

**November 25, 2025**

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

To,  
**National Stock Exchange of India Limited**  
SYMBOL: SHAREINDIA

**Sub: Notice of 1<sup>st</sup> Extra-Ordinary General Meeting (“EGM”) of the Company for the financial year 2025-26.**

Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith the Notice of the 1<sup>st</sup> Extra-Ordinary General Meeting (“EGM”) of the Company for the financial year 2025-26, scheduled to be held on **Wednesday, December 17, 2025 at 04:30 p.m.** through Video Conference (VC)/Other Audio-Visual Means (OAVM).

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

**Registered Office:** Unit no. 615 and 616, 6<sup>th</sup> Floor, X-Change Plaza, Dalal Street Commercial Co-operative Society Limited, Road 5E, Block 53, Zone 5, Gift City, Gandhi Nagar, Gujarat-382050, India

**Corporate Office:** A-15, Sector-64, Noida, Distt. Gautam Buddha Nagar, Uttar Pradesh-201301

**Tel.:** 0120-4910000, 0120-6910000 **Fax:** 0120-4910030

**E-mail:** secretarial@shareindia.com, **Website:** www.shareindia.com

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**Notice of 1<sup>st</sup> Extra-Ordinary General Meeting of FY 2025-26**

Notice is hereby given that the 1st Extra-Ordinary General Meeting (“EGM”) of the Members of Share India Securities Limited (“the Company”) for financial year 2025-26, will be held on **Wednesday, December 17, 2025 at 04:30 p.m.** through **Video Conferencing (VC)** / **Other Audio-Visual Means (“OAVM”)** to transact the following special business:

**Item No. 1**

**To approve raising of funds by issuance of Foreign Currency Convertible Bonds.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and applicable Rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended and in accordance with the provisions of the Memorandum and Articles of Association of the Company, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the applicable provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (“FDI Policy”) and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (“GOI”), Ministry of Finance (Department of Economic Affairs) (“MoF”), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the BSE Limited and the National Stock Exchange of India Limited (“Stock Exchanges”) where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the “**Appropriate Authorities**”) to the extent applicable and subject to the terms, conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall deemed to include the Finance Committee of the Board and any other Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), approval of the Members be and is hereby accorded to the Board to create, offer, invite for subscription, issue and allot unsecured and/or secured, listed and/or unlisted, Foreign Currency Convertible Bonds denominated in foreign currency(ies) or its equivalent in Indian rupees or any combination thereof (hereinafter referred to as “**FCCBs/Securities**”) through one or more issuances and/or in one or more tranches or otherwise, from time to time, for an aggregate amount of up

to and not exceeding USD 50 Million (US Dollars Fifty Million Only) or its equivalent in Indian rupees or in any other currency(ies) (inclusive of such premium as may be fixed on such securities), through one or more private placement(s) or any other permissible method or in combination thereof as may be permitted under applicable laws through issue of prospectus and/or placement document and/or offering circular and/or other permissible/ requisite offer documents to any eligible investors whether they be holders of the securities or not (collectively referred to as the “Investors”), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors, registered valuers and all such other agencies as may be involved or concerned in the issue and to remunerate and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of the Securities on one or more Stock Exchange(s) as may be required;

**RESOLVED FURTHER THAT** in case of any offering of Securities convertible into equity shares, consent of the shareholders be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such securities referred to above in accordance with the terms of issue/ offering in respect of such securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars;

**RESOLVED FURTHER THAT** pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board decides to open such issue after the date of this resolution or the date on which the holders of such convertible securities become entitled to apply for the underlying equity shares, as maybe decided by the Board;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to offer, issue and allot the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Securities are to be issued, number of Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, conversion ratio, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time;

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges, any approvals that may have been applied for by the Board in relation to the creation, issuance, allotment and listing of the Securities are hereby approved and ratified by the Members.”

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

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

**Date: October 30, 2025**

**Place: Noida**

## NOTES:

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out all material facts and reasons for the aforesaid special business is annexed hereto.
- b) This Notice of the Extra-Ordinary General Meeting (“**the Meeting**”/ “**EGM**”) is being sent 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 **Friday, November 21, 2025**.
- c) In Compliance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 (issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), SEBI circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI circular”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), this Notice is being sent only through electronic mode to all its Members who have registered their email addresses with the Depository Participants as on the Cut-Off date i.e., **Friday, November 21, 2025**.
- d) 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 LODR Regulations, as amended, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the **Central Depository Services (India) Limited (“CDSL”)** for facilitating remote e-voting through electronic means.
- e) Voting Rights of the Members shall be in proportion to their shares in the Paid-up Share Capital of the Company as on **Wednesday, December 10, 2025 i.e., "the Cut-off Date"**. A person, whose name is recorded in the Register of Members or 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 EGM. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
- f) The remote e-voting facility will be disabled by CDSL immediately after 5:00 p.m. IST on **Tuesday, December 16, 2025** and voting will be disallowed thereafter.
- g) The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again at the EGM. Further, once the vote on the Resolutions is cast by the Members, they shall not be allowed to change it subsequently.
- h) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as on the **Cut-off Date, i.e., Wednesday, December 10, 2025** may obtain the login ID and password by sending a request at [secretarial@shareindia.com](mailto:secretarial@shareindia.com).
- i) Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), Companies are allowed to hold EGM through VC/OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/OAVM.
- j) Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the Members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.

- k) Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”).
- l) In accordance with the Secretarial Standard-2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standard 2, effective from April 01, 2024 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
- m) In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, November 21, 2025
- n) Members may note that this EGM Notice will also be available on the website of the Company viz., [www.shareindia.com](http://www.shareindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall also be available on the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- o) 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 Company to reply to their queries promptly.
- p) Mr. Naveen Kumar, Practicing Company Secretary of M/s. N. Kumar & Associates having COP No. 22084, has been appointed as Scrutinizer for scrutinizing the remote e-voting process in accordance with the law in a fair and transparent manner.
- q) The Chairman shall, at the EGM, on the resolution(s) on which voting is to be held, allow voting by use of e-voting for all those Members who are present during the EGM but have not cast their votes by availing the remote e-voting facility.
- r) The Scrutinizer will submit his report to the Chairman or any person duly authorised by him. The Chairman will, or in his absence, any Director/Company Secretary duly authorised by the Chairman, will announce the results of voting on or before **Friday, December 19, 2025**. The last date specified by the Company for remote e-voting, i.e., **Tuesday, December 16, 2025** shall be the date on which the resolution(s) would be deemed to have been passed, if approved by the requisite majority. The Scrutinizer’s decision on the validity of the votes cast through e-voting shall be final. The results along with Scrutinizer’s Report of the e-voting will be displayed on Notice Board(s) of the Company at its Registered Office and Corporate Office, placed on the Website of the Company i.e. [www.shareindia.com](http://www.shareindia.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be intimated to the Stock Exchanges on which the shares of the Company are listed.
- s) In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.
- t) In case the email ID and mobile number of any shareholder(s) is not registered with its Depository Participant (DP), they are requested to get the same updated.

**General instructions for accessing and participating in the EGM through VC/OAVM and voting through remote e-voting:**

1. 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 EGM. 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 EGM will be provided by CDSL. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again at the EGM.

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

<b>Commencement of remote e-voting period</b>	Sunday, December 14, 2025
<b>Conclusion of remote e-voting period</b>	Tuesday, December 16, 2025
<b>Cut-off Date for eligibility to vote</b>	Wednesday, December 10, 2025

3. The remote e-voting facility will be disabled by CDSL immediately after 5:00 p.m. IST on **Tuesday, December 16, 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/0155 dated November 11, 2024** 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:

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as</li></ol>

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting Service Provider name and you will be re-directed to e-voting Service Provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDEAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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 &amp; voting during the meeting.</p>

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

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

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

	<b>For Shareholders other than individual shareholders holding shares in Demat mode:</b>
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department.  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details 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 evoting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 21 099 11.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 48867000 or 022 24997000.

## **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 Forget Password & enter the details as prompted by the system.
- 8) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 9) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting.**

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

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

1. The procedure for attending meeting & e-voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The Members can join the EGM through 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 EGM 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 EGM without restriction on account of first come, first serve basis
3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting, i.e., Wednesday, December 10, 2025**, mentioning their name, demat account number, email id, mobile number at [secretarial@shareindia.com](mailto:secretarial@shareindia.com).

The Shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting, i.e., Wednesday, December 10, 2025**, mentioning their name, demat account number, email id, mobile number at [secretarial@shareindia.com](mailto:secretarial@shareindia.com) These queries will be replied to by the Company suitably by email.

6. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

7. Only those Shareholders, who are present in the EGM 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 EGM.
8. If any votes are cast by the Shareholders through the e-voting available during the EGM 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 update their email id & mobile no. with their respective Depository Participant, in case their particulars are not registered/ modified.
10. The relevant documents, resolutions passed by the Board and its Committees, and other allied documents referred to in the Notice will be available for electronic inspection up to and including the date of the Extra-Ordinary General Meeting (EGM). Members seeking to inspect such documents may send an email to [secretarial@shareindia.com](mailto:secretarial@shareindia.com). The said documents will also be available on the Company's website during the EGM for inspection by the members.
11. Contact details of the persons(s) responsible to address the queries/grievances connected with the voting by electronic means are as under:

<b>Company</b>	<b>Registrar and Share Transfer Agent</b>	<b>Depository</b>
Mr. Vikas Aggarwal, Company Secretary & Compliance Officer Tel:+91-0120-4910000 E-mail: <a href="mailto:secretarial@shareindia.com">secretarial@shareindia.com</a> Corp. Office: A-15, Sector-64, Noida, Distt. Gautam Buddha Nagar, Uttar Pradesh-201301.	Mr. Mukesh Kumar, Bigshare Services Private Limited Tel- 011 2352 2373 E-mail: <a href="mailto:mukesh@bigshareonline.com">mukesh@bigshareonline.com</a> Address: 302, Kushal Bazar 32-33, Nehru Place, New Delhi-110019.	Mr. Rakesh Dalvi, Sr. Manager Central Depository Services (India) Limited. Tel- 1800 21 09911 Email: <a href="mailto:Helpdesk.evoting@cdslindia.com">Helpdesk.evoting@cdslindia.com</a> Address: A Wing, 25th Floor, Marathon Futures, Mafatlal Mill Compunds, N M Joshi Marg, Lower Parel (East), Mumbai-400013.

## **EXPLANATORY STATEMENT**

**(Pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions)**

### **For Item No. 1:**

The Company, in line with its ongoing requirement for funds, to meet its operational and strategic objectives, proposes to issue Foreign Currency Convertible Bonds (“FCCBs”) for an aggregate amount not exceeding USD 50 Million (USDollars Fifty Million Only), through one or more tranches, by way of private placement, and/or any other method as may be permitted under applicable laws and regulations.

The Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include the Finance Committee of the Board, to exercise powers as delegated by the Board), at its meeting held on October 30, 2025, considered and approved, subject to the approval of the shareholders of the Company and receipt of necessary regulatory and statutory consents, the proposal for issuance of FCCBs denominated in foreign currency(ies) or its equivalent in Indian rupees or any combination thereof.

The Board has further delegated its powers to the Finance Committee to take all necessary steps for processing and implementing the said issue within the borrowing limits approved by the shareholders under Section 180(1)(c) of the Companies Act, 2013 (“the Act”) at the Annual General Meeting held on September 30, 2020, and to finalize all terms and conditions relating to the issue, including timing, pricing, conversion terms, and other incidental matters.

### **1. Objects of the Issue:**

The proceeds from the proposed issuance of Foreign Currency Convertible Bonds (“FCCBs”) are intended to be applied towards one or more of the following objects:

- Augmenting and strengthening the long-term financial resources of the Company;
- Enhancing the Company’s market presence, business scale, and operational efficiency;
- Meeting long-term working capital requirements;
- Financing capital expenditure, including investments in technology, infrastructure, and trading systems;
- Repayment, prepayment, or refinancing of existing loans, borrowings, or credit facilities availed by the Company;
- Granting loans or advances to subsidiary, associate, or group entities as may be required;
- Facilitating strategic and portfolio equity investments, including participation in open-market transactions;
- Meeting general corporate purposes in accordance with applicable laws and regulations;
- Any other purpose(s) permissible under applicable law and regulatory framework at the relevant time.

### **2. Pricing:**

The pricing of the FCCBs shall be determined by the Board of the Company based on prevailing market conditions, valuation reports (wherever required) and in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the 1993 FCCB Scheme, and other relevant laws, rules, and regulations as may be applicable at the time of the issue.

Further, approval of the shareholders is also sought to authorize the Board to appoint one or more independent valuers, as and when required, for the purpose of determining the pricing and related matters in connection with the proposed issuance.

### **3. Maximum Amount to be Raised / Number of Securities to be Issued:**

The total amount to be raised by way of issuance of FCCBs and/or other eligible securities, through one or more modes or combinations thereof, shall not exceed USD 50 million (US Dollars Fifty Million only) or its equivalent in Indian Rupees or any other currency(ies), inclusive of any applicable premium.

### **4. Relevant Date:**

For determining the issue price of the convertible securities, the “Relevant Date” shall, in accordance with the SEBI ICDR Regulations, mean:

- The date of the meeting in which the Board decides to open the issue of such convertible securities;

or

- The date on which the holders of such convertible securities become entitled to apply for the underlying equity shares,

as may be determined by the Board.

##### **5. Class of Persons to Whom the Securities Will be Offered:**

The FCCBs will be offered to such investors, whether existing members or not, as maybe decided by the Board, including Qualified Institutional Buyers (QIBs), who are eligible to invest in such securities in accordance with applicable laws, rules, regulations, and guidelines. The proposed allottees may be non-resident investors, including institutional investors, qualified institutional buyers, foreign investors, or any other eligible class of persons.

##### **6. Change in Control:**

The proposed issuance of FCCBs will not result in any change in the management or control of the Company.

The proposed issue shall be subject to compliance with all applicable laws, rules, regulations, notifications, and guidelines, including those issued by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), the Ministry of Finance, and other relevant regulatory authorities, each as amended from time to time.

In terms of Section 62(1)(c) of the Companies Act, 2013 (“the Act”), further securities of a company may be offered to any persons, whether or not such persons are existing holders of equity shares, by way of a Special Resolution passed by the shareholders in a general meeting or through postal ballot. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) also provide that a Company shall, in the first instance, offer all securities for subscription to shareholders on a pro-rata basis unless the shareholders decide otherwise through a special resolution.

Further, in accordance with the provisions of Sections 42 and 71 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a company may issue its securities, including debentures, on a private placement basis after obtaining the prior approval of the shareholders by way of a special resolution.

Accordingly, approval of the Members is being sought through the Special Resolution set out in Item No. 1 of the accompanying Notice to authorize and empower the Board to create, offer, invite subscriptions for, issue, and allot, from time to time, unsecured and/or secured, listed and/or unlisted Foreign Currency Convertible Bonds (FCCBs), in one or more tranches, for an aggregate amount not exceeding USD 50 Million (US Dollars Fifty Million Only) or its equivalent in Indian Rupees or other currency(ies), inclusive of any applicable premium.

As the pricing of the offer cannot be determined at this stage, it will be decided at a later time in accordance with applicable regulations, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the LODR Regulations, the Foreign Exchange Management Act, 1999, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, the Framework for Issue of Depository Receipts dated October 10, 2019 issued by SEBI, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended or replaced from time to time.

At present, the Company has not identified the investor(s) or finalized the number or quantum of securities to be issued. Consequently, details such as the proposed allottees, percentage of post-issue shareholding, and post-issue capital structure are not available at this stage and will be disclosed by the Company in due course, in accordance with the applicable regulations.

The resolution is enabling in nature, granting the Board the necessary authority and flexibility to determine the structure, timing, pricing, conversion ratio, and other terms and conditions of the issue; identify investor(s), negotiate and finalize documentation and take all such acts, deeds, and steps as may be required in connection with the proposed issuance, in consultation with lead managers, advisors, and other relevant agencies, and in compliance with all applicable laws and regulations. The equity shares, if any, allotted upon conversion of such securities shall rank pari passu in all respects with the existing equity shares of the Company.

None of the Directors, Key Managerial Personnel (KMPs), or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 1 of the Notice, as it is considered to be in the best interests of the Company and its shareholders.

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

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

**Date: October 30, 2025**

**Place: Noida**