payment of an exercise price ("Exercise Price").

b) Total number of Options to be granted:

The aggregate number of the Options that may be granted under Share India Employees Stock Option Scheme - II shall not exceed 1,00,000 (One Lakh) options, exercisable into equal number of equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up of the Company.

If an Option cancels, expires, lapses (including those having lapsed by way of forfeiture) or becomes un-exercisable due to any reason, it shall be added back to the number of Options that are pending to be granted and shall become available for future Grants, subject to compliance with all Applicable Laws

It is clarified that, in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options, the issue/ exercise price, shall be reasonably adjusted in accordance with the provisions of the Share India ESOS - II, the SEBI Regulations and other applicable laws.

c) Identification of classes of employees entitled to participate in Share India ESOS - II:

An Employee shall be eligible to participate in the Scheme, as determined by the Committee. Only Employees as defined herein are eligible under ESOS - II. Subject to this, the Committee shall, at its sole discretion, determine, which Employee or category of Employees shall be eligible for Grant of Options and the terms of Grant thereof and accordingly, the Company would offer the Options to the identified Eligible Employees based on the performance, experience, loyalty, etc.

Where any Employee is a director nominated by an institution as its representative on the Board of Directors of the company:

- (i) the contract or agreement entered into between the institution nominating its employee as the director of a company and the director so appointed shall, inter alia, specify the following:
 - a. whether the grants by the company under its scheme(s) can be accepted by the said employee in his capacity as director of the company;
 - b. that grant if made to the director, shall not be renounced in favour of the nominating institution; and
 - c. the conditions subject to which fees, commissions, other incentives, etc. can be accepted by the director from the company.
- (ii) the institution nominating its employee as a director of the company shall file a copy of the contract or agreement with the said company, which shall, in turn file the copy with all the recognised stock exchanges on which its shares are listed.
- (iii) the director so appointed shall furnish a copy of the contract or agreement at the first board meeting of the company attended by him after his nomination.

It is clarified that the benefit of ESOS - II is extended to the Employee of Subsidiary and /or associate company (ies) of the Company.

The maximum number of the Shares that may be issued pursuant to the grant of the Options to any one Grantee under ESOS - II shall be 50,000 (Fifty Thousand only), save as provided in the SEBI Regulations, maximum number of shares with respect to which Options may be granted to a single Employee, during any one year, shall not exceed 1% of the issued capital of the Company at the time of grant of option.

The Grant of the Options by the Committee to the Grantee shall be made in writing and communicated to the Grantee. Such a Grant shall state the number of Options offered, the Exercise price and the closing date of accepting the offer.

The definition of Employees for the purpose of ESOS - II shall mean:

- (i) an employee as designated by the company, who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii) above, of a group company including subsidiary (present and/or future) or its associate company (present and/or future), in India or Outside India, but does not include:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

d) Requirements of vesting and period of vesting:

Any Grantee who wishes to accept the option grant offer, must deliver an Acceptance Form, prescribed by the Committee from time to time, duly completed as required therein to the Committee on or before the Closing date stated in the Grant letter.

Any Grantee who fails to return the Acceptance Form on or before the Closing date shall, unless the Committee determines otherwise, be deemed to have rejected the offer. Any Acceptance Form received after the Closing date shall not be valid. Upon receipt of a duly completed Acceptance Form from the Grantee in respect of the Grant, the Grantee will become a Participant.

Subject to the terms contained herein, the acceptance of a Grant made to a Grantee, shall conclude a contract between the Grantee and the Company, pursuant to which each Option shall, on such acceptance, be an Unvested Option.

As per SEBI Regulations, there shall be a minimum period of one year between the grant of options and vesting of options.

Options granted would vest, subject to the minimum vesting period of one year between grant of Options and vesting of Options. The maximum vesting period may extend up to five years from the date of grant of Options at the discretion of and in the manner prescribed by the Committee.

Vesting of Options would be subject to continued employment with the Company and/ subsidiary company(ies)/ associate company(ies).

As a prerequisite for a valid Vesting, an Option Grantee is required to be in employment or service of the Company/ its Subsidiary Company(ies)/ its associate company(ies) on the date of Vesting and must neither serve his notice for termination of employment/ service, nor be subject to any disciplinary proceedings pending against him on the such date of Vesting. In case of any disciplinary proceedings against any Option Grantee, the Committee can keep the relevant Vesting in abeyance until disposal of the proceedings and such Vesting shall be determined accordingly.

The Committee may also specify certain performance parameters, detailed terms and conditions relating to such performance based vesting, the proportion in which options granted would vest and/or lock in period subject to which the Options would vest.

Vesting of Options in case of Employees on long leave

The period of leave shall not be considered in determining the Vesting Period in the event the Employee is on a sabbatical. In all other events the period of leave shall be included to calculate the Vesting Period unless otherwise determined by the Nomination and Remuneration Committee.

e) Maximum period within which the Options shall be vested:

The maximum vesting period may extend up to five years from the date of grant of Options at the discretion of and in the manner prescribed by the Committee.

f) Exercise price or pricing formula:

Exercise price shall be the price, payable by the employee for exercising the options granted in pursuance of this scheme, which would be at par value (INR 10/- per share) or such higher price as determined by Nomination & Remuneration Committee..

Payment of the Exercise Price shall be made in cash or by a crossed cheque or a demand draft drawn in favour of the Company or by any of the electronic means including RTGS, NEFT, IMPS etc. or in such other manner as the Nomination and Remuneration Committee may decide from time to time.

g) Exercise period and the process of Exercise:

Subject to special provisions relating to the case of death of an employee before exercise of options, the Participant alone can exercise the Vested Option.

The Participant can exercise the Vested Options within the Exercise Period. Such exercise may be of all Vested Options or part of the Vested Options in one or more tranches.

An Option shall be deemed to be exercised only when the Committee receives notice of exercise and the Exercise Price in accordance with the scheme from the person entitled to exercise the Option

The exercise period shall be determined by the Committee in its sole and absolute discretion. However, the Exercise Period shall commence from the date of Vesting and expire not later than 1 year from the last Vesting Date. The Exercise Period can be extended only under special circumstances at the discretion of the Committee upon a specific request made by the Participant/beneficiary concerned to this effect.

No fraction of a Vested Option shall be exercisable in its fractional form.

Exercise of the Options shall take place at the time and place designated by the Committee or the Company and by executing such documents as may be required under the Applicable Laws to pass a valid title to the relevant Shares to the Participant, free and clear of any liens, encumbrances and transfer restrictions save for those set out therein.

On Exercise, the Participant can subscribe to the Shares on the full payment of the Exercise price and taxes, if any, required to be deducted by the Company in respect of exercise of the Option, and the Company shall allot the Shares to the Participants after completing the necessary formalities in this regard, provided the Committee / Company finds the Exercise form complete and conditions of the Scheme are complied with. Subsequent to allotment, no Participant should seek to sell or otherwise transfer the Shares until there is a confirmation from the Company that the listing procedures with respect to the allotted Shares have been completed.

If the Participant does not Exercise his Vested Options within the time specified for the same, such unexercised Options shall lapse.

The Compensation Committee shall determine the process of Exercise at the time of grant in line with SEBI Regulations. Further there shall not be any funding of financing by the Company for Exercise of Options.

Exercise and vesting in certain special cases:

S. No.	Event of Termination of Employment	Vested Options	Unvested Options
1	Death	All the Vested Options granted under Share India ESOS –II to him till his death shall be permitted to be exercised within 1 (one) year from the date of death.	All the Unvested Options granted under Share India ESOS –II to him till his death shall vest immediately, in the nominee/ legal heir (“Beneficiary”) of the deceased Participant & shall be permitted to be exercised within 1 (one) year from the date of death.
2	Permanent Incapacity	All the Vested Options granted under Share India ESOS –II to him till the date of incurring of such permanent incapacity shall be permitted to be exercised & such Options shall be permitted to be exercised within 1 (one) year from the date of termination owing to such incapacity.	All the Unvested Options granted under Share India ESOS –II to him till the date of incurring of such permanent incapacity shall vest immediately in him on that day i.e. the date of permanent incapacitation & such Options shall be permitted to be exercised within 1 (one) year from the date of termination owing to such incapacity.
3	Retirement or Superannuation	All the Vested Options granted under Share India ESOS –II to him till the date of retirement or attainment of superannuation age shall continue to vest as per vesting schedule in accordance with company's policies and the applicable law. Exercise of such Options shall be permitted within the exercise period as may be determined by the Compensation Committee.	All Unvested Options granted under Share India ESOS –II to him till the date of retirement or attainment of superannuation age shall continue to vest as per vesting schedule in accordance with company's policies and the applicable law. Exercise of such Options shall be permitted within the exercise period as may be determined by the Compensation Committee.
4	Termination with cause	All the vested Options at the day of such termination shall expire.	All the Unvested Options at the day of such termination shall expire.
5	Resignation	All the vested Options at the day of such resignation shall be permitted to be exercised within 30 days from the date of termination.	All the Unvested Options at the day of such resignation shall expire.
6	Termination without cause	All the vested Options at the day of such termination shall be permitted to be exercised within 60 days from the date of termination.	All the Unvested Options at the day of such termination shall expire.
7	Transfer of Employee to subsidiary or associate company	The vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.	The vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.

S. No.	Event of Termination of Employment	Vested Options	Unvested Options
8	Transfer of Employee pursuant to scheme of arrangement, amalgamation, merger or demerger	In the event that an Employee who has been granted benefits under the Scheme, is transferred pursuant to scheme of arrangement, amalgamation, merger or demerger or continued in the existing company, prior to the vesting or exercise, the treatment of options in such case shall be specified in such scheme of arrangement, amalgamation, merger or demerger provided that such treatment shall not be prejudicial to the interest of the employee.	In the event that an Employee who has been granted benefits under the Scheme, is transferred pursuant to scheme of arrangement, amalgamation, merger or demerger or continued in the existing company, prior to the vesting or exercise, the provided that such treatment shall not be prejudicial to the interest of the employee.
9	Any other event not specified above	As decided by the Committee & such decision shall be final.	As decided by the Committee & such decision shall be final.

h) Appraisal process for determining the eligibility of employees for the Scheme:

The Committee may, on such dates as it shall determine, Grant to such Eligible Employees as it selects, Options of the Company in accordance with the terms and conditions of the Scheme for the time being in force. The Committee shall follow the following broad guidelines in selection of the eligible employees and the quantum of option to be granted to them:

- present grade and compensation structure of the employee
- performance of the employee
- length of service of the employee
- exceptional contribution made by the employee
- integrity and behaviour of the employee
- such other parameters as it may decide.

i) Maximum number of Options to be issued per employee and in aggregate:

The aggregate number of the Options that may be granted under Share India Employees Stock Option Scheme - II shall not exceed 1,00,000 (one lakh) options, exercisable into equal number of equity shares of face value of ₹ 10/- (Rupees Ten) each fully paid-up of the Company.

The maximum number of options that may granted to any one grantee under Share India Employees Stock Option Scheme - II shall be 50,000 (Fifty Thousand only) options, exercisable into equal number of equity shares of face value of ₹ 10/- (Rupees Ten) each fully paid-up of the Company, save as provided in SEBI Regulations, maximum number of shares with respect to which Options may be granted to a single Employee, during any one year, shall not exceed 1% of the issued capital of the Company at the time of grant of option.

j) Maximum quantum of benefits to be provided per employee under Share India ESOS- II:

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the Equity Shares on the exercise date.

k) Whether the Scheme is to be implemented and administered directly by the Company or through a Trust:

It is clarified that ESOS - II is not proposed to be implemented through Trust. There won't be any secondary market acquisition for the purpose of implementation of the Scheme. The Scheme will be implemented directly by the Company. Share India ESOS – II shall be administered by the Company through its Compensation Committee.

l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

Share India ESOS - II involves new issue of shares by the Company and does not contemplate secondary acquisition.

m) The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

There shall not be any funding of financing by the Company for Exercise of Options. Accordingly, no amount of loan to be provided for implementation of ESOS - II.

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

There won't be any secondary market acquisition for the purpose of implementation of the Scheme.

o) A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SEBI Regulations:

The Company shall conform to the accounting policies as specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and other applicable provisions.

The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.

p) Method of valuing the Options:

The Company recognizes compensation expense relating to share based payments in accordance with Ind AS 102 Share-based Payment, thereby the Company shall use "Fair value method" to value its option and to calculate employee compensation expense.

q) Lock-in period and transferability:

There shall be a minimum vesting period of one year between grant and vesting.

Options Granted to an Employee shall not be transferable to any person. Subject to special provisions relating to the case of death of an employee before exercise of options (as mentioned above), no person, other than the Participant, shall be entitled to the benefit arising out of under ESOS - II. It is also clarified that the stock options granted under the ESOS - II shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

There would not be any lock-in period for the shares issued consequent upon exercising the options under the ESOS - II.

r) Terms & conditions for buyback, if any, of specified securities covered under these regulations.

There is no buyback arrangement or commitment by the Company in respect of any Shares or Securities issued/ allotted under ESOS - II.

s) Other Terms

The Board of Directors shall have the absolute authority to vary or modify the terms of the ESOS - II, subject to the SEBI Regulations and other applicable laws, from time to time. The Options to be granted under the ESOS - II shall not be treated as an offer or invitation made to public for subscription of securities of the Company.

Consent of the shareholders is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013 and the SEBI Regulations. As per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations,

2021, separate special resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the subsidiary and/or associate company (ies) of the Company.

Accordingly, the Board of Directors of the Company recommends the passing of the proposed Special Resolutions set out as Item No. 17, 18 & 19 by the shareholders.

None of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolutions except to the extent of their entitlements, if any, under the Plan and to the extent of their shareholding as Members, if any.

ITEM NO. 20

The Company is engaged in the business of trading/dealing in the securities market in the capacity as SEBI Registered Stock Broker, Research Analyst, Depository Participant and Portfolio Manager. In furtherance to its' business activities, the Company and its Subsidiaries have entered into / will enter into transactions/ contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

All related party transactions of the Company and its Subsidiaries are at arm's length and in the ordinary course of business. Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The related party transactions between the Company and its Indian subsidiaries and between the Indian subsidiaries and their related parties are also approved by the audit committees of the respective subsidiaries (wherever applicable)

Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) ₹1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Background, details and benefits of the transaction

Share India Fincap Private Limited ("SIFPL") is a Non-Banking Financial Company ("NBFC") and a wholly-owned subsidiary of Share India Securities Limited ("SISL"). Mr. Rajesh Gupta, Director of the Company acts as a common Director in Share India Securities Limited, Share India Fincap Private Limited and Akashdeep Metal Industries Limited and also holds more than 2% of the paid-up share capital of AMIL and therefore, AMIL is a related party of both SISL and SIFPL. Also, SISL and AMIL shares a few common members in its promoters & promoter's group.

SIFPL is a NBFC category B - Registered with Reserve Bank of India and provides loan to different persons as a part of its business activities. The proposed transaction between SIFPL and AMIL involves transfer of resources by way of credit facility from time to time in one or more tranches from SIFPL to AMIL on Arm's length basis.

The proceeds in the form of interest will be utilized to meet the business requirements and general corporate purposes of Share India Fincap Private Limited. The transaction would be made for maximizing the yield on available surplus funds which is in the interest of our wholly owned subsidiary which in turn will be beneficial for SISL. The aforementioned transaction will help both the companies to ramp-up their growth strategy and is beneficial for both the Companies.

The Management has provided the Audit Committee of SISL with the relevant details, as required under law, of the proposed related party transaction ("RPT") including material terms. The Audit Committee, after reviewing all necessary information, has granted approval to SIFPL to provide credit facilities from time to time to AMIL the outstanding value (principle amount) of which shall not exceed ₹ 300 crore at any given point of time. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, based on the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 20 of the accompanying Notice to the shareholders for their approval by way of ordinary resolution.

The details as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") are set forth below:

S. no.	Description	Details of Proposed RPT between SIFPL and AMIL
1.	Summary of the information provided by the management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Parties: Share India Fincap Private Limited ("SIFPL") and Akashdeep Metal Industries Limited ("AMIL") Relationship: Share India Fincap Private Limited ("SIFPL") is a Non-Banking Financial Company ("NBFC") and a wholly-owned subsidiary of Share India Securities Limited ("SISL"). Mr. Rajesh Gupta, Director of the Company acts as a common Director in Share India Securities Limited, Share India Fincap Private Limited and Akashdeep Metal Industries Limited and also holds more than 2% of the paid-up share capital of AMIL and therefore, AMIL is a related party of both SISL and SIFPL. Also, SISL and AMIL shares a few common members in its promoters & promoter's group.
b.	Tenure of the Transaction	As may be mutually agreed from time to time for respective tranches of loan, however loans should be repayable on demand unless otherwise agreed.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves transfer of resources/funds by way of credit facility from time to time in one or more tranches from SIFPL to AMIL the outstanding value (principle amount) of which shall not exceed ₹ 300 crore at any given point of time.
d.	Value of Transaction	Outstanding value (principle amount) of credit facility shall not exceed ₹ 300 crore at any given point of time
e.	Percentage of annual consolidated turnover of Share India Securities Limited ("SISL"), considering FY 2021-22 as the immediately preceding financial year, that is represented by the value of the proposed RPT	Upto a maximum of 35.026%
f.	Percentage of annual turnover of Share India Fincap Private Limited ("SIFPL"), on standalone basis considering 2021-22 as the immediately preceding financial year, that is represented by the value of the proposed RPT	Upto a maximum of 605.111%. SIFPL is a RBI registered NBFC with a principle business activity of providing loans, due to the nature of this business the volume of loan/credit facility vis a vis turnover (in the form of interest only) is not quite comparable.
2.	Justification for the transaction	Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the Item No. 20.

S. no.	Description	Details of Proposed RPT between SIFPL and AMIL
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction	Internal accruals Credit facilities from Banks and other NBFCs Amounts from directors & their relatives Inter-corporate loans The above funds are taken subject to & pursuant to Companies Act, 2013, RBI Act, 1934 and rules made thereunder.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure;	Source of funds: Internal accruals Credit facilities from Banks and other NBFCs Amounts from directors & their relatives Inter-corporate loans The above funds are taken subject to & pursuant to Companies Act, 2013, RBI Act, 1934 and rules made thereunder.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	The unsecured credit facility from SIFPL to AMIL is to be repaid on demand. Further the interest is to be charged at a rate not less than the rate of prevailing yield of Government security closest to the tenor of the loan.
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	AMIL shall utilize the funds for its principle business activities.
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The transactions do not contemplate any valuation.
5.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Upto a maximum of 3095.621 %. Akashdeep Metal Industries Limited is a RBI registered NBFC with a principle business activity of providing loans, due to the nature of this business the volume of loan/credit facility vis a vis turnover (in the form of interest only) is not quite comparable.

In accordance with Regulation 23(4) of SEBI (LODR) Regulations, 2015 no related party shall vote to approve the resolution as set out in Item No. 20 of this Notice whether the entity is a related party to this particular transaction or not.

The Board recommends the resolution set forth in the above Item No.20 for the approval of the members by way of Ordinary Resolution.

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

Vikas Aggarwal

Company Secretary & Compliance Officer
 Membership No.: FCS 5512

Date: 23.08.2022
 Place: Noida

Address: B-44, Ugf, Mohan Park,
 Naveen Shahdara, Delhi-110032

Annexure to the Notice

Information of Directors seeking appointment/ re-appointment of the forthcoming AGM pursuant to Secretarial Standard 2 issued by ICSI and under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mohammad Rubaid Khan	Yogesh Lohiya	Ashish Kumar	Rishabh Yadav	Parveen Gupta	Sachin Gupta
Director Identification Number	09565682	00424142	09668119	08839390	00013926	00006070
Father's / Husband's Name	Mr. Mohammad Ishak	Mr. Ram Avtar Lohiya	Mr. Rajender	Mr. Ganga Ram Yadav	Late Mr. Gopal Das Gupta	Mr. Yash Pal Gupta
Date of Birth (Age in years)	27/07/1982 (40 Years)	09/12/1951 (70 years)	23-11-1995 (26 years)	16-06-1990 (32 years)	18/12/1958 (63 years)	17/08/1980 (42 years)
Original date of appointment	23/08/2022	23/08/2022	23/08/2022	23/08/2022	28/05/1999	26/03/2007
Qualifications	B.com & PDGM	Graduated with B.Tech Degree in Production Engineering	B.A	Graduated with a B.Tech Degree in Mechanical & Automation Engineering	B.com	B.com
Brief Profile, Experience and expertise in specific functional area	He is a professional financial analyst; post-graduate in finance has 11 years of experience in Financial Accounting/ Finance Analysis. He has working experience on Tally, Busy, SAP, Tableau, Advanced Excel, Macros, Oracle R12, OBIEE Reports Automation. He is proficient in Financial Due diligence, FP&A, Financial Analysis and Reporting, Revenue Analysis, Procurement Analysis, Supply Chain Analysis, Cash Flow analysis and Taxation. In his earlier assignment, he was involved in preparing value calculators for different business lines, analyzing sales data, financial planning, accounting schedule & related reports and Revenue Analysis. He has tested the waters of handling high net-worth vendors and coordinating with them to ensure the smooth flow of the process. He understands business and the value of retaining it.	He is a very promising professional who has a very impressive and successful experience. In his professional journey, he has made some remarkable, applause worthy achievements to showcase. He graduated in Production Engineering in 1973. At present, he is a founder MD of Trinity General Insurance Company Limited. He has been appointed as member of expert committee on Reinsurance (from 2017) and Member of Reinsurance Advisory Committee (from 2018) by IRDAI. He is a Chairman of Insurance Committee of PHD Chambers of Commerce and Industry, Member of Insurance and Pension Committee of FICCI, Assocham and CII. He is also a prolific writer who has authored several books on various issues related to the Insurance sector and have also presented papers on a variety of subjects at seminars in India and Abroad.	He is a very promising young professional who has a very impressive and successful experience. He has a vast experience in lead generation and customer acquisition journey, he has a command on customer communication and has the convincing power which makes him an ideal guidance to not only sustain valuable clients but also lead bigger teams and motivates them to achieve big. In his professional journey he has been a very trustworthy and honest team player which makes him an ideal candidate for Share India, whose foundation is laid on the pillars of honesty and transparency. A keen learner and a sterling marketer makes him a complete package for this dynamic role.	He is one of the few talent to convert their success in numbers. In his professional journey he has made some remarkable, applause worthy achievements to showcase. He is a person who speaks numbers and can be relied on. He is an engineering graduate, having hands-on experience on various high-end software and tech based innovation. He has vast experience of working on the grass root level, and understands the needs and requirements of the common man. His experience in the profile of being a consultant makes him a go-to person in the field of business development and a promising business analyst. He is a strategist, and a master of identifying the loop holes and formulating necessary strategies. Mr. Yadav's intellect to understand new products makes him an expert in making and guiding Sales Plans. He is a splendid mentor and in his entire experience, he has invested a considerable time in training and mentoring his subordinates, making him a perfect candidate for this role.	He has an experience of more than 29 years in stock market operations and 24 years in the field of Financing with a focus on financing of commercial vehicles. His involvement and guidance has been instrumental in the growth and development of the company. His varied experience and vision helps our Company work united towards the same goals of the vision set by the management. He possess good knowledge about the intricacies of the Indian Stock Market. He has been a key player in the overall growth of the Company with his efforts. Besides, looking after day to day affairs of the Company, he controls the planning, finance and implementation functions of our Company.	He is a young, dynamic, hardworking and a dedicated team leader. He has an Experience of 19 years in trading and arbitrage operations. His efforts have been instrumental in spurt in gross revenues achieved by the company in the recent past. His strength lies in the formulation of unique marketing ideas and innovative solutions to the various operational problems. He also looks after the Marketing operations of the Company.
Terms and conditions of Appointment/ re-appointment and Remuneration	As recommended by Nomination and Remuneration Committee and approved by the Board					

Name of the Director	Mohammad Rubaid Khan	Yogesh Lohiya	Ashish Kumar	Rishabh Yadav	Parveen Gupta	Sachin Gupta
Remuneration last drawn / Remuneration Sought to be Paid	Sitting fees as recommended by Nomination and Remuneration Committee and approved by the Board.				36,00,000	36,00,000
No. of Board meetings attended during the year	N.A.	N.A.	N.A.	N.A.	12	12
Relationship with other Directors or KMPs	None	None	None	None	Yes, Brother of Rajesh Gupta	Yes, Son of Mrs. Saroj Gupta
Directorship in other Entities	None	None	None	None	Total Securities (IFSC) Private Limited Share India Fincap Private Limited Ananya Infraventures Private Limited Ever-Style Services Private Limited Anmol Financial Services Limited	Share India Capital Services Private Limited Share India Securities (IFSC) Private Limited Share India Commodity Brokers Private Limited
Directorship in other listed Entities	None	None	None	None	None	None
Membership/ Chairmanship of committees in public limited companies in India	None	None	None	None	Share India Securities Limited Corporate Social Responsibility Committee-Member	Share India Securities Limited Audit Committee-Member Stakeholder Relationship Committee-Member Corporate Social Responsibility Committee-Chairperson
Shareholding of Directors (in percentage)	0.00	0.00	0.00	0.00	5.73	3.04
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	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment and Removal of Directors. 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 Mohammad Rubaid Khan and concluded that Mr. Khan 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 Policy on Nomination, Appointment, and Removal of Directors. 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 Yogesh Lohiya and concluded that Mr. Lohiya 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 Policy on Nomination, Appointment, and Removal of Directors. 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 Ashish Kumar and concluded that Mr. Kumar 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 Policy on Nomination, Appointment, and Removal of Directors. 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 Rishabh Yadav and concluded that Mr. Yadav possess the relevant skill and capabilities to discharge the role of Independent Directors.	N.A.	N.A.