



SHARE INDIA SECURITIES LIMITED
CIN: L67120GJ1994PLC115132

Registered Office: Unit no. 615 and 616, 6th Floor, X-Change Plaza, Dalal Street Commercial Co-operative Society Limited, Road 5E, Block 53, Zone 5, Gift City, Gandhi Nagar, Gujarat-382355, India

Corporate Office: A-15, Sector-64, Noida, Distt. Gautam Buddha Nagar, Uttar Pradesh-201301, Tel.: 0120-4910000, 0120-6910000, Fax : 0120-4910030

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

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(s) 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, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), SEBI circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (“**SEBI circular**”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended herewith are proposed to be passed by the Members of the Company (as on the Cut-off Date) by means of postal ballot only by voting through electronic means (remote e-voting):

Sl. No.	Particulars
1.	Alteration of the Memorandum of Association of the Company.
2.	Alteration of the Articles of Association of the Company.

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof forms part of this postal ballot Notice (“**the Notice**” or “**the Postal Ballot Notice**”).

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 Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	9:00 a.m. IST on Tuesday, November 12, 2024
Conclusion of remote e-voting period	5:00 p.m. IST on Wednesday, December 11, 2024
Cut-off Date for eligibility to vote	Friday, November 01, 2024

The remote e-voting facility will be disabled by CDSL immediately after **5:00 p.m. IST on Wednesday, December 11, 2024** and voting will be disallowed thereafter.

The detailed procedure with respect to remote e-voting is mentioned in this Notice. The Company has engaged the Central Depository Services Limited (CDSL) for facilitating remote e-voting.

The Board of Directors of the Company has appointed Mr. Naveen Kumar, Practicing Company Secretary of M/s N Kumar & Associates, having COP No. 22084, as the Scrutinizer for scrutinizing the postal ballot process (through remote 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, i.e. on or before **5:00 PM IST on Friday, December 13, 2024** and will be displayed along with the Scrutinizer's Report at the Registered Office and Corporate Office of the Company, communicated to the Stock Exchanges on which the Company's shares are listed and would also be uploaded on the Company's website: <https://www.shareindia.com> and on the website of CDSL: www.evotingindia.com.

SPECIAL BUSINESSES

ITEM NO.1

Alteration of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to substitute the existing Clause III (A) (Objects Clause) of the Memorandum of Association (MOA) of the Company with the following new Clause III A:

“So long as the Company is engaged in stock broking as a member of any recognised Stock Exchange in India, it will engage itself in only such business as a member of a recognised Stock Exchange is permitted to engage in under the Securities and Contracts (Regulation) Rules, 1957, and the Rules, Bye-laws & Regulations of the Stock Exchange. Subject to the foregoing, the objects for which the company is established are:

To acquire individual Membership of Shri H.S. Kumbhat in Bombay Stock Exchange for conversion into corporate membership and to apply for and obtain memberships in stock exchanges, to carry on business either singularly or jointly with others as share and stock brokers, members of stock exchanges, depository participants, underwriters, merchant bankers, portfolio managers, research analyst, security market operators, custodians, issue houses, registrars and share transfer agents, distributors, trustees, issue advisors, as advisors and consultants in investment, financial, management, and other fields, as investors, Mutual Funds, Bankers to issue, promote and provide guarantees to the Companies engaged in connection with or incidental to or consequential upon securities / commodity business, as applicable, to invest in and acquire by way of gift or otherwise and to hold, sell, buy or otherwise deal in commodities and shares, debentures, debentures-stocks, bond, units obligation and securities of all kinds, issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere, as well as futures, options, forwards, swaps and other financial instruments of all kinds, to carry on all or any of the businesses in connection with or incidental to or consequential upon securities/commodity business as permitted by SEBI, Stock Exchanges, Commodity Exchanges, Depositories or any other regulatory body from time to time”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not

limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

ITEM NO.2

Alteration of the Articles of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to substitute the existing Clause 111 of the Articles of Association (AOA) of the Company with the following new Clause 111:

“ 111. Notwithstanding anything to the contrary contained in these Articles, so long as any money shall be owing by the Company to any financial institutions, corporations, banks or such other financing entities or through Debenture Trustees or so long as any of the aforesaid banks, financial institutions or such other financing entities hold any shares/debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid entities in respect of any financial obligation or commitment of the Company remains outstanding in terms of payment of interest or repayment of principal amount, then in that event any of the said financial institutions or Debenture Trustees or such other financing entities shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Director(s) on the Board of Director as their nominee on the Board of Company in accordance with the applicable laws. The aforesaid financial institutions or Debenture Trustees or such other financing entities may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant institution and shall be delivered to the Company and the Company shall have the power to remove the Nominee Director from office after following the provisions of the Companies Act, 2013. Each such Nominee Director shall be entitled to attend all General Meetings, Board Meetings and meetings of the Committee of which he or she is a member.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

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

Sd/-

Vikas Aggarwal

Company Secretary & Compliance Officer

Membership No.: FCS 5512

Date: 29.10.2024

Place: Noida

Notes

- a) The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“**the Act**”) along with details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“**the LODR Regulations**”) setting out all material facts and reasons for all the aforesaid special business is annexed hereto.
- b) This Postal Ballot Notice is being sent to the Members whose names appear in list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Depository Participant(s), on **Friday, November 01, 2024 i.e. "the Cut-off Date"**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. The physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the Members. 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) Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on **Friday, November 01, 2024 i.e. "the Cut-off Date"**.
- d) Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
- e) Mr. Naveen Kumar, Practicing Company Secretary of M/s. N Kumar & Associates having COP No. 22084 has been appointed as Scrutinizer for scrutinizing the postal ballot in accordance with the law in a fair and transparent manner.
- f) Members may note that this Postal Ballot Notice will also be available on the website of the Company viz., www.shareindia.com and on the website of Central Depository Services (India) 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.
- g) All the material documents referred to in Explanatory Statement, if any, will be available for inspection only through electronic mode 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., **Wednesday, December 11, 2024**. Members may send their requests to secretarial@shareindia.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
- h) Members are requested to register their email addresses and submit their PAN with their respective Depository Participants (DPs).
- i) Members are requested to kindly mention their DP ID and Client ID in all their correspondence with the Company’s Registrar in order to enable the Company to reply to their queries promptly.
- j) The Scrutinizer will submit his report to the Chairman or any person duly authorised by him. The Chairman will, or in his absence, any Director/Company Secretary duly authorised by the Chairman, will announce the results of voting on or before **Friday, December 13, 2024**. The last date specified by the Company for remote e-voting, i.e. **Wednesday, December 11, 2024**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the Members. 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 and Corporate Office of the Company,

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.

- k) In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.
- l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned/physical copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, in either of the following ways, namely:
- A. To the Scrutinizer by e-mail to naveen.csverma@gmail.com with a copy marked to helpsedk.evoting@cdslindia.com;
 - B. To the Company by e-mail to secretarial@shareindia.com;
 - C. To the corporate office of the Company at A-15, Sector-64, Noida, Gautam Buddha Nagar-201301.
- m) Contact details of the persons(s) responsible to address the queries/grievances connected with the remote e-voting by Postal Ballot including voting by electronic means are as under:

Company	Registrar and Share Transfer Agent	Depository
Mr. Vikas Aggarwal Company Secretary & Compliance Officer Tel:+91-0120-4910000 E-mail: secretarial@shareindia.com Corp. Office: A-15, Sector-64, Noida, Distt. Gautam Buddha Nagar, Uttar Pradesh-201301.	Mr. Mukesh Kumar Bigshare Services Private Limited Tel- 011 2352 2373 E-mail: mukesh@bigshareonline.com Address: 302, Kushal Bazar 32-33, Nehru Place, New Delhi-110019.	Mr. Rakesh Dalvi Sr. Manager, Central Depository Services (India) Limited. Tel- 1800 22 55 33 Email: Helpdesk.evoting@cdslindia.com Address: A Wing, 25 th Floor, Marathon Futures, Mafatlal Mill Compunds, N M Joshi Marg, Lower Parel (East), Mumbai-400013.

- n) Members are requested to update their email ID & mobile no. with their respective Depository Participants (DPs) which is mandatory while remote e-voting.
- o) In case any member has any queries or issues regarding remote e-voting from the CDSL e-voting system, the member can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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

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

Step 1: Access to Depositories CDSL/NSDL e-Voting system.

(A) Login method for remote e-voting in case of individual Shareholders.

In terms of **SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants.

Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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. Additionally, there is also links provided to access the system of all e-voting Service Providers, 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 evoting 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 Depository	<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. 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.

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 the 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>
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(B) Login Method for e-voting in case of Non-individual Shareholders:

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

- 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:
 - a. After entering these details appropriately, click on “SUBMIT” tab.
 - b. Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote 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.

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 toll free no. 1800 21 09911
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

Step 2: Steps to cast vote on Resolution(s) through remote e-voting:

- (i) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ii) 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.
- (iii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (iv) 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.
- (v) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (vi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (vii) 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.
- (viii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (ix) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-voting only.**
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the

Company at the email address viz; secretarial@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 No. 1:

The Memorandum of Association of the Company currently permits a range of activities beyond the Company's primary function of stock broking and related ancillary services.

To ensure clarity and adherence to the provisions of Rule 8(1)(f) and Rule 8(3)(f) of the Securities Contracts (Regulation) Rules, 1957, it is proposed to amend the Object Clause of the MOA by removing the activities which are not related to the business being carried by the Company. This amendment will specifically emphasize our commitment to engaging solely in stock broking and services directly related to this function.

A copy of the Memorandum of Association (MOA) along with proposed amendments shall be available for inspection for the Members. The members may inspect the aforementioned MOA by sending an email to secretarial@shareindia.com.

Accordingly, the Board of Directors recommend the passing of Special Resolution for Item No. 1 of the Notice for approval of Shareholders in the best interest of the Company and all stakeholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the above resolutions.

Item No. 2:

As communicated by the Company in its disclosure to the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) dated October 29, 2024, the Company intends to proceed with the issuance of Non-Convertible Debentures (NCDs). The specific terms and conditions governing this issuance were delineated in the aforementioned notification.

In accordance with the stipulations outlined in the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as well as the SEBI (Debenture Trustees) Regulations, 1993, the following obligations must be fulfilled by the Company in relation to the issuance of the NCDs:

1. Appointment of a Debenture Trustee: The issuer is mandated to appoint a Debenture Trustee whose primary responsibility will be to safeguard the interests of the debenture holders.

2. Inclusion of Specific Provisions in the Trust Deed: The Debenture Trust Deed must incorporate provisions stipulating the requirement for the issuer to appoint an individual nominated by the Debenture Trustee(s) as a Director on the Board of Directors of the Company. This appointment is triggered by any of the following circumstances:

- (a) The occurrence of two consecutive defaults in the payment of interest to the debenture holders.
- (b) A failure to create the necessary security for the debentures.
- (c) A default in the redemption of the debentures.

3. Amendment to Articles of Association: It is imperative that the Articles of Association of the issuer includes a clause mandating the Board of Directors to appoint the individual nominated by the Debenture Trustee(s) in the event that any of the scenarios mentioned in sub-points (a), (b), or (c) above arise.

Presently, the existing Articles of Association do not encompass a provision for the appointment of a nominee from the Debenture Trustee as a Director on the Company’s Board of Directors.

To address this regulatory requirement and ensure compliance with the applicable laws, the Company seeks to amend its Articles of Association. Accordingly, it is proposed that Clause 111 be revised to incorporate the necessary provisions as specified in this notice.

A copy of the Articles of Association (AOA) along with proposed amendments shall be available for inspection for the Members. The members may inspect the aforementioned AOA by sending an email to secretarial@shareindia.com.

Accordingly, the Board of Directors recommend the passing of special resolution for Item No. 2 of the Notice for approval of Shareholders in the best interest of the Company and all stakeholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the above resolutions.

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

Sd/-

Vikas Aggarwal

Company Secretary & Compliance Officer
Membership No.: FCS 5512

Date: 29.10.2024
Place: Noida