

NOTICE

NOTICE is hereby given that the **TWENTY SECOND ANNUAL GENERAL MEETING** of the members of **SHAREKHAN.COM INDIA PRIVATE LIMITED** will be held on **WEDNESDAY, SEPTEMBER 28, 2022, 1:10 P.M.** through video conferencing (VC) or other audio - visual means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of Accounts for the year ended 31st March 2022 and the Balance Sheet as on that date along with the Reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Rajesh Vora (DIN: 07030197), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No. 104607W/W100166) as Statutory Auditors of the Company for the 2nd term of 5 years i.e. to hold office from the conclusion of this meeting until the conclusion of 27th Annual General Meeting and to authorize the Board to fix their remuneration:

“RESOLVED THAT based on the recommendation of the Board of Directors and pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (*including any statutory modification(s) or re-enactment thereof for the time being in force*), the consent of members of the company be and is hereby accorded for re-appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No. 104607W/W100166) for the 2nd term of 5 years as Statutory Auditors to hold office from the conclusion of this 22nd Annual General Meeting till the conclusion of 27th Annual General Meeting of the Company and at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

“RESOLVED FURTHER THAT a copy of the above resolution duly certified as true by any one Director/ Company Secretary of the Company, be furnished to such parties as may be required from time to time to give effect to the above resolution.”

**By Order of the Board of Directors
Sharekhan.Com India Private Limited**

Sd/-
Amit Arora
Director

DIN – 02768425

Add:- 908, Wing E, Oberoi Splendor,
J V Link Road, Opp Majas Depot,
Andheri (E), Mumbai – 400 060

Date: May 23, 2022

Place: Mumbai

Registered Office:

The Ruby, 18th Floor, 29,
Senapati Bapat Marg, Dadar (West),
Mumbai – 400 028.

CIN: U80904MH2000PTC126954

Tel No: - 022 – 6750 2000 **Fax No:** - 022 – 2432 7343

Email Id: - companysecretarial@sharekhan.com

NOTES:

1. In view of the ongoing COVID-19 pandemic and social distancing norms to be followed and its continuing catastrophe, the Government of India, Ministry of Corporate Affairs ('MCA') permitted conducting Annual General Meeting ("AGM") through VC/OAVM and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the MCA vide its General Circular Nos. 20/2020, dated 05.05.2020, General Circular No. 02/2021, dated 13.01.2021, General Circular No. 19/2021, dated 08.12.2021 and General Circular No. 21/2021 dated 14.12.2021 read with General Circular No. 2/2022 dated 05.05.2022 (including any statutory modification(s) or re-enactment or any amendments thereof, for the time being in force) (*collectively referred to as 'MCA Circulars'*) has prescribed the procedures and manner of conducting the AGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") (*facility without the physical presence of the Shareholders at a common venue*). In compliance with the provisions of the Companies Act, 2013 read with MCA Circulars, the AGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the AGM through VC/OAVM only.
2. Pursuant to the Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this AGM being held through VC / OAVM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
4. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Members attending the Annual General Meeting (AGM) of the Company are requested to confirm their attendance along with the location during the meeting through video conferencing.
6. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the special business in the Notice of this Extra-Ordinary General Meeting is annexed hereto and forms part of this report.
7. Statement giving details of the Directors seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Secretarial Standards on General Meeting ("SS-2").
8. The notice of AGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
9. Queries proposed to be raised at the Annual General Meeting may be sent to the Company on the Company e-mail address: companysecretarial@sharekhan.com at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
10. Brief profile of Director(s) proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se, etc. as stipulated under Secretarial Standards, is annexed to the Explanatory Statement.
11. Pursuant to General Circular No. 20/2020 dated May 5, 2020, the members can attend the meeting through video conferencing and the link for video conferencing of the said meeting will be circulated to the members separately.

Instructions for members for attending the AGM through VC/OAVM are as under:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through personal system. Members may access the same at Webex portal. The link for VC/OAVM will be shared by the company via email.
- b. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- c. 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.
- d. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretarial@sharekhan.com. The same will be replied by the Company suitably.