



SHARE INDIA SECURITIES LIMITED

CIN: L67120GJ1994PLC115132

Reg. office: Unit No 604A-B 605A-B, 6th Floor, Tower A, World Trade Centre,
Gift City, Block-51 Zone-5, Road 5E Gift City, Gandhinagar Gujarat-382355
Tel: +91-11-43011000; Website: www.shareindia.com; Email: vikas_cs@shareindia.com

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Share India Securities Limited will be held on Wednesday, 30th September, 2020 at 05:00 pm through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend of Rupee 0.50 (Fifty Paise Only) per equity share of face value of ₹ 10/- (Rupees Ten Only) each for the financial year 2019-2020.
3. To appoint a Director in place of Mr. Parveen Gupta (DIN: 00013926) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Mr. Monil Ashok Gangar as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Monil Ashok Gangar (DIN: 08660112), who was appointed by the Board of Directors as an Additional Independent Director with effect from 16th January, 2020 and whose term of office expires at this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and who has submitted a notice proposing his candidature for the office of a Director, under Section 160 of the Companies Act, 2013

and a declaration of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the company to hold office for a term of 5 (Five) consecutive years with effect from conclusion of this Annual General Meeting and whose office shall not be liable to retire by rotation."

FURTHER RESOLVED THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing Director and Mr. Rajesh Gupta, Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

5. Appointment of Mr. Lavesh Shyam Goyal as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Lavesh Shyam Goyal (DIN: 08660110), who was appointed by the Board of Directors as an Additional Independent Director with effect from 16th January, 2020 and whose term of office expires at this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and who has submitted a notice proposing his candidature for the office of a Director, under Section 160 of the Companies Act, 2013 and declaration of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the company to hold office for a term of 5 (Five) consecutive years with effect from conclusion of this Annual General Meeting and whose office shall not be liable to retire by rotation."

FURTHER RESOLVED THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing Director and Mr. Rajesh Gupta, Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

6. Appointment of Mr. Nilesh Mahendra Shah as a Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Nilesh Mahendra Shah(DIN: 08660145), who was appointed by the Board of Directors as an Additional Independent Director with effect from 16th January, 2020 and whose term of office expires at this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and who has a notice proposing his candidature for the office of a Director, under Section 160 of the Companies Act, 2013 and declaration of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the company to hold office for a term of 5 (Five) consecutive years with effect from conclusion of this Annual General Meeting and whose office shall not be liable to retire by rotation.”

FURTHER RESOLVED THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing Director and Mr. Rajesh Gupta, Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

7. Appointment of Mr. Vijay Girdharlal Vora as a Whole-time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 152 and 203 read with Schedule V and the Companies (Appointment and Qualifications of Directors)

Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) 2015, consent of the members be and is hereby accorded to appoint Mr. Vijay Girdharlal Vora (DIN: 00333495) as Whole Time Director for the period of 5(Five) years commencing from 16th January, 2020, who was appointed as Additional Director and then designated as Whole Time Director in the Board Meeting dated 16th January, 2020, at a remuneration of ₹ 11,04,825 per annum with such increments as the Board may decide from time to time.

FURTHER RESOLVED THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing Director and Mr. Rajesh Gupta, Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

8. Appointment of Mr. Kamlesh Vadilal Shah as a Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 152 and 203 read with Schedule V and Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) 2015, consent of the members be and is hereby accorded to appoint Mr. Kamlesh Vadilal Shah (DIN: 00378362) as Managing Director for the period of 5(Five) years commencing from 16th January, 2020, who was appointed as Additional Director and then designated as Managing Director in the Board Meeting dated 16th January, 2020, at a remuneration of ₹ 26,25,000 per annum with such increments as the Board may decide from time to time.

FURTHER RESOLVED THAT Mr. Sachin Gupta, CEO & Whole-Time Director, Mr. Parveen Gupta, Chairman & Managing Director and Mr. Rajesh Gupta, Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

9. To increase borrowing powers of the board under Section 180(1)(c) of the Companies Act, 2013

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

“RESOLVED THAT in supersession of the earlier resolution passed at the Extra-Ordinary General Meeting of the Company held on 8th August, 2016 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding **₹ 1000 Crores (Rupees One Thousand Crore Only)** [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company, free reserves and securities premium.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

10. Creation of security on the properties of the Company, both present and future, in favour of lenders:

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to the

provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company from time to time, up to an amount not exceeding **₹ 1000 Crores (Rupees One Thousand Crore Only)** together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest there on and all other moneys payable by the Company to the Lending Agencies under their respective Agreements entered/ to be entered in to by the Company in respect of aforementioned loans, borrowings and/ or credit facilities.

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

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

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

“RESOLVED THAT in supersession of the earlier resolution passed at the Extra-Ordinary General Meeting of the Company held on 8th August, 2016 and pursuant

to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and subject to Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to: (a) give loans from time to time on such terms and conditions as may be deemed expedient to any person or other bodies corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) to acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under section 186 of the act up to an aggregate sum of **₹ 1000 Crores (Rupees One Thousand Crore Only)**, notwithstanding that the aggregate of loans and investments so far provided to, along with the investments, loans, guarantees or security proposed to be made or given by the Board may exceed sixty percent of its paid up share capital, free reserves and securities premium

account or one hundred percent of its free reserves and securities premium account, whichever is more.

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

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

VikasAggarwal
Company Secretary &
Compliance Officer
Membership No.: FCS 5512
Address: 1/10101, Gali No. 3K, West
Gorakh Park, Shahdara, Delhi-110032

Date: 28.08.2020
Place: Delhi

NOTES:

- a) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 11 of the accompanying Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4), 17(11) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
- b) The Board of Directors of the Company at their meeting held on 28th August, 2020 considered that the special business under Item Nos. 4 to 11, being considered unavoidable, be transacted at the 26th AGM of the Company.
- c) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- d) Electronic copy of all the documents referred to in the accompanying Notice of the 26th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.shareindia.com.
- e) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, Register of contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and documents referred to in the notice will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com.
- f) Members are requested to update ECS mandates through their respective Depository Participants to receive dividend directly in their bank accounts through Electronic Clearing Service (ECS) as dividend is being paid only through electronic mode to the shareholders who have updated their bank account details until normalisation of postal services.
- g) convening the AGM through video conferencing (VC) or other audio visual means (OAVM).
- b) In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
- c) In line with the MCA Circulars, the notice of the 26th AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the website of the Company and Stock Exchange at www.shareindia.com, and at www.bseindia.com respectively, and on the website of CDSL at <https://www.evotingindia.com/>.
- d) Members who have not registered they are requested to register the same through their respective Depositories.
- e) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- f) The Remote e-voting shall commence on Saturday, 26th September 2020 at 9.00 A.M. (IST) and ends on Tuesday 29th September 2020 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares as on the cut-off date i.e. Thursday, 24th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The e-voting particulars are as follows:

General instructions for accessing and participating in the 26th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

- a) In view of continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (hereinafter referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter referred to as "SEBI Circulars") permitted

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User ID	Password
200905017		

- g) The Remote e-voting shall not be allowed beyond the said date and time.
- h) A person whose name appears in the Register of Members / Beneficial Owners as on the cut -off date of Thursday, 24th September, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
- i) The Board of Directors has appointed Mr. Ravi Shankar a Practicing Company Secretary of M/s Ravi Shankar & Associates (COP No. 18568), email id contact@csravi.in to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- j) The members are requested to carefully read the instructions for e-voting before casting their vote.
- k) Any person, who acquires Shares of the Company and become Member of the Company after dispatch of the Notice and holding Shares as on the cut-off date may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- l) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- m) The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- n) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED AND SIGNED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is

proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

However, Pursuant to MCA Circulars the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e- voting or for participation and voting in the meeting held through VC/OAVM.

- o) In case of joint holders attending the AGM, only such joint holder whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote
- p) The Notice calling the AGM and the Annual Report for the Financial year 2019-20 shall be available on the website of the Company at www.shareindia.com and on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.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.
- q) Declaration of Result of e-voting:
 - (i) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date.
 - (ii) The Scrutinizer shall immediately after the conclusion of e-voting, unblock the votes cast through remote e-voting and make not later than two working days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who should countersign the same.
 - (iii) The Scrutinizer's decision on the validity of the vote shall be final and binding.
 - (iv) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
 - (v) The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.shareindia.com) and on the website of CDSL within 2 (two) days of declaration of Result and communicated to the Stock Exchanges where the Company shares are listed.

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) 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,
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 as mentioned in instruction (v).

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

- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- Provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.
- The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

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

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available 24 hours before the AGM in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (vikas_cs@shareindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at vikas_cs@shareindia.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. 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 facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xvii) Note for Non – Individual Shareholders and Custodians

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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 at the email address viz; vikas_cs@shareindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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

VikasAggarwal
Company Secretary &
Compliance Officer
Membership No.: FCS 5512

Date: 28.08.2020
Place: Delhi

Address: 1/10101, Gali No. 3K, West
Gorakh Park, Shahdara, Delhi-110032

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

ITEM NO. 4

Mr. Monil Ashok Gangar (DIN: 08660112) was appointed as an Additional Non- Executive Independent Director w.e.f. 16.01.2020 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. In this regard the Company has received request in writing from Mr. Monil Ashok Gangar proposing his candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

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

A brief profile of Mr. Monil Ashok Gangar is set out in the section Annexure to the Notice.

A copy of the draft letter of appointment which will be issued to Mr. Monil Ashok Gangar setting out the terms and conditions of his appointment as Independent Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com. Terms and Conditions for appointment of Independent Director is also available on the Company's website www.shareindia.com.

The Board feels that presence of Mr. Monil Ashok Gangar on the Board is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at item no. 04 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

Except Mr. Monil Ashok Gangar, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no. 04 of the Notice.

ITEM NO. 5

Mr. Lavesh Shyam Goyal (DIN: 08660110) was appointed as an Additional Non-Executive Independent Director w.e.f. 16.01.2020 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. In this regard the Company has received request in writing from Mr. Lavesh Shyam Goyal proposing his candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

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

A brief profile of Mr. Lavesh Shyam Goyal is set out in the section Annexure to the Notice.

A copy of the draft letter of appointment which will be issued to Mr. Lavesh Shyam Goyal setting out the terms and conditions of his appointment as Independent Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com. Terms and Conditions for appointment of Independent Director is also available on the Company's website www.shareindia.com.

The Board feels that presence of Mr. Lavesh Shyam Goyal on the Board is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at item no. 05 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

Except Mr. Lavesh Shyam Goyal, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no. 05 of the Notice.

ITEM NO. 6

Mr. Nilesh Mahendra Shah (DIN: 08660145) was appointed as an Additional Non-Executive Independent Director w.e.f. 16.01.2020 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. In this regard the Company has received request in writing from Mr. Nilesh Mahendra Shah proposing his candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

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

A brief profile of Mr. Nilesh Mahendra Shah is set out in the section Annexure to the Notice.

A copy of the draft letter of appointment which will be issued to Mr. Nilesh Mahendra Shah setting out the terms and conditions of his appointment as Independent Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com. Terms and Conditions for appointment of Independent Director is also available on the Company's website www.shareindia.com.

The Board feels that presence of Mr. Nilesh Mahendra Shah on the Board is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at item no. 06 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

Except Mr. Nilesh Mahendra Shah, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no. 06 of the Notice.

ITEM NO. 7

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, on 16th January 2020, and pursuant to the provisions of Section 161 and 203 of the Companies Act, 2013 appointed Mr. Vijay Girdharlal Vora (DIN: 00333495) as an Additional Director and then designated him as Whole-time Director of the Company. As per Companies Act, 2013, his appointment is subject to the approval of the Members by way of Ordinary Resolution

A brief profile of Mr. Vijay Girdharlal Vora is set out in the section Annexure to the Notice.

The Company has received the consent of Mr. Vijay Girdharlal Vora to act as a Whole-time Director of the Company. The remuneration and other terms and conditions of Mr. Vijay Girdharlal Vora appointment as Whole-time Director are set out herein below are subject to your approval:

Terms & Conditions of Appointment:

A. Period of Appointment

5 years w.e.f. 16th January 2020 with the liberty to either party to terminate the appointment on one months' notice in writing to the other or eligible for re-appointment.

B. Remuneration

₹ 11,04,825 per annum with such increments as the Board and Nomination & Remuneration Committee may decide from time to time.

C. Other terms & Conditions

- i. Annual remuneration review is effective 1st April each year, as per the Nomination & Remuneration policy of the Company.
- ii. Subject as aforesaid, the Whole-time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- iii. The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the

limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

- iv. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Vijay Girdharlal Vora in accordance with the applicable provisions of Schedule V of the Act.
- v. The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Whole-time Director during the tenure of his appointment.
- vi. Mr. Vijay Girdharlal Vora shall be liable to retirement by rotation during his tenure as the Whole-time Director of the Company. So long as Mr. Vijay Girdharlal Vora functions as the Whole-time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

D. Maintenance of secrecy about Company's Business Information

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

E. General

You shall be subject to the various rules, regulations, administrative policies and other policies of the Company as may be in force from time to time. The Management has absolute power and right to cease or to modify/review the rules, regulations and the said policies from time to time with or without any intimation to you.

A copy of the draft letter of appointment which will be issued to Mr. Vijay Girdharlal Vora setting out the terms and conditions of his appointment as whole-time Director will be available for inspection by the members seeking to inspect such documents by sending an email to vikas_cs@shareindia.com.

The Board feels that presence of Mr. Vijay Girdharlal Vora on the Board as Whole Time Director is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at item no. 07 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.