

September 06, 2025

To,
BSE Limited
Scrip Code: 540725/ 976824/ 976825

To,
National Stock Exchange of India Limited
SYMBOL: SHAREINDIA

Sub: Notice of 31st Annual General Meeting of the Company for the financial year 2024-25.

Sir/Madam,

Pursuant to Regulations 30 and 50 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith the Notice of the 31st Annual General Meeting (“AGM”) of the Company scheduled to be held on Monday, September 29, 2025 at 04:30 p.m. through Video Conference (VC)/Other Audio-Visual Means (OAVM).

Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter containing the weblink of the Notice of the AGM and the Annual Report for the financial year 2024-25 is being sent to the registered address of those shareholders whose e-mail addresses are not registered with the Depository Participant(s).

The Notice of the AGM is also available on the website of the Company, i.e., www.shareindia.com.

Please take the same on your records.

Thanking you,

Yours faithfully,
For Share India Securities Limited

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



SHARE INDIA SECURITIES LIMITED

CIN: L67120GJ1994PLC115132

Reg. Office: Unit no. 615 and 616, 6th Floor, X-Change Plaza, Dalal Street Commercial Co-operative Society Limited, Road 5E, Block 53, Zone 5, Gift City, Gandhinagar, Gujarat-382050

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

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of Share India Securities Limited will be held on Monday, September 29, 2025 at 04:30 p.m. through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend amounting to ₹ 1.10/- (Rupees One and Ten Paise Only) per equity share of face value of ₹ 2/- (Rupees Two Only) each during the financial year 2024-2025.
3. To declare final dividend of ₹ 0.25/- (Twenty-Five Paise Only) per equity share of face value of ₹ 2/- (Rupees Two Only) each for the financial year 2024-2025.
4. To re-appoint Mr. Sachin Gupta (DIN: 00006070), CEO & Whole-time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint Mr. Vijay Girdharlal Vora (DIN: 00333495), Whole-time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

6. To consider and appoint M/s Abhishek Gupta & Associates, Company Secretaries (COP: 12262), as the Secretarial Auditors of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s Abhishek Gupta & Associates, Company Secretaries (FCS No.: 9857; CP No.: 12262 & Peer Review Certificate No.: 2375/2022) be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive years from financial year 2025-2026 to financial year 2029-2030, at such remuneration as may be decided by the Board of Directors of the Company;

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

7. To approve the continuation of Dr. Gopalapillai Prasanna Kumar (DIN: 01804161) as a Non-Executive Independent Director of the Company post attaining the age of 75 years and in this regard, to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the continuation of Dr. Gopalapillai Prasanna Kumar (DIN: 01804161) as a Non-Executive Independent Director of the Company, post attaining the age of 75 years;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as may

be necessary, proper and expedient to give effect to this Resolution.”

8. To approve revision in remuneration of Mr. Suresh Kumar Arora (DIN: 00412523), Whole-time Director of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT further to the resolutions passed by the Members of the Company at the 27th and 30th Annual General Meetings of the Company held on September 15, 2021 and September 25, 2024, respectively, for approval of the appointment and remuneration payable to Mr. Suresh Kumar Arora (DIN: 00412523) as a Whole-time Director and pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the approval of the Members be and is hereby accorded for revision in the remuneration payable to Mr. Suresh Kumar Arora (DIN: 00412523), Whole-time Director of the Company, with effect from April 01, 2025 for the remaining period of his present term of appointment, i.e., till May 31, 2026, to the extent and in such manner as set out in Statement annexed to the Notice convening this meeting;

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

9. To approve revision in remuneration of Mr. Sachin Gupta (DIN: 00006070), CEO & Whole-time Director of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT further to the resolution passed by the Members of the Company at the 28th Annual General Meeting of the Company held on September 22, 2022 for approval of the re-appointment and remuneration payable to Mr. Sachin Gupta (DIN: 00006070) as a CEO & Whole-time Director of the Company and pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including

any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the approval of the Members be and is hereby accorded to the revision in the remuneration of Mr. Sachin Gupta (DIN: 00006070), CEO & Whole-time Director of the Company, with effect from April 01, 2025 for the remaining period of his present term of appointment, i.e. till July 20, 2027, to the extent and in such manner as set out in Statement annexed to the Notice convening this meeting;

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

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

“RESOLVED THAT further to the resolution passed by the Members of the Company at the 30th Annual General Meeting of the Company held on September 25, 2024 for approval of the re-appointment and remuneration payable to Mr. Kamlesh Vadilal Shah (DIN: 00378362) as the Managing Director of the Company and pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the approval of the Members be and is hereby accorded to the revision in the remuneration of Mr. Kamlesh Vadilal Shah (DIN: 00378362), Managing Director of the Company, with effect from April 01, 2025 for the remaining period of his present term of appointment, i.e. till January 15, 2030, to the extent and in such manner as set out in Statement annexed to the Notice convening this meeting;

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

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

“RESOLVED THAT further to the resolution passed by the Members of the Company at the 30th Annual General Meeting of the Company held on September 25, 2024 for approval of the re-appointment and remuneration payable to Mr. Vijay Girdharlal Vora (DIN: 00333495) as the Whole-time Director of the Company and pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the approval of the Members be and is hereby accorded to the revision in the remuneration payable to Mr. Vijay Girdharlal Vora (DIN: 00333495), Whole-time Director of the Company, with effect from April 01, 2025 for the remaining period of his present term of appointment, i.e. till January 15, 2030, to the extent and in such manner as set out in Statement annexed to the Notice convening this meeting;

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

12. To re-appoint Mr. Suresh Kumar Arora (DIN: 00412523) as a Whole-time Director of the Company, and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of Company, approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Suresh Kumar Arora (DIN: 00412523) as a Whole-time Director of the Company, for a period of 5 (five) consecutive years on expiry of his present term of office, i.e., with effect from June 01, 2026 to May 30, 2031, on the terms and conditions including remuneration as set out in Statement annexed to the Notice convening this meeting;

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

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

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

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

Date: September 04, 2025
Place: Noida

NOTES:

- a) Pursuant to the General Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs (MCA) followed by General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars"), Annual General Meeting ("the Meeting"/"AGM") can be conducted through Video Conferencing or Other Audio Visual Means ("VC/OAVM") without the physical presence of the Members at a common venue. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
- b) As per the provisions of clause 3(A)(II) of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 6 to 12 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
- c) A Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts relating to the business mentioned under Items No. 6 to 12 of the accompanying Notice, is annexed hereto.
- d) The relevant details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Clause 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), in respect of re-appointment of Directors/revision in remuneration of Directors at this AGM are also annexed.
- e) In compliance with circulars issued by MCA and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and any other applicable law, rules, circulars, notifications and regulations, this Notice of the AGM is being sent only through electronic mode to the Members whose names appear in list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Depository Participant(s), on August 29, 2025.
- f) **SINCE THE AGM WILL BE HELD THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM ARE NOT ANNEXED TO THIS NOTICE.**
- g) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act and SS-2.
- h) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, and documents referred to in the Notice will be available electronically for inspection, up to and including the date of the AGM of the Company. Members seeking to inspect such documents can do so by sending an email to secretarial@shareindia.com. Further, the aforesaid documents shall also be available on the website of the Company for inspection by the Members during the AGM.
- i) Members may note that the Board, at its meeting held on May 23, 2025, has recommended a final dividend of ₹ 0.25/- (Paise Twenty-Five Only) per share. The Record date for the purpose of final dividend was Wednesday, September 10, 2025. The final dividend, once approved by the Members in the ensuing AGM, will be paid on or before Tuesday, October 28, 2025 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.
- Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Income Tax Act, 1961 & the Finance Act, 2020 and the amendments, thereof. Members are requested to complete and/ or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their DPs in order to enable the Company to determine and deduct appropriate TDS/ withholding tax rate.

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

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

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

A communication providing detailed information & instructions with respect to tax on the final dividend for the financial year ended March 31, 2025 is being sent separately to the Members.

- j) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company, as on the cut-off date being Monday, September 22, 2025.
- k) Any person, who acquires equity shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds equity shares as on the cut-off date, i.e., Monday, September 22, 2025, may obtain the login ID and password to access their e-voting portals by sending a request at secretarial@shareindia.com.
- l) A person, whose name is recorded in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
- m) In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
- n) Mr. Naveen Kumar, Practicing Company Secretary of M/s. N. Kumar and Associates, having COP No. 22084, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM, in a fair and transparent manner.
- o) 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 at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM), i.e., www.evotingindia.com.
- p) Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- q) The Chairman shall, at the AGM, on the resolutions on which voting is to be held, allow voting by use of e-voting for all those Members who are present during the AGM but have not cast their votes by availing the remote e-voting facility.
- r) Members are requested to kindly mention their DP ID and Client ID in all their correspondence with the Company's Registrar in order to enable the Registrar to reply to their queries promptly.
- s) In this Notice and the Statement pursuant to Section 102 of the Act, the terms "Shareholder(s)" and "Member(s)" are used interchangeably.
- t) The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting at the AGM, and make, not later than two working days or three days, whichever is earlier, from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the Result of the voting forthwith.
- u) The Results declared, along with the Report of the Scrutinizer, shall be placed on the website of the Company, www.shareindia.com, Notice Board(s) of the Company at its Registered Office as well as Corporate Office and on the website of CDSL immediately after the declaration of Result by the Chairman or a person authorised by him in writing. The Results shall also be immediately uploaded to BSE Limited and National Stock Exchange of India Limited.
- v) SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the Company's Registrar & Transfer Agent ('Registrar' or 'RTA')/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

General instructions for accessing and participating in the 31st AGM through VC/OAVM and voting through remote e-voting:

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

The facility of casting votes by a Member using remote e-voting as well as the e-voting system at the AGM will be provided by CDSL. The Members who have cast

their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.

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

Commencement of remote e-voting period	Friday, September 26, 2025
Conclusion of remote e-voting period	Sunday, September 28, 2025
Cut-off Date for eligibility to vote	Monday, September 22, 2025

- The remote e-voting facility will be disabled by CDSL immediately after 5:00 p.m. IST on Sunday, September 28, 2025 and voting will be disallowed thereafter.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- 1) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 2) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 3) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 4) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 5) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 6) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 7) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 8) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- 9) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting.**
 - Non-Individual Shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution (BR) and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual Shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, in either of the following ways, namely:
 - A. To the Scrutinizer by e-mail to naveen.csverma@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com;
 - B. To the Company by e-mail to secretarial@shareindia.com;
 - C. To the corporate office of the Company at A-15, Sector-64, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301.

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

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The Members can join the AGM in the VC/OAVM 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 Members on first come, first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the respective Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction on account of first come, first serve basis
3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting, i.e., Monday, September 22, 2025**, mentioning their name, demat account number, email id, mobile number at secretarial@shareindia.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting, i.e., Monday, September 22, 2025**, mentioning their name, demat account number, email id, mobile number at secretarial@shareindia.com. These queries will be replied to by the Company suitably by email.
6. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those Shareholders, who are present in the AGM through VC/OAVM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
8. If any votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM, then the votes cast by such Shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.
9. The Shareholders/Members are required to register/update their email id & mobile no. with their respective Depository Participant, in case their particulars are not registered/updated.

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

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

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

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

Sd/-

Vikas Aggarwal

Company Secretary & Compliance Officer
Membership No.: FCS 5512

Date: September 04, 2025
Place: Noida

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

ITEM NO. 6

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board at its meeting held on July 30, 2025 after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has recommended the appointment of M/s Abhishek Gupta & Associates, Practising Company Secretaries (FCS No.: 9857; CP No.: 12262 & Peer Review Certificate No.: 2375/2022) as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30.

Established in 2013, M/s Abhishek Gupta & Associates (AGA) is a research-driven legal consulting firm dedicated to providing high-quality, professional services in diverse areas such as Legal Advisory and Consultancy, Capital Markets and Securities Law, RERA Compliance, Corporate Law Advisory, RBI and FEMA Compliances, Corporate Litigation, India Entry and Exit Strategies, Mergers & Amalgamations, and Takeovers of both listed and unlisted entities. AGA strives to build a premier professional practice that delivers integrated, value-added solutions to clients while contributing to the broader professional and societal ecosystem.

AGA has extensive experience working with various regulatory and judicial authorities, including the Registrar of Companies (ROC), Regional Directors (RD), National Company Law Tribunal (NCLT), Ministry of Corporate Affairs (MCA), Official Liquidator (OL), Reserve Bank of India (RBI), Income Tax Department, Revenue Department, and others. With a strong commitment to understanding the distinct needs of different types of entities, AGA delivers tailored, client-centric solutions designed to address complex legal and regulatory challenges effectively.

M/s Abhishek Gupta & Associates have consented and confirmed their eligibility for appointment as Secretarial Auditors under the Act and SEBI Listing Regulations. The firm also holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is ₹ 55,000/- (Rupees Fifty-Five Thousand Only). The said remuneration excludes the applicable taxes and reimbursement of out-of-pocket expenses. The remuneration for subsequent financial years of their term shall be fixed by the Board with the mutual consent of the Auditors.

The Board of Directors is of the opinion that based on the vast experience and expertise of Abhishek Gupta & Associates, the remuneration payable to M/s Abhishek Gupta & Associates

for financial year 2025-26 is justified and is also in line with the industry benchmarks. The fees for any other professional work including certifications will be in addition to the audit fee as mentioned above and will be decided by the management in consultation with the Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 06 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 06 of this Notice.

ITEM NO. 7

The Members of the Company had appointed Dr. Gopalapillai Prasanna Kumar (DIN: 01804161) as an Independent Director of the Company to hold office for a term of 5 consecutive years commencing from January 06, 2023 to January 05, 2028, in accordance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Pursuant to Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint or continue the directorship of a Non-Executive Director who has attained the age of seventy-five (75) years unless a special resolution is passed to that effect and justification is provided in the explanatory statement.

Dr. Gopalapillai Prasanna Kumar will attain the age of 75 years on October 16, 2025. The Nomination and Remuneration Committee and the Board of Directors of the Company, considering his rich experience, professional expertise, and continued valuable guidance to the Company, have recommended the continuation of his directorship as a Non-Executive Independent Director, notwithstanding his age exceeding 75 years, on the existing terms and conditions of his appointment.

Dr. Gopalapillai Prasanna Kumar (DIN: 01804161) is a Non-Executive Independent Director of the Company. He is a retired IAS Officer, who joined the Indian Administrative Services in 1975. Dr. Gopalapillai Prasanna Kumar hold a post graduate degree in Chemistry from Kerala University and Economics from Punjab University, Chandigarh. He also holds a Ph.D. in Economics from Mahatma Gandhi University, Kottayam, Kerala. During his professional career, he served his cadre state of Haryana for a span of more than 38 years making an invaluable contribution in his capacity as a Civil Services Officer. He retired as an Additional Chief Secretary to Government of Haryana in 2010 and subsequently, he worked as Director General, Haryana Institute of Public Administration, Gurugram till 2019. During his tenure in Haryana, he held several key positions with a corporate orientation, including Managing Director of Haryana Dairy Development Cooperative Federation and Haryana Minerals Ltd., Chairman of Haryana

Women Development Corporation and Haryana Roadways Engineering Corporation, as well as Chief Administrator of the Haryana Urban Development Authority. Post-retirement, he also served as a Nominee Director of the Haryana Warehousing Corporation.

Dr. Gopalapillai Prasanna Kumar has also worked as an Executive Director (Vigilance), of Kochi Refineries Ltd., Director General of Anti Adulteration Cell, Ministry of Petroleum & Natural Gas and Joint Secretary in Social Justice & Empowerment Department for the Central Government. He is also an accomplished author and currently serves as the President of Samkalp Vedhik IAS Academy as well as Jan Kalyan Shiksha Samitee, also known as Samkalp IAS.

The Board believes that the continued association with him would be beneficial to the Company, considering his expertise, knowledge, and vast experience in the industry.

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

Accordingly, the Board recommends passing of the Special Resolution as set out in the Item No. 7 of the accompanying notice for the continuation of his directorship as a Non-Executive Independent Director.

ITEM NO. 8

At the 27th Annual General Meeting held on September 15, 2021, the Shareholders of the Company appointed Mr. Suresh Kumar Arora (DIN: 00412523) as Whole-time Director for a term of five years, up to May 31, 2026. Further, at the 30th Annual General Meeting held on September 25, 2024, the Shareholders approved a revision in the remuneration payable to Mr. Suresh Kumar Arora.

Mr. Suresh Kumar Arora has contributed immensely to the growth and profitability of the Company. He has been associated with the Company for the past 6 years and has vast experience of 32 years in Indian and global financial markets. He has extensive knowledge and understanding of stock broking business, and has the expertise and vision to scale up our business. He has led our Company through sustained period of growth by improving our processes and efficiencies. He formulated a future growth strategy, further strengthening our corporate governance standards, internal processes and controls. He also provides guidance and advice to senior management staff regularly.

As a mark of appreciation for his endeavours, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee ('NRC'), at its meeting held on July 30, 2025 and subject to approval of the Members,

approved the revision in remuneration payable to the Mr. Suresh Kumar Arora with effect from April 01, 2025 for the remaining period of his present term of appointment till, i.e. May 31, 2026, as below:

A. Remuneration

1. Salary of ₹ 1,45,00,000/- (₹ One Crore Forty-Five Lakhs) per annum. The salary shall include applicable allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, Bonus and other permissible benefits;
2. Incentives in such amount and proportions and in such manner as the Board based on the recommendation of NRC may approve, as per the limits approved by the Members at the 28th Annual General Meeting of the Company;
3. Stock options as may be approved by the NRC;
4. Company's Contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity Payment and encashment of leave payable to him as per the Company policy shall not be included in the computation of remuneration as aforesaid;
5. The Company to reimburse all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Mr. Suresh Kumar Arora in performance of his duties and responsibilities;
6. Cover of Life Insurance Policy, Mediciam Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and other contribution to insurance as per the rules of the Company.

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

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

In compliance with the provisions of the Companies Act, 2013 and Listing Regulations, the Board is of the view that the revision in remuneration of Mr. Arora is commensurate with his abilities and experience and, accordingly, recommends the Resolution at Item No. 08 of the accompanying Notice for approval by the Members of the Company by way of an Ordinary Resolution.

All other terms and conditions of appointment of Mr. Arora shall remain same as approved by the Members at the 27th & 30th Annual General Meetings of the Company held on September 15, 2021 and September 25, 2024, respectively.

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

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

ITEM NO. 9

The Shareholders of the Company at their 28th Annual General Meeting held on September 22, 2022 had approved the re-appointment of Mr. Sachin Gupta (DIN: 00006070), CEO and Whole-time Director of the Company for a period of five years with effect from July 21, 2022.

Mr. Sachin Gupta has played a pivotal role in driving the Company's growth and enhancing its profitability. With over 22 years of experience in stock broking, financial markets, and business development, he brings deep industry knowledge and strategic foresight. His in-depth understanding of the stock broking business and his visionary leadership have significantly contributed to scaling up the Company's operations. His strong customer-centric approach led to the launch of a retail internet-based trading platform and the development of future-ready technological solutions aimed at transforming the trading experience.

Under his leadership, the Company has witnessed sustained growth through the streamlining of internal processes and enhancement of operational efficiencies. He has also been instrumental in formulating the Company's future growth strategies while strengthening corporate governance standards, internal controls, and organizational processes. In addition, Mr. Gupta continues to provide strategic guidance and mentorship to the senior management team.

As a mark of appreciation for his endeavours, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee ("NRC") of the Company, at its meeting held on May 23, 2025 and subject to approval of the Members, approved the revision in remuneration payable to the Mr. Sachin Gupta with effect from April 01, 2025 for the remaining period of his present term of appointment till, i.e. July 20, 2027, as below:

A. Remuneration

- Salary of ₹ 65,16,000/- (₹ Sixty-Five Lakhs Sixteen Thousand only) per annum and up to a maximum of ₹ 84,00,000/- (₹ Eighty-Four Lakhs only) per annum after annual increments, as may be determined by the Board from time to time, based on the recommendations of the Nomination

and Remuneration Committee ("NRC"), within the specified range. The salary shall include applicable allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, and other permissible benefits;

Mr. Sachin Gupta will be entitled to annual increments, effective from 1st April of each year, which may be decided at the sole discretion of the NRC or the Board, taking into account the performance of Mr. Sachin Gupta and the performance of the Company as well;

- Incentives in such amount and proportions and in such manner as the Board based on the recommendation of NRC may approve, as per the limits approved by the Members at the 28th Annual General Meeting of the Company;
- Company's Contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity Payment, Bonus and encashment of leave payable to him as per the Company policy shall not be included in the computation of remuneration as aforesaid;
- The Company to reimburse all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Mr. Sachin Gupta in performance of his duties and responsibilities;
- Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and other contribution to insurance as per the rules of the Company.

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

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

In compliance with the provisions of the Act and Listing Regulations, the Board is of the view that the revision in remuneration of Mr. Gupta is commensurate with his abilities and experience and, accordingly, recommends the Resolution at Item No. 9 of the accompanying Notice for approval by the Members of the Company by way of an Ordinary Resolution.

All other terms and conditions of appointment of Mr. Gupta shall remain same as approved by the Members at the 28th Annual General Meeting of the Company held on September 22, 2022.

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

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

ITEM NO. 10

The Shareholders of the Company at its 30th Annual General Meeting held on September 25, 2024 had approved the re-appointment of Mr. Kamlesh Vadilal Shah (DIN: 00378362), Managing Director of the Company for a period of five years with effect from January 16, 2025.

Mr. Kamlesh Vadilal Shah, the Managing Director of the Company, is a qualified Chartered Accountant with around 30 years of extensive experience in the financial markets. He possesses deep expertise in legal and regulatory compliance and is professionally adept in all exchange-traded products. He has previously served as the President of the Association of National Exchange Members of India (ANMI) and currently serves as a Member of the Exchange Advisory Committees of both the National Stock Exchange (NSE) and India INX.

Mr. Shah has been instrumental in the development and promotion of strategies-based trading at the Company, leveraging algorithmic platforms powered by artificial intelligence and machine learning. His visionary leadership has significantly contributed to innovation in trading operations and technological advancement.

Throughout his tenure, Mr. Shah has effectively managed key functional areas including business development, compliance, accounting, risk management, and operations, consistently demonstrating his ability to lead with strategic insight and operational excellence.

As a mark of appreciation for his endeavours, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee ('NRC'), at its meeting held on May 23, 2025 and subject to approval of the Members, approved the revision in remuneration payable to Mr. Kamlesh Vadilal Shah with effect from April 01, 2025 for the remaining period of his present term of appointment, i.e. till January 15, 2030, as below:

A. Remuneration

- Salary of ₹ 32,37,600/- (₹ Thirty-Two Lakhs Thirty-Seven Thousand Six Hundred only) per annum and up to a maximum of ₹ 48,00,000/-

(₹ Forty Eights Lakhs only) per annum after annual increments, as may be determined by the Board from time to time, based on the recommendations of the Nomination and Remuneration Committee ("NRC"), within the specified range. The salary shall include applicable allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, and other permissible benefits.

Mr. Kamlesh Vadilal Shah will be entitled to annual increments, effective from 1st April of each year, which may be decided at the sole discretion of the NRC or the Board, taking into account the performance of Mr. Kamlesh Vadilal Shah and the performance of the Company as well;

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

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

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

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

All other terms and conditions of appointment of Mr. Shah shall remain same as approved by the Members at the 30th Annual General Meeting of the Company held on September 25, 2024.

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

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

ITEM NO. 11

The Shareholders of the Company at its 30th Annual General Meeting held on September 25, 2024 had approved the re-appointment of Mr. Vijay Girdharlal Vora (DIN: 00333495), Whole-time Director of the Company for a period of five years with effect from January 16, 2025.

Mr. Vijay Girdharlal Vora, Whole-time Director of the Company, brings over 33 years of experience across various domains, with deep expertise in risk management. He plays a key role in overseeing the Company's risk framework, ensuring effective monitoring of exposures and maintaining adequate margins with various stock exchanges. He also provides strategic support to trading and operational functions, contributing to the overall efficiency and compliance of business processes.

Mr. Vora is known for his result-oriented approach and ability to handle complex challenges with focus and precision. His leadership in identifying and mitigating risks, along with his commitment, passion, and hands-on management style, has significantly strengthened the Company's operational resilience and performance.

As a mark of appreciation for his endeavours, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee ('NRC'), at its meeting held on May 23, 2025 and subject to approval of the Members, approved the revision in remuneration payable to Mr. Vijay Girdharlal Vora with effect from April 01, 2025 for the remaining period of his present term of appointment, i.e. till January 15, 2030, as below:

A. Remuneration

1. Salary of ₹ 30,24,000/- (₹ Thirty Lakhs Twenty-Four Thousand only) per annum and up to a maximum of ₹ 48,00,000/- (₹ Forty-Eight Lakhs only) per annum after annual increments, as may be determined by the Board from time to time, based

on the recommendations of the Nomination and Remuneration Committee (NRC), within the specified range. The salary shall include applicable allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, and other permissible benefits.

Mr. Vijay Girdharlal Vora will be entitled to annual increments, effective from 1st April of each year, which may be decided at the sole discretion of the NRC or the Board, taking into account the performance of Mr. Vijay Girdharlal Vora and the performance of the Company as well;

2. Incentives in such amount and proportions and in such manner as the Board based on the recommendation of NRC may approve, as per the limits approved by the Members at the 28th Annual General Meeting of the Company;
3. Company's Contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity Payment, Bonus and encashment of leave payable to him as per the Company's policy shall not be included in the computation of remuneration as aforesaid;
4. The Company to reimburse all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Mr. Vijay Girdharlal Vora in performance of his duties and responsibilities;
5. Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and other contribution to insurance as per the rules of the Company.

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

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

In compliance with the provisions of the Act and Listing Regulations, the Board is of the view that the revision in remuneration of Mr. Vora is commensurate with his abilities and experience and, accordingly, recommends the Resolution at Item No. 11 of the accompanying Notice for approval by the Members of the Company by way of an Ordinary Resolution.

All other terms and conditions of appointment of Mr. Vora shall remain same as approved by the Members at the 30th Annual General Meeting of the Company held on September 25, 2024.

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

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

ITEM NO. 12

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

The Board of Directors of the Company ("Board"), on the recommendations of the Nomination & Remuneration Committee ("NRC") of the Company, at its meeting held on September 04, 2025, has, subject to the approval of the Members, re-appointed Mr. Suresh Kumar Arora as a Whole-time Director of the Company for a period of 5 (five) consecutive years from the expiry of his present term, i.e., with effect from June 01, 2026, on the terms and conditions as recommended by the NRC of the Company.

Members' approval is sought for the re-appointment of, and remuneration payable to, Mr. Suresh Kumar Arora as a Whole-time Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (the "Act").

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

Broad particulars of the terms and conditions of the re-appointment of, and remuneration payable to, Mr. Suresh Kumar Arora as a Whole-time Director are set out herein below:

A. Period of Appointment

5 (five) consecutive years with effect from June 01, 2026.

B. Remuneration

- i. Salary of ₹ 1,45,00,000/- (₹ One Crore Forty-Five Lakhs only) per annum and upto a maximum of ₹ 2,00,00,000/- (₹ Two Crores Crores only) per annum after annual increments, as may be determined by the Board from time to time, based on the recommendations of the Nomination and Remuneration Committee (NRC), within the specified range. The salary shall include applicable allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, Bonus and other permissible benefits.

Mr. Suresh Kumar Arora will be entitled to annual increments, effective from 1st April of each year, which may be decided at the sole discretion of the NRC or the Board, taking into account the performance of Mr. Suresh Kumar Arora and the performance of the Company as well.

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

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

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

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

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

The Board is of the view that the continued association of Mr. Arora would be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience and, accordingly, recommends the Resolution at Item No. 12 of the accompanying Notice for approval by the Members of the Company to be passed as Ordinary Resolution.

The draft of appointment letter to be executed between the Company and Mr. Arora for his re-appointment as Whole-time Director would be available for inspection by the Members, electronically. Members seeking to inspect the same can send an email to secretarial@shareindia.com.

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

ANNEXURE TO THE NOTICE

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

Name of the Director	Gopalapillai Prasanna Kumar (DIN: 01804161)	Suresh Kumar Arora (DIN: 00412523)	Sachin Gupta (DIN: 00006070)
Date of Birth (Age in years)	October 16, 1950 (74 Years)	January 15, 1967 (58 years)	August 17, 1980 (45 years)
Original date of Appointment	January 06, 2023	March 03, 2021	March 26, 2007
Qualification	Ph.D. and Master's Degree in M.A. & M.Sc.	Bachelor of Commerce	Bachelor of Commerce
Brief Profile, Experience and expertise in specific functional area	<p>Dr. Gopalapillai Prasanna Kumar, Independent Director of the Company, is a retired IAS Officer who joined the Indian Administrative Services in 1975. Mr. Prasanna Kumar hold a post graduate degree in Chemistry from Kerala University and Economics from Panjab University, Chandigarh. He also holds a Ph.D. in Economics from Mahatma Gandhi University, Kottayam, Kerala. During this professional career, he served his cadre state of Haryana for a span of more than 38 years making an invaluable contribution in his capacity as a Civil Services Officer. He retired as an Additional Chief Secretary to Government of Haryana in 2010 and subsequently, he worked as Director General, Haryana Institute of Public Administration, Gurugram till 2019.</p> <p>During his tenure in Haryana, he held several key positions with a corporate orientation, including Managing Director of Haryana Dairy Development Cooperative Federation and Haryana Minerals Ltd., Chairman of Haryana Women Development Corporation and Haryana Roadways Engineering Corporation, as well as Chief Administrator of the Haryana Urban Development Authority. Post-retirement, he also served as a Nominee Director of the Haryana Warehousing Corporation.</p>	<p>Mr. Suresh Kumar Arora, Whole-time Director of the Company, is a graduate from Kurukshetra University with a Bachelor's degree in Commerce.</p>	<p>Mr. Sachin Gupta, a promoter of Share India Securities Limited, serves as a CEO & Whole-time Director of the Company. A graduate of Commerce from the University of Delhi, Mr. Gupta has over 22 years of experience in stock broking, financial markets and business development.</p>

Name of the Director	Gopalapillai Prasanna Kumar (DIN: 01804161)	Suresh Kumar Arora (DIN: 00412523)	Sachin Gupta (DIN: 00006070)
	<p>Mr. Prasanna Kumar has also worked as Executive Director (Vigilance), of Kochi Refineries Ltd., Director General of Anti Adulteration Cell, Ministry of Petroleum & Natural Gas and Joint Secretary in Social Justice & Empowerment Department for the Central Government. He is also an accomplished author and currently serves as the President of Samkalp Vedhik IAS Academy as well as Jan Kalyan Shiksha Samitee, also known as Samkalp</p> <p>Dr. Prasanna Kumar is an integral part of the Board and its various Committees, shaping the Company's strategic direction, governance, and overall management.</p>	<p>Mr. Suresh Kumar Arora's 31-year career in the Indian and global financial markets has been marked by significant contributions to market making, team development, and strategic partnership management within the Share India Group. His diverse experience and leadership skills have played a pivotal role in shaping the direction of the organizations he has worked with, making him a key asset to the Company.</p>	<p>Mr. Gupta is a motivated and energetic young leader whose innovative strategies and ingenious solutions have been instrumental in the tremendous growth of the Company. His customer-first approach has led to the retail internet-based trading platform and subsequent plans to launch cutting edge technologies for trading.</p>
Terms and conditions of Appointment / re-appointment	As stated under the Terms of the appointment of Independent Directors of the Company available on the website of the Company i.e., www.shareindia.com	As mentioned in the Explanatory Statement.	In terms of Section 152(6) of the Companies Act, 2013, Mr. Gupta, who was appointed as a Whole-time Director of the Company, is liable to retire by rotation. The terms and conditions shall be as approved by the Shareholders in the 28 th Annual General Meeting of the Company.
Remuneration last drawn	₹ 9,50,000/- during the financial year 2024-25 towards the sitting fee for attending the meetings of Board of Directors and its Committees	₹ 1,32,00,000/- during the financial year 2024-25.	₹ 47,00,000/- during the financial year 2024-25.
Remuneration sought to be paid	Remuneration may be paid by way of sitting fees and/or by other means, as may be approved by the Board and/or Members, from time to time.	As mentioned in the Explanatory Statement.	As mentioned in the Explanatory Statement
No. of Board Meetings attended during the financial year 2024-25	6	7	5

Name of the Director	Gopalapillai Prasanna Kumar (DIN: 01804161)	Suresh Kumar Arora (DIN: 00412523)	Sachin Gupta (DIN: 00006070)
Relationship with other Directors or KMPs	Dr. Gopalapillai Prasanna Kumar is not related to any Director / Key Managerial Personnel of the Company.	Mr. Suresh Kumar Arora is not related to any Director / Key Managerial Personnel of the Company.	Mr. Sachin Gupta is the Son of Mrs. Saroj Gupta, Non-Executive Non-Independent Director of the Company.
Directorship in other Entities	None	None	1. Share India Securities (IFSC) Private Limited 2. Share India Capital Services Private Limited
Listed entities from which the person has ceased to be Director during the past three years	None	None	None
Membership/ Chairmanship of Committees	- Share India Securities Limited 1. Nomination & Remuneration Committee 2. Corporate Social Responsibility Committee 3. Risk Management Committee	- Share India Securities Limited 1. Stakeholders Relationship Committee 2. Risk Management Committee	- Share India Securities Limited 1. Corporate Social Responsibility Committee 2. Risk Management Committee
Shareholding of Directors as on March 31, 2025 (in percentage)	NIL	0.12%	3.42%
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	Dr. Gopalapillai Prasanna Kumar brings a distinguished background in administrative services, with extensive experience in governance, policy implementation, public administration, and institutional management. His expertise includes strategic planning, regulatory compliance, stakeholder engagement, and organizational development. Dr. Gopalapillai Prasanna Kumar has demonstrated a strong commitment to ethical leadership, transparent decision-making, and effective governance throughout his career. His in-depth understanding of government processes, coupled with his ability to navigate complex regulatory environments, makes him a valuable asset to the Company. His leadership will contribute significantly to enhancing the Company's governance framework and long-term strategic vision as an Independent Director.	Not Applicable	Not Applicable

Name of the Director	Kamlesh Vadilal Shah (DIN: 00378362)	Vijay Girdharlal Vora (DIN: 00333495)
Date of Birth (Age in years)	September 28, 1959 (65 years)	October 02, 1962 (63 years)
Original date of Appointment	January 16, 2020	January 16, 2020
Qualification	Member of the Institute of Chartered Accountants of India	Bachelor of Commerce
Brief Profile, Experience and expertise in specific functional area	Mr. Kamlesh Vadilal Shah is a Chartered Accountant with over 30 years of experience in financial markets & understanding of legal & regulatory compliance and professionally skilled in all exchange-traded products. He has played a significant role in developing and nurturing strategies-based trading using algo platform with the help of artificial intelligence and machine learning for the Company. He has successfully handled critical responsibilities particularly in the areas of business development, compliance, accounting, risk management and operations. He is the past President of Association of National Exchange Members of India (ANMI). He is also member of Exchange Advisory Committee of BSE, NSE, MCX and India INX.	Mr. Vijay Girdharlal Vora is a graduate in Commerce with over 33 years of experience in financial related activities. His result-oriented approach, focus, passion, hard-working and dynamic attitude has enabled him to execute challenging task.
Terms and conditions of Appointment / re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Shah, who was appointed as a Managing Director of the Company, is liable to retire by rotation. The terms and conditions shall be as approved by the Shareholders in the 30 th Annual General Meeting of the Company.	In terms of Section 152(6) of the Companies Act, 2013, Mr. Vora, who was appointed as a Whole-time Director of the Company, is liable to retire by rotation. The terms and conditions shall be as approved by the Shareholders in the 30 th Annual General Meeting of the Company.
Remuneration last drawn	₹ 40,46,900/- during the financial year 2024-25.	₹ 13,87,100/- during the financial year 2024-25.
Remuneration sought to be paid	As mentioned in the Explanatory Statement.	As mentioned in the Explanatory Statement.
No. of Board Meetings attended during the financial year 2024-25	7	6
Relationship with other Directors or KMPs	Mr. Shah is not related to any Director / Key Managerial Personnel of the Company.	Mr. Vora is not related to any Director / Key Managerial Personnel of the Company.
Directorship in other Entities	1. Total Securities (IFSC) Private Limited 2. R.A. MAXX Private Limited 3. Share India Securities (IFSC) Private Limited 4. Share India Global Pte. Limited	1. Skycity Shwetambar Murtipujak Jain Foundation

Name of the Director	Kamlesh Vadilal Shah (DIN: 00378362)	Vijay Girdharlal Vora (DIN: 00333495)
Listed entities from which the person has ceased to be Director during the past three years	None	None
Membership/Chairmanship of committees	- Share India Securities Limited 1. Audit Committee 2. Corporate Social Responsibility Committee 3. Risk Management Committee	None
Shareholding of Directors as on March 31, 2025 (in percentage)	2.21%	1.49%
In the case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable

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

Sd/-

Vikas Aggarwal

Company Secretary & Compliance Officer
Membership No.: FCS 5512

Date: September 04, 2025
Place: Noida