



SHARE INDIA SECURITIES LIMITED

CIN: L67120GJ1994PLC115132

Reg. office: Unit No 604A-B 605A-B, 6th Floor, Tower A, World Trade Centre, Gift City, Block-51 Zone-5,
Road 5E Gift City, Gandhinagar Gujarat-382355

Tel: +91-0120-4910000; Website: www.shareindia.com; Email: vikas_cs@shareindia.com

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of Share India Securities Limited will be held on Wednesday, 15th September, 2021 at 04:30 P.M 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, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 1.50/- (One Rupee and Fifty Paise Only) per equity share of face value of ₹ 10/- (Rupees Ten Only) each for the financial year 2020-2021.
3. To declare Final dividend of Rupee 0.50 (Fifty Paise Only) per equity share of face value of ₹ 10/- (Rupees Ten Only) each for the financial year 2020-2021.
4. To appoint a Director in place of Mr. Rajesh Gupta (DIN: 00006056) who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mrs. Saroj Gupta (DIN: 00013839) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

6. Appointment of Mr. Ankit Taak (DIN: 08748886) 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. Ankit Taak (DIN: 08748886), who was appointed by the Board of Directors as an Additional Independent Director with effect from 03rd March, 2021

and whose term of office expires at this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and who has submitted a notice proposing his candidature for the office of a Director, under Section 160 of the Companies Act, 2013 and a declaration of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the company to hold office for 5 (Five) consecutive years with effect from conclusion of this Annual General Meeting and whose office shall not be liable to retire by rotation."

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. Piyush Mahesh Khandelwal (DIN:06951293) 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. Piyush Mahesh Khandelwal (DIN:06951293), who was appointed by the Board of Directors as an Additional Independent Director with effect from 03rd March, 2021 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 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.”

8. Appointment of Ms. Sonal Sood (DIN: 06812288) 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) Ms. Sonal Sood (DIN: 06812288), who was appointed by the Board of Directors as an Additional Independent Director with effect from 09th April, 2021 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 her 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 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.”

9. Appointment of Mr. Jatin Bansal (DIN: 02879444) 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 a **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. Jatin Bansal (DIN:02879444), who was appointed by the Board of Directors as an Additional Independent Director with effect from 21st August, 2021 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 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.”

10. Approval for the Appointment of Mr. Suresh Arora (DIN: 00412523) 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 152, 160, 196, 197 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, Mr. Suresh Kumar Arora (DIN:00412523) who was appointed as Additional Non- Executive Director and then designated as Whole Time Director in the Board Meeting dated 25th May, 2021 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, be and is hereby appointed as a Whole Time Director of the company for a period of 5 (Five) consecutive years commencing from 01st June, 2021, subject that his term shall be liable to be determined by his liability to retire by rotation, at a remuneration of ₹ 1,20,00,000/- per annum with such increments as the Board may decide from time to time.

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

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.”

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

Vikas Aggarwal

Company Secretary & Compliance Officer
Membership No.: FCS 5512

Date: 21.08.2021 Address: 1/10101, Gali No. 3K,
Place: Noida West Gorakh Park, Shahdara, Delhi-110032

NOTES:

- a) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 6 to 10 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 21st August, 2021 considered that the special business under Item Nos. 6 to 10, being considered unavoidable, be transacted at the 27th 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 27th 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) Members may note that the Board, at its meeting held on 25th May, 2021, has recommended a final dividend of ₹ 0.50 per share. The record date for the purpose of final dividend for fiscal 2021 is August 09, 2021. The final dividend, once approved by the members in the ensuing AGM, will be paid on or before October 14, 2021 electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) to receive dividend directly into their bank account on the payout date.

General instructions for accessing and participating in the 27th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide 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. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars 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/EGM. 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 EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.shareindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination,

it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING AND E-VOTING DURING AGM/EGM AND JOININGMEETING THROUGH VC/OAVMARE AS UNDER:

- (i) The voting period begins on September 12, 2021 at 09:00 A.M and ends on September 14, 2021 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. September 09, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdEASDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

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

For Shareholders holding shares in Demat Form other than individual 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 sent by Company/RTA or contact Company/RTA.
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Dividend Details OR Birth (DOB)	Bank Date of Birth (DOB)	Enter the Dividend Bank Details (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
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- 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).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (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) Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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; info@shareindia.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for Remote e-voting.
2. 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 Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Vikas Aggarwal

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

Date: 21.08.2021
Place: Noida

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

ITEM NO. 6

Mr. Ankit Taak (DIN:08748886) was appointed as an Additional Non- Executive Independent Director w.e.f. 03.03.2021 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. Ankit Taak 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. Ankit Taak, The Board of directors of your company opine that Mr. Ankit Taak fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Mr. Ankit Taak is set out in the section Annexure to the Notice.

A copy of the draft letter of appointment which will be issued to Mr. Ankit Taak 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. Ankit Taakon 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. Ankit Taak, 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

Mr. Piyush Mahesh Khandelwal (DIN: 06951293) was appointed as an Additional Non-Executive Independent Director w.e.f. 03.03.2021 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. Piyush Mahesh Khandelwal 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. Piyush Mahesh Khandelwal, The Board of directors of your company opines that Mr. Piyush Mahesh Khandelwal the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Mr. Piyush Mahesh Khandelwal set out in the section Annexure to the Notice.

A copy of the draft letter of appointment which will be issued to Mr. Piyush Mahesh Khandelwal 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. Piyush Mahesh Khandelwal the Board 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.

Except Mr. Piyush Mahesh Khandelwal, 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. 07 of the Notice.

ITEM NO. 8

Ms. Sonal Sood (DIN: 06812288) was appointed as an Additional Non-Executive Independent Director w.e.f. 09.04.2021 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 Ms. Sonal Sood 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 she 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 Ms. Sonal Sood, The Board of directors of your company opines that Ms. Sonal Sood fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Ms. Sonal Soodis set out in the section Annexure to the Notice.

A copy of the draft letter of appointment which will be issued to Ms. Sonal Sood setting out the terms and conditions of her 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 Ms. Sonal Soodon the Board is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at item no. 08 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

Except Ms. Sonal Sood, 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. 08 of the Notice.

ITEM NO. 9

Mr. Jatin Bansal (DIN: 06812288) was appointed as an Additional Non-Executive Independent Director w.e.f. 21.08.2021 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. Jatin Bansal 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. Jatin Bansal, The Board of directors of your company opines that Mr. Jatin Bansal fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

A brief profile of Mr. Jatin Bansalis set out in the section Annexure to the Notice.

A copy of the draft letter of appointment which will be issued to Mr. Jatin Bansal 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. Jatin Bansalon the Board is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at item no. 09 of the accompanying Notice, for the approval of the Members of the Company by way of Special Resolution.

Except Mr. Jatin Bansal, 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. 09 of the Notice.

ITEM NO. 10

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, on 03rd March, 2021, and pursuant to the provisions of Section 161 and 203 of the Companies Act, 2013 appointed Mr. Suresh Arora (DIN: 00412523) as an Additional Non-Executive 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. Suresh Arora is set out in the section Annexure to the Notice.

The Company has received the consent of Mr. Suresh Arora to act as a Whole-time Director of the Company. The remuneration and other terms and conditions of Mr. Suresh Arora 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. 01st June, 2021 with the liberty to either party to terminate the appointment on one months' notice in writing to the other and eligible for re-appointment.

B. Remuneration

₹ 1,20,00,000/- per annum with such increments as the Board and Nomination & Remuneration Committee may decide from time to time.

C. Other terms & Conditions

- i. Annual remuneration review is effective 1st April each year, 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. Suresh Arorain 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. Suresh Arora shall be liable to retirement by rotation during his tenure as the Whole-time Director of the Company. So long as Mr. Suresh Arora 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. Suresh Arora 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. Suresh Arora on the Board as Whole Time Director is desirable and would be beneficial to the company and hence your Directors recommend the Resolution at item no. 10 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

Mr. Suresh Arora is interested in this resolution and his relatives are deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company and they will not participate in the discussion or cast vote in the proposed resolution.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the resolution set out at item no. 10 of the Notice.

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

Vikas Aggarwal

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

Date: 21.08.2021
Place: Noida

Annexure to the Notice

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

Name of the Director	Rajesh Gupta	Sonal Suraj Prakash Sood	Ankit Taak	Piyush Mahesh Khandelwal	Saroj Gupta	Suresh Kumar Arora	Jatin Bansal
Director Identification Number (DIN)	00006056	06812288	08748886	06951293	00013839	00412523	02879444
Father's / Husband's Name	Mr. Gopal Dass Gupta	Mr. Suraj Prakash Sood	Mr. Kailash Taak	Mr. Mahesh Kumar Shyam Sunder Khandelwal	Mr. Yashpal Gupta	Mr. Jagdish Raj	Mr. Prahlad Tolaram Bansal
Date of Birth (Age in years)	07/11/1963 (57 Years)	03/11/1986 (34 Years)	19/09/1993 (27 Years)	01/12/1986 (34 Years)	26/10/1956 (64 Years)	15/01/1967 (54 Years)	24.06.1986 (35 Years)
Original date of appointment	01/03/2008	09/04/21	03/03/2021	03/03/21	01/03/2008	03/03/21	21.08.2021
Qualifications	Graduated (B.com)	Chartered Accountant & Company Secretary	Graduated (B.A.)	Chartered Accountant, M.com and cleared CFA-Level 2 (USA)	Graduated (B.A.)	Graduated (B.com)	Chartered Accountant, Company Secretary M.COM & Graduated (B.COM)
Experience and expertise in specific functional area	More than 23 years of experience in the fields of commercial financing and stock market operations.	more than 12 years of experience in field of Statutory Compliances, RBI Audit, financial Services Audit etc.	More than 4 years of experience in different fields including Sales Management, Revenue generation activities etc.	More than 10years of experience in different fields including Project Financing, treasury Management, Audit & taxation, Accounts and MIS, Finance etc.	More than 12 years of experience in the field of Stock Market Operations.	29 Years in Indian and Global financial Markets, decisive leader, track record of Increasing trading volumes, Trading & Arbitrage, etc..	More than 12 years of experience in field of Audit & taxation, Accounts and Finance etc.
Terms and conditions of Appointment/ re- appointment and Remuneration	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy
Remuneration last drawn	None	None	None	None	21,60,000	None	None
No. of Board meetings attended during the year	16	None	01	None	17	None	None
Relationship with other Directors or KMPs	Yes, Brother of Mr. Parveen Gupta	None	None	None	Yes, Mother of Mr. Sachin Gupta	None	None
Directorship in other Entities	N.R. Merchants Private Limited Total Securities (IFSC) Private Limited Share India Fincap Private Limited Share India Securities (IFSC) Private Limited Ever Style Services Private Limited Share India Commodity Brokers Private Limited Anmol Financial Services Limited	Fast Point Creative LLP Share India Fincap Private Limited	None	Share India Fincap Private Limited	None	None	None

Name of the Director	Rajesh Gupta	Sonal Suraj Prakash Sood	Ankit Taak	Piyush Mahesh Khandelwal	Saroj Gupta	Suresh Kumar Arora	Jatin Bansal
Directorship in other listed Entities	Akashdeep Metal Industries Limited	None	None	None	None	None	None
Membership/ Chairmanship of committees in public limited companies in India	Chairman of Shareholders Relationship Committee - Share India Securities Limited Member of Nomination and Remuneration Committee - Share India Securities Limited Member of Audit Committee – Akashdeep Metal Industries Limited Member of Nomination and Remuneration Committee – Akashdeep Metal Industries Limited Member of Stakeholders Relationship Committee – Akashdeep Metal Industries Limited	None	Member of Audit Committee – Share India Securities Limited Member of Risk Management Committee – Share India Securities Limited None	None	None	None	None
Shareholding of Directors (in percentage)	6.02%	None	None	None	5.53%	0.01%	None