

NOTICE

Notice is hereby given that the (EFSPL/2022-2023/EGM-II) **EXTRA-ORDINARY GENERAL MEETING** of the shareholders of **ESPRESSO FINANCIAL SERVICES PRIVATE LIMITED** will be held on **Tuesday, December 13, 2022 at 3.00 p.m.** through Video Conferencing or Other Audio Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

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

To increase the Authorized Share Capital of the Company from existing Rs. 120,00,00,000 (Rupees One Hundred Twenty Crores) to Rs. 200,00,00,000 (Rupees Two Hundred Crores) and subsequent alteration of Clause V of the Memorandum of Association of the Company: -

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and rules framed thereunder, and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies and in accordance with the provisions of Articles of Association of the Company, the Members be and is hereby accord their consent, to increase the Authorized Share Capital of the Company from existing Rs. 120,00,00,000 (Rupees One Hundred and Twenty Crores only) divided into 12,00,00,000 (Twelve Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 200,00,00,000 (Rupees Two Hundred Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of new 8,00,00,000 (Eight Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu with the existing equity shares of the Company and subsequently, the existing Clause V of the Memorandum of Association (MOA) of the Company be and is hereby altered by deletion of the said para and substituting in place and stead thereof the following:

- V. The Authorized Share Capital of the Company is Rs. 200,00,00,000 (Rupees Two Hundred Crores Only) consisting of 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each with power of the Company to increase and /or reduce the capital of the Company in accordance with the provisions of the Act and to divide the shares in the increased capital into several classes and attach thereto respectively such preferential, qualified or special rights, privileges and conditions in such manner as may be permitted for the time being.

“RESOLVED FURTHER THAT any One of the Director(s) / Chief Executive Officer / Chief Financial Officer / Company Secretary of the Company, be and are hereby severally authorized to do all such things, acts and deeds and matters as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

“RESOLVED FURTHER THAT a copy of the above resolution duly certified as true by any One of the Director(s) / Chief Executive Officer / Chief Financial Officer / Company Secretary of the Company be furnished to such parties or authorities as may be required to give effect to the above-mentioned resolution from time to time.”

**By Order of the Board of Directors of
Espresso Financial Services Private Limited
(Formerly known as Sharekhan Comtrade Private Limited)**

Sd/-
Jigar Pandit
Director
DIN: - 07325170

Date: December 13, 2022

Place: Mumbai

Registered Office:

The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West), Mumbai – 400 028,
Maharashtra, INDIA

CIN: U65100MH2015PTC269036

Tel No: 022 - 6750 2000; Fax: 022 – 2432 7343

Website: www.myespresso.com Email: companysecretarial@sharekhan.com

NOTES:

1. In view of the ongoing COVID-19 pandemic and social distancing norms to be followed and its continuing catastrophe, the Government of India, Ministry of Corporate Affairs ('MCA') permitted conducting Extra Ordinary General Meeting ("EGM") through VC/OAVM and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the MCA vide its General Circular No. 3/2022 dated 05th May, 2022, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 08th December, 2021 General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 (*collectively referred to as 'MCA Circulars'*) has prescribed the procedures and manner of conducting the EGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") (*facility without the physical presence of the Shareholders at a common venue*). In compliance with the provisions of the Companies Act, 2013 read with MCA Circulars, the EGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the EGM through VC/OAVM only.
2. Pursuant to the Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this EGM being held through VC / OAVM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
4. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Members attending the Extra-Ordinary General Meeting (EGM) of the Company are requested to confirm their attendance along with the location during the meeting through video conferencing.
6. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the special business in the Notice of this Extra-Ordinary General Meeting is annexed hereto and forms part of this report.
7. The notice of EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice of EGM along with the Explanatory Statement and the copy of the draft MOA will also be available at the registered office of the Company for the inspection during the business hours.
8. Queries proposed to be raised at the Extra-Ordinary General Meeting may be sent to the Company through email at companysecretarial@sharekhan.com till the Meeting, to enable the management to compile the relevant information to reply the same in the meeting.
9. Pursuant to General Circular No. 20/2020 dated May 5, 2020, the members can attend the meeting through video conferencing and the link for video conferencing of the said meeting will be circulated to the members separately.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

In order to meet the operational requirements and expansion of the business of the Company shall be required to infuse funds. For the same, the Company shall be required to increase its existing Authorized Share Capital and consequently alter the Clause V of Memorandum of Association (MOA) of the Company.

The Company proposes to increase the Authorized Share Capital from the present Rs. 120,00,00,000 (Rupees One Hundred and Twenty Crores only) divided into 12,00,00,000 (Twelve Crores) Equity Shares of Rs. 10/- each to Rs. 200,00,00,000 (Rupees Two Hundred Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- each by creation of new 8,00,00,000 (Eight Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking *pari-passu* with the existing equity shares of the Company.

A draft of the altered of Memorandum of Association of the Company is available at the Registered Office of the Company for inspection of Members.

As per the Provisions of Section 61 and 13 of the Companies Act, 2013, approval of Members of the Company by way of an Ordinary Resolution is necessary for increase in Authorized Share Capital and consequent alteration of Clause V (a) of the Memorandum of Association as set out in Item No. 1 of the Notice.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relative of Promoters, Directors and Managerial persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interest financially or otherwise in the above resolution.

By Order of the Board of Directors

Espresso Financial Services Private Limited

(Formerly known as Sharekhan Comtrade Private Limited)

Sd/-

Jigar Pandit

Director

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