



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

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 108 & 110 of the Companies Act, 2013, read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), ,General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") (including any statutory modification, amendment or re-enactment thereof for the time being in force), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder and pursuant to the other applicable laws and regulations, that the resolutions appended herewith are proposed to be passed by the Members of the Company by means of postal ballot only by voting through electronic means (remote e-voting).

In view of the current extraordinary circumstances due to COVID-19 pandemic and in compliance with the aforementioned MCA/SEBI Circulars, the Postal Ballot Notice is being sent only through electronic mode to all its Members who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the Members will only take place through the e-Voting system not later than 5:00 p.m. IST on Thursday, February 24, 2022 failing which it will be strictly considered that no reply has been received from the member.

The Board of Directors of the Company has appointed Mr. Ravi Shankar, Practicing Company Secretary of M/s Ravi Shankar & Associates, having COP No. 18568, as the Scrutinizer for conducting the postal ballot process (through e-voting) in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or any person duly authorised by him. The results of E- voting shall be declared within two working days from the conclusion of e-voting process and will be displayed along with the Scrutinizer's Report at the Registered Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website: <https://www.shareindia.com> and on the website of CDSL: www.evotingindia.com.

SPECIAL BUSINESS

ITEM NO.1

To approve the Share India Employee Stock Option Scheme and grant of Employee Stock Options to the Eligible Employees of the Company under the Scheme

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021(the “SEBI Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the circulars/guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which shall be designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI Regulations to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Share India Employees Stock Option Scheme 2022 (“Share India ESOS 2022”/ “ESOS 2022”) and to authorize the Board to create, offer, grant and issue from time to time, in one or more tranches, not exceeding 6,00,000 (Six lakhs) employee stock options under Share India ESOS 2022, exercisable into equal number of equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid-up of the Company, for the benefit of, such persons who are the present or future permanent employees of the Company, whether working in India or outside India, and/or to the present or future Directors of the Company, whether whole-time or not but excluding Independent Director(s) (selected on the basis of criteria decided by the Board) under the Share India ESOS 2022, but excluding employees or directors, who are promoters or persons belonging to the promoter group and director(s) who either himself or through his/her relatives or through any body-corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (hereinafter referred to as “Eligible Employees”).

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Share India ESOS 2022 on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances, where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and Directors of the Company, at such other price, at such time and on such terms and conditions as set out in the Share India ESOS 2022 and as the Board may in its absolute discretion think fit, subject to SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Share India ESOS 2022 from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the Share India ESOS 2022, as the Board may, in its absolute discretion, think fit, subject to SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options, the issue/ exercise price, shall be reasonably adjusted in accordance with the provisions of the Share India ESOS 2022, the SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Stock Options shall rank pari-passu in all respect including dividend with then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the Share India ESOS 2022, as it may deem fit, from time to time in its absolute discretion, subject to and in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the Eligible Employees, who have been granted Stock Options.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI Regulations, Act and any other applicable laws and regulations to the extent relevant and applicable to Share India ESOS 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the Share India ESOS 2022, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of Share India ESOS 2022 and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

ITEM NO.2

Extension of the Share India Employee Stock Option Scheme 2022, to the Eligible Employees of the Subsidiary Company(ies) (present and/or future)

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the “SEBI Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the circulars/guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which shall be designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI Regulations to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to create, offer, grant, issue and allot such number of Stock Options (the “Options” or “Stock Options”) under the Share India Employees Stock Option Scheme 2022 (“Share India ESOS 2022”/ “ESOS 2022”) and to extend the benefits of and under Share India Employees Stock Option Scheme 2022, to or for the benefit of such person(s), who are permanent employees of the present and/or future subsidiary company(ies) of the Company (whether in India or outside India), whether working in India or outside India, and / or to the directors

of such companies, whether whole-time or not, but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) under the ESOS 2022, but excluding employees/ directors, who are promoters or persons belonging to the promoter group and a director(s) who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company, within the overall ceiling of 6,00,000 (Six lakhs) employee stock options under Share India ESOS 2022, exercisable into equal number of equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Share India ESOS 2022 on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances, where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and directors of the Company, at such other price, at such time and on such terms and conditions as set out in the Share India ESOS 2022 and as the Board may in its absolute discretion think fit, subject to SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Share India ESOS 2022 from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the Share India ESOS 2022, as the Board may, in its absolute discretion, think fit, subject to SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options, the issue/ exercise price, shall be reasonably adjusted in accordance with the provisions of the Share India ESOS 2022, the SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Stock Options shall rank pari-passu in all respect including dividend with then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the Share India ESOS 2022, as it may deem fit, from time to time in its absolute discretion, subject to and in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees, who have been granted Stock Options.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI Regulations, the Act and any other applicable laws and regulations to the extent relevant and applicable to Share India ESOS 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the Share India ESOS 2022, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of Share India ESOS 2022 and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

ITEM NO.3

Approval for grant of Employee Stock Options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the “SEBI Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the circulars/guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which shall be designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI Regulations to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to create, offer, grant, issue and allot such number of Stock Options (the “Options” or “Stock Options”) under the Share India Employees Stock Option Scheme 2022 (“Share India ESOS 2022”/ “ESOS 2022”), to the following permanent employee and/or other any present and/or future identified eligible employees and directors of the Company and/or of the subsidiary companies, during any one year, equal to or exceeding 1.00 percent (one percent) but upto a maximum of 1.50 percent (one and a half percent) of the issued capital of the Company at the time of grant of Stock Option, within the overall ceiling of not exceeding 6,00,000 (Six lakhs) employee stock options under Share India ESOS 2022, exercisable into equal number of equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up of the Company:

Name	Designation
Mr. Kunal Nandwani	IBT Product Head

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things being incidental to the effective implementation and administration of the Share India ESOS 2022, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of Share India ESOS 2022 and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

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

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

Date: 21.01.2022
Place: Noida

Notes

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts and reasons for all the aforesaid special business is annexed hereto.
- b) In view of the ongoing COVID-19 pandemic and the provisions of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 , 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to all its Members who have registered their email addresses with the Company or depository/depository participants as on the close of working hours on Friday, January 21, 2022 i.e. "the cut-off date". The Company expresses its inability to dispatch hard copy of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelope to the Members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the Members would take place through the remote e-Voting system only.
- c) In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the MCA Circulars, the Company is pleased to offer remote e-Voting facility to its shareholders to vote on the resolution. For this purpose, the Company has entered into an agreement with CSDL (Central Depository Services Limited) for facilitating remote e-voting to enable the Shareholders to cast their votes electronically.
- d) Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on Friday, January 21, 2022 i.e. "the cut-off date".
- e) The e-voting shall commence on Wednesday, January 26, 2022 at 9.00 AM IST and end on Thursday, February 24, 2022 at 5.00 PM IST.
- f) Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
- g) Mr. Ravi Shankar, Practicing Company Secretary of M/s. Ravi Shankar & Associates having COP No. 18568 has been appointed as Scrutinizer for conducting the Postal Ballot in accordance with the law in a fair and transparent manner.
- h) Members may note that this Postal Ballot Notice will also be available on the website of the Company viz., <https://www.shareindia.com> and on the website of Central Depository Services Limited (CDSL): www.evotingindia.com and shall also be available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
- i) All the documents referred to in explanatory statement, if any, will be available for inspection at the Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of notice through email up to the last date of e-voting, i.e., Thursday, February 24, 2022.
- j) In support of the “Green Initiative” members of the Company are requested to register their e-mail I’d with Company by making a specific request quoting their Folio No./Client ID & DP ID to the Company or to Registrar and Transfer Agent (RTA).
- k) Members are requested to kindly mention their DP ID and Client Id number in all their correspondence with the Company’s Registrar in order to reply to their queries promptly.
- l) The Scrutinizer will submit his report to the Chairman or any person duly authorised by him. The Chairman will, or in his absence, any Director duly authorised by the Chairman, will announce the

results of Voting by Postal Ballot on before 28.02.2022. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final. The Results along with Scrutinizer's Report of the Postal Ballot will be displayed at the Registered Office, placed on the Website of the Company i.e. www.shareindia.com and on the website of CDSL i.e. www.evotingindia.com and shall simultaneously be intimated to the Stock Exchanges on which the shares of the Company are listed.

- m) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:

<p>Company Mr. Vikas Aggarwal Company Secretary & Compliance Officer Tel:+91-0120-4910000 E- mail: vikas_cs@shareindia.com</p>	<p>Registrar and Share Transfer Agent M/s Bigshare Services Private Limited Tel- 011 2352 2373 E-mail id:www.bigshareonline.com</p>
--	--

- n) In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.

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 through Depository.

If you have any queries or issues regarding 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, Central Depository Services (India) Limited (CDSL), 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 on 022-23058542/43.

THE PROCEDURE AND INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

Members are requested to follow the instructions below to cast their vote through E-Voting.

- (i) The voting period begins on Wednesday, January 26, 2022 at 9.00 AM IST and end on Thursday, February 24, 2022 at 5.00 PM IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday January 21, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) 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.

- (iii) 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 **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	<p>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.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>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</p>

	<p>authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.</p> <p>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.</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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 abovementioned website.

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

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

(iv) Login method for e-Voting 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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 (3).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **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; vikas_cs@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.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item Nos. 1, 2 and 3:

Stock Options have long been recognized internationally as an effective instrument to align the interest of employees with those of the Company and its Shareholders, providing an opportunity to employees to share the growth of the Company, and to create long term wealth in the hands of the employees. It creates a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall Shareholder's value.

Your Company is proposing to introduce an Employee Stock Option Scheme for the employees and the directors of the Company to remunerate them for their service and the expertise they bring to the organization. The scheme is titled Share India Employees Stock Option Scheme 2022 ("Share India ESOS 2022"/ "ESOS 2022")

Board of Directors ("the Board") of the Company in their meeting held on January 21, 2022 approved introduction of Share India Employees Stock Option Scheme 2022, subject to the approval of the Members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the "SEBI Regulations") and authorized the Compensation Committee/ Nomination & Remuneration Committee ("the Committee"), to formulate the terms and conditions of Share India ESOS 2022 and to administer and implement the same in accordance with the provisions of the SEBI Regulations. The Nomination and Remuneration Committee of Directors of the Company shall act as the Compensation Committee under Regulation 5 of the SEBI Regulations, which has been authorised to inter alia formulate, administer and supervise Share India ESOS 2022 including framing of its terms and conditions in terms of the SEBI Regulations.

The Company seeks Members' approval in respect of the aforesaid scheme and grant of stock options to its present and future permanent Employees and Directors of the Company and/or Subsidiary Company(ies) (present and/or future, if any) to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made there under and the SEBI Regulations as amended, whether in India or abroad ('Eligible Employees').

The following would, inter alia, be the broad terms and conditions of Share India ESOS 2022:

a) Brief description of the Scheme:

Share India Employees Stock Option Scheme, 2022 is intended to reward the eligible employees [as selected by the Nomination and Remuneration Committee (also referred to as "NRC/Committee")], for their performance and to motivate them to contribute to the growth and profitability of the Company and also to retain them by way of issuing employee stock options. Subject to applicable law and terms and conditions of the Scheme, the eligible employees shall be entitled to subscribe to the equity shares within certain time period ("Exercise Period") upon fulfilment of such conditions ("Vesting") and payment of an exercise price ("Exercise Price").

b) Total number of Options to be granted:

The aggregate number of the Options that may be granted under Share India Employees Stock Option Scheme 2022 shall not exceed 6,00,000 (six lakhs) options, exercisable into equal number of equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid-up of the Company.

Provided that all Options that have lapsed (including those having lapsed by way of forfeiture) shall be added back to the number of Options that are pending to be granted.

It is clarified that, in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options, the issue/exercise price, shall be reasonably adjusted in accordance with the provisions of the Share India ESOS 2022, the SEBI Regulations and other applicable laws.

c) Identification of classes of employees entitled to participate in Share India ESOS 2022:

An Employee shall be eligible to participate in the Scheme, as determined by the Committee. Only Employees as defined herein are eligible under ESOS 2022. Subject to this, the Committee shall, at its sole discretion, determine, which Employee or category of Employees shall be eligible for Grant of Options and the terms of Grant thereof and accordingly, the Company would offer the Options to the identified Eligible Employees based on the performance, experience, loyalty, etc.

Where any Employee is a director nominated by an institution as its representative on the Board of Directors of the company:

(i) the contract or agreement entered into between the institution nominating its employee as the director of a company and the director so appointed shall, inter alia, specify the following:

- a. whether the grants by the company under its scheme(s) can be accepted by the said employee in his capacity as director of the company;
- b. that grant if made to the director, shall not be renounced in favour of the nominating institution; and
- c. the conditions subject to which fees, commissions, other incentives, etc. can be accepted by the director from the company.

(ii) the institution nominating its employee as a director of the company shall file a copy of the contract or agreement with the said company, which shall, in turn file the copy with all the recognised stock exchanges on which its shares are listed.

(iii) the director so appointed shall furnish a copy of the contract or agreement at the first board meeting of the company attended by him after his nomination.

It is clarified that the benefit of ESOS 2022 is extended to the Eligible Employee and Directors of any Subsidiary of the Company.

The maximum number of the Shares that may be issued pursuant to the grant of the Options to each Grantee under ESOS 2022 shall be 4,50,000 (Four lakh Fifty Thousand only) provided that maximum number of shares with respect to which Options may be granted to a single Employee, during any one year, shall not exceed 1% of the issued capital of the Company at the time of grant of option.

However, notwithstanding above maximum number of shares that may be issued pursuant to options granted to an eligible employee namely Mr. Kunal Nandwani, IBT Product Head in a year may exceed 1% of the total issued capital of the company subject to maximum of 1.5% of the issued Equity Shares of the Company at the time of granting of an option. For the same, a separate special resolution is proposed to offer and issue to the following permanent employee and/ or other any present and/ or future identified eligible employees and directors of the Company and/ or of the subsidiary companies, during any one year, equal to or exceeding 1.00 percent (one percent) but upto a maximum of 1.50 percent (one and a half percent) of the issued capital of the Company at the time of grant of Stock Option, within the overall ceiling of not exceeding 6,00,000 (Six lakhs) employee stock options under Share India ESOS 2022:

Name	Designation
Mr. Kunal Nandwani	IBT Product Head

The Grant of the Options by the Committee to the Grantee shall be made in writing and communicated to the Grantee. Such a Grant shall state the number of Options offered, the Exercise price and the closing date of accepting the offer.

The definition of Employees for the purpose of ESOS 2022 shall mean:

- (i) an employee, who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii) above, of a subsidiary (present and/or future), in India or Outside India, but does not include:
 - (a) an employee who is a promoter or a person belonging to the promoter group; or
 - (b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

d) Requirements of vesting and period of vesting:

Any Grantee who wishes to accept the option grant offer, must deliver an Acceptance Form, prescribed by the Committee from time to time, duly completed as required therein to the Committee on or before the Closing date stated in the Grant letter.

Any Grantee who fails to return the Acceptance Form on or before the Closing date shall, unless the Committee determines otherwise, be deemed to have rejected the offer. Any Acceptance Form received after the Closing date shall not be valid. Upon receipt of a duly completed Acceptance Form from the Grantee in respect of the Grant, the Grantee will become a Participant. The Committee may then issue to the Participant a statement, in such form as it deems appropriate, showing the number of Options, to which the Participant is entitled pursuant to the acceptance of such offer and the number of Shares for which the Participant will be entitled to subscribe pursuant to such Options.

Subject to the terms contained herein, the acceptance of a Grant made to a Grantee, shall conclude a contract between the Grantee and the Company, pursuant to which each Option shall, on such acceptance, be an Unvested Option.

As per SEBI Regulations, there shall be a minimum period of one year between the grant of options and vesting of options. Subject to Participant's continues employment with the Company, the Unvested Options shall vest with the Participant on such date being the date immediately after the date of expiry of one year from the date of acceptance of the Options Granted to such Participant. The date of Vesting may be different in respect of different Options depending upon the different Grants and difference dates of acceptance of such Grant of Options.

e) Maximum period within which the Options shall be vested:

The Unvested Options shall vest on such date being the date immediately after the date of expiry of one year from the date of acceptance of the Options Granted to such Participant.

f) Exercise price or pricing formula:

The Exercise Price of the Option shall be Rs. 10/- (Rupees Ten Only) each.

The total Exercise Price shall be paid to the Company in cash upon Exercise of the Options. No amount is payable by the Grantee at the time of acceptance of Grant of Option.

g) Exercise period and the process of Exercise:

Subject to special provisions relating to the case of death of an employee before exercise of options, the Participant alone can exercise the Vested Option.

The Participant can exercise the Vested Options within the Exercise Period. Such exercise may be of all Vested Options or part of the Vested Options in one or more tranches.

The Exercise Period shall commence from the date of Vesting and expire not later than 6 months from the last Vesting Date. The Exercise Period can be extended only under special circumstances at the discretion of the Committee upon a specific request made by the Participant concerned to this effect.

No fraction of a Vested Option shall be exercisable in its fractional form.

Exercise of the Options shall take place at the time and place designated by the Committee or the Company and by executing such documents as may be required under the Applicable Laws to pass a valid title to the relevant Shares to the Participant, free and clear of any liens, encumbrances and transfer restrictions save for those set out therein.

On Exercise, the Participant can subscribe to the Shares on the full payment of the Exercise price and taxes, if any, required to be deducted by the Company in respect of exercise of the Option, and the Company shall allot the Shares to the Participants after completing the necessary formalities in this regard, or, if requested in writing by the Participant, to the Participant jointly with another person, provided the Committee / Company finds the Exercise form complete and conditions of the Scheme are complied with. Subsequent to allotment, no Participant should seek to sell or otherwise transfer the Shares until there is a confirmation from the Company that the listing procedures with respect to the allotted Shares have been completed.

If the Participant does not Exercise his Vested Options within the time specified for the same, such unexercised, the Options shall lapse.

There shall be no cashless exercise of the Options. Further there shall not be any funding of financing by the Company for Exercise of Options.

Exercise in certain special cases:

On death of a Participant: In the event of death of a Grantee/ Participant while in employment, all the Options granted to him till such date shall vest in the nominee/ legal heir ("Beneficiary") of the deceased Participant. All the Vested Options shall be permitted to be exercised within 1 (one) year from the date of death. However, under no circumstances, Options can be exercised by the Beneficiary beyond the Exercise period.

On disability of Participant: In the event of the termination of a Participant's employment with the Company as a result of total or permanent incapacity (i.e., incapacity to engage in work as a result of sickness, mental disability or otherwise or by reason of accident), all the Options granted to him as on the date of permanent incapacitation, shall vest in him on that day. All the vested Options shall be permitted to be exercised within 1 (one) year from the date of termination. However, under no circumstances option can be exercised beyond the Exercise period.

On attainment of Superannuation age: In case the service of the Participants with the Company is terminated due to retirement on superannuation, all the Unvested Options shall continue to vest as per vesting schedule. All the Vested Options shall be permitted to be exercised within 1 (one) year from the date of termination on retirement. However, under no circumstances the Vested options can be exercised beyond the exercise period.

Termination with cause: In case the termination of employment of a Participant with the Company is with cause (i.e., negligence, fraud, professional misconduct, moral turpitude etc), his/ her Options (Vested as well as Unvested) shall lapse on the Termination Date.

Other termination: In case the service of the Participant with the Company is terminated due to resignation of the Participant from the Company or otherwise, all the Vested Options as on that date shall be permitted to be exercised within six months from the date of termination or before the expiry of the Exercise period, whichever is earlier. All Unvested Options on the date of termination shall lapse.

Long Leave: Long leave of the Participant shall not have any effect on the Scheme as applicable to the Participant. However, in case the employee goes on long leave of over 6 months during the vesting period, then the Committee reserves the right to extend the vesting period by a period not exceeding the leave period.

Removal of Director: In case of the participant is a director of the Company, in the event of his removal as a director with the Company for any reason, including vacation of office, not being re-appointed, other than death, permanent incapacity, resignation and superannuation, he may, within 6 months after the date of termination, exercise his Vested Options as on the date of such termination. The Unvested Options of the Grantee as on the date of such termination shall lapse. Special provisions shall apply in case of termination of directorship on account of death, permanent incapacity, resignation and superannuation, as mentioned above. However, re-appointment of Directors upon retirement by rotation shall be deemed to be continuity in tenure for the above purposes.

Transfer of Employee: In the event that an Employee, who has been Granted benefits under the Scheme, is transferred or deputed to an associate company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation. In the event that an Employee who has been granted benefits under the Scheme, is transferred pursuant to scheme of arrangement, amalgamation, merger or demerger or continued in the existing company, prior to the vesting or exercise, the treatment of options in such case shall be specified in such scheme of arrangement, amalgamation, merger or demerger provided that such treatment shall not be prejudicial to the interest of the employee.

h) Appraisal process for determining the eligibility of employees for the Scheme:

The Committee may, on such dates as it shall determine, Grant to such Eligible Employees as it selects, Options of the Company in accordance with the terms and conditions of the Scheme for the time being in force. The Committee shall follow the following broad guidelines in selection of the eligible employees and the quantum of option to be granted to them:

- a. present grade and compensation structure of the employee
- b. performance of the employee
- c. length of service of the employee
- d. exceptional contribution made by the employee
- e. integrity and behaviour of the employee
- f. such other parameters as it may decide.

i) Maximum number of Options to be issued per employee and in aggregate:

The aggregate number of the Options that may be granted under Share India Employees Stock Option Scheme 2022 shall not exceed 6,00,000 (six lakhs) options, exercisable into equal number of equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid-up of the Company.

The maximum number of options that may granted to each grantee under Share India Employees Stock Option Scheme 2022 shall be 4,50,000 (Four lakh Fifty Thousand only) options, exercisable into equal number of equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid-up of the Company, provided that maximum number of shares with respect to which Options may be granted to a single Employee, during any one year, shall not exceed 1% of the issued capital of the Company at the time of grant of option.

However, notwithstanding above maximum number of shares that may be issued pursuant to options granted to an eligible employee namely Mr. Kunal Nandwani, IBT Product Head in a year may exceed to 1% of the total issued capital of the company subject to maximum of 1.5% of the issued Equity Shares of the Company at the time of granting of an option.

j) Maximum quantum of benefits to be provided per employee under Share India ESOS 2022:

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the Equity Shares on the exercise date.

k) Whether the Scheme is to be implemented and administered directly by the Company or through a Trust:

It is clarified that ESOS 2022 is not proposed to be implemented through Trust. There won't be any secondary market acquisition for the purpose of implementation of the Scheme. The Scheme will be implemented directly by the Company.

l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

Implementation of the Scheme would involve new issue of equity shares. There won't be any secondary market acquisition for the purpose of implementation of the Scheme.

m) The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

There shall not be any funding of financing by the Company for Exercise of Options. Accordingly, no amount of loan to be provided for implementation of ESOS 2022.

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

There won't be any secondary market acquisition for the purpose of implementation of the Scheme.

o) A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SEBI Regulations:

The Company shall conform to the accounting policies as specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and other applicable provisions.

The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.

p) Method of valuing the Options:

The Company shall use the Intrinsic Value method for valuation of the Options. The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein

q) Statement with regard to Disclosure in Directors' Report:

As the Company has opted for expensing of share-based employee benefits using the intrinsic value, it is confirmed that the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

r) Lock-in period and transferability:

There shall be a minimum vesting period of one year between grant and vesting.

Options Granted to an Employee shall not be transferable to any person. Subject to special provisions relating to the case of death of an employee before exercise of options (as mentioned above), no person, other than the Participant, shall be entitled to the benefit arising out of under ESOS 2022. It is also clarified that the stock options granted under the ESOS 2022 shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

There would not be any lock-in period for the shares issued consequent upon exercising the options under the ESOS 2022.

s) Terms & conditions for buyback, if any, of specified securities covered under these regulations.

There is no buyback arrangement or commitment by the Company in respect of any Shares or Securities issued/ allotted under ESOS 2022.

t) Other Terms

The Board of Directors shall have the absolute authority to vary or modify the terms of the ESOS 2022, subject to the SEBI Regulations and other applicable laws, from time to time. The Options to be granted under the ESOS 2022 shall not be treated as an offer or invitation made to public for subscription of securities of the Company.

Consent of the shareholders is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013 and the SEBI Regulations. As per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, separate special resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the subsidiary company(ies). Further separate Special resolution is also required in case the Scheme provided for grant of option to identified employees, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option.

Accordingly, the Special Resolutions set out in this Notice is proposed for approval by the shareholders.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under ESOS 2022 may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 1, 2 and 3 of this Notice. Save as aforesaid, none of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

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

S/d-

Mr. Vikas Aggarwal
Company Secretary & Compliance Officer

Membership No.: FCS 5512
Address: 1/10101, Gali No. 3K, West
Gorakh Park, Shahdara, Delhi-110032

Date: 21.01.2022

Place: Noida