

Notice of the 22nd Annual General Meeting

N O T I C E is hereby given that the 22nd Annual General Meeting (AGM) of the Members of **Share India AlgoPlus Private Limited** will be held on **Thursday, 25th September, 2025 at 11.00 A.M.** at the Registered Office of the Company situated at Unit No. 613 And 614, 6th Floor, X Change Plaza, Dalal Street Commercial Co-Operative Society Limited, Road 5E, Block 53, Zone 5, Gift City, Gandhi Nagar, Gujarat- 382050 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company together with the Report of the Board of Directors and Auditors thereon for the financial year ended March 31, 2025.
2. To appoint a director in place of Mr. Rajesh Harsukhlal Modi (DIN: 00333431), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. B D G & CO LLP, Chartered Accountants as the Statutory Auditors of the Company

To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time and pursuant to the recommendation made by the Board of Directors of the Company, M/s. B D G & CO LLP, Chartered Accountants (FRN: 119739W/W100900), be and is hereby appointed as the Statutory Auditor of the Company.

RESOLVED FURTHER THAT M/s. B D G & CO LLP, Chartered Accountants (FRN: 119739W/W100900) be and is hereby appointed as the Statutory Auditor of the Company and that they shall hold the office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Annual General Meeting (AGM) to be held in year 2030 of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, and things as may be required in this regard including to file necessary e-forms with the Registrar of Companies to give effect to this resolution."

SPECIAL BUSINESS:

4. To approve the limits for borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the earlier resolution passed at the Extra Ordinary General Meeting of the Company held on 22nd June, 2022 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow from time to time as they may think fit, any sum or sums of money not exceeding **Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores Only)** [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company, free reserves and securities premium.

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

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

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

"RESOLVED THAT in supersession of the earlier resolution passed at the Extra Ordinary General Meeting of the Company held on 22nd June, 2022 and pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and subject to Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to: (a) give loans from time to time on such terms and conditions as may be deemed expedient to any person or other bodies corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) to acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under section 186 of the

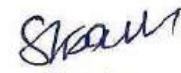
For Share India AlgoPlus Private Limited


Director

act up to an aggregate sum of **Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores Only)**, notwithstanding that the aggregate of loans and investments so far provide to, along with the investments, loans, guarantees or security proposed to be made or given by the Board may exceed sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to finalize, settle, and execute such documents, deeds, writings, papers and agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution including filing of certified true copy of this resolution with the concerned Regulators and Authorities."

By order of the Board of Director
For Share India Algoplus Private Limited
For Share India AlgoPlus Private Limited


Director

Suresh Girdharlal Vora
Director
DIN: 00315361
Add: C-413, Raj Residency-02,
Panchsheel Hights,
Near Jain Mandir, Mahavir Nagar,
Kandivali-West, Mumbai-400067

Date: 29.08.2025

Place: Mumbai

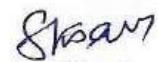
Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself / herself and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
6. Members holding shares in demat mode are requested to register their email ID's with their respective DP in case the same is still not registered. Members are also requested to notify any change in their email ID or bank mandates or address to the Company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.
7. Any query relating to financial statements must be sent to the Company's Registered Office at least seven days before the date of the Meeting.
8. The relevant details as required under the Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India, relating to the Directors seeking re-appointment/retire by rotation at the AGM, is provided as an Annexure to this Notice.
9. The Notice of Annual General Meeting along with Route Map to the venue, Directors' Report, Audited Financial Statements, Proxy Form and Attendance Slip are being sent to the Directors, Members and Auditors of the Company.

10. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 4 and 5 of the accompanying Notice, is annexed hereto.

**By order of the Board of Director
For Share India Algoplus Private Limited**

For Share India Algoplus Private Limited


Director

Suresh Girdharlal Vora

Director

DIN: 00315361

**Add: C-413, Raj Residency-02,
Panchsheel Hights,
Near Jain Mandir, Mahavir Nagar,
Kandivali-West, Mumbai-400067**

Date: 29.08.2025

Place: Mumbai

ANNEXURE TO THE NOTICE

Details of Directors seeking re-appointment at the AGM

Name of the Director	Mr. Rajesh Harsukhlal Modi (DIN: 00333431)
Date of Birth (Age in years)	November 13, 1966 (58 years)
Original date of Appointment	September 15, 2003
Qualification	IISC
Brief Profile, Experience and expertise in specific functional area	Mr. Rajesh Modi, known for his leadership and mentoring skills, is closely involved with the scalping and arbitrage division of the company. He is an effective communicator with strong people management, leadership, analytical, and coordination skills.
Terms and conditions Of Appointment/reappointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Rajesh Harsukhlal Modi who was appointed as a Director of the Company, is liable to retire by rotation.
Remuneration last drawn	None
Remuneration sought to be paid	None
No. of Board Meetings attended during the financial year 2024-25	11
Relationship with other Directors or KMPs	Mr. Rajesh Harsukhlal Modi is not related to any Director/Key Managerial Personnel of the Company.
Directorship in other Entities	1. Arika Securities Private Limited
Listed entities from which the person has ceased to be Director during the past three	None

For Share India AlgoPlus Private Limited


Director

years	
Membership/Chairmanship of committees	Member in Corporate Social Responsibility (CSR) Committee
Shareholding of Directors as on March 31, 2025 (in percentage)	Nil
In the case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

For Share India AlgoPlus Private Limited


Director

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

Item No. 4:

The members of the Company at their Extra-Ordinary General Meeting held on 22nd June, 2022 had passed a resolution authorizing Board of Directors of the Company to borrow monies, from time to time up to Rs. 1000 Crores.

The Company is expediting its plan to scale up its capacity, expansion, diversification and business operations and hence it is considered necessary to increase the existing borrowing limits from Rs. 1000 Crores to Rs. 1,500 Crores.

As per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. The Directors recommend the Special Resolution as set out at Item No. 4 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Item No. 5:

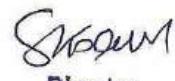
The members of the Company at their Extra-Ordinary General Meeting held on 22nd June, 2022 had passed a resolution authorizing Board of Directors of the Company to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, from time to time up to Rs. 1000 Crores.

Considering the long term business plans/objectives of the Company and in order to make optimum use of funds available with the Company, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantees or providing security as and when required. Hence, the Board of directors proposed to extend the existing limits of the Company under Section 186 from Rs. 1,000 Crores to Rs. 1,500 Crores.

As per Section 186 of the Companies Act, 2013, authorization to board is required through approval of the members by way of Special resolution. Hence, the Board of directors recommend the Special Resolution as set out at Item No. 5 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

For Share India AlgoPlus Private Limited


Director

**ROUTE MAP FOR 22ND ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 25TH
SEPTEMBER, 2025 AT 11:00 A.M.**
**VENUE: UNIT NO. 613 AND 614, 6TH FLOOR, X CHANGE PLAZA, DALAL STREET
COMMERCIAL CO-OPERATIVE SOCIETY LIMITED, ROAD 5E, BLOCK 53, ZONE 5,
GIFT CITY, GANDHINAGAR, GUJARAT - 382050.**



For Share India AlgoPlus Private Limited

[Signature]
Director

ATTENDANCE SLIP

22nd Annual General Meeting

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I/we certify that I/we am/are member/proxy/ Authorised Representative of _____ of the Company.

I/we hereby record my/our presence at the 22nd Annual General Meeting of the Company being held on Thursday 25th September, 2025 at 11:00 A.M. at registered office of the company situated at Unit No. 613 And 614, 6th Floor, X Change Plaza, Dalal Street Commercial Co-Operative Society Limited, Road 5E, Block 53, Zone 5, Gift City, Gandhinagar, Gujarat- 382050.

Signature of First holder/Proxy/Authorised Representative:

Signature of 1st Joint holder: NA

Signature of 2nd Joint holder: NA

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **U51909GJ2003PTC116293**

Name of the company: **SHARE INDIA ALGOPLUS PRIVATE LIMITED**

Registered office: Unit No. 613 and 614, 6th Floor, X Change Plaza, Dalal Street Commercial Co-operative Society Limited, Road 5E, Block 53, Zone 5, Gift City, Gandhinagar, Gujarat - 382050

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) ofshares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 25th September, 2025 at 11:00 A.M. at the registered office of the Company situated at Unit No. 613 and 614, 6th Floor, X Change Plaza, Dalal Street Commercial Co-operative Society Limited, Road 5E, Block 53, Zone 5, Gift City, Gandhinagar, Gujarat - 382050 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

Signed this..... day of..... 2025

Signature of shareholder

Signature of Proxy holder

Affix
Revenue
Stamp