

## NOTICE

Notice is hereby given that the (EFSP/2022-2023/EGM-I) **EXTRA-ORDINARY GENERAL MEETING** of the shareholders of **ESPRESSO FINANCIAL SERVICES PRIVATE LIMITED** will be held on **Friday, May 20, 2022 at 12.30 p.m.** through Video Conferencing or Other Audio Visual Means (OAVM) or *(if feasible at any venue as decided by the management)* to transact the following business:

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### **SPECIAL BUSINESS:**

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

#### **To appoint Mr. Kalyanaraman (DIN: 09016856) as a Director of the Company:**

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of its rules *(including any modification(s) or re-enactment thereof)*, if any, of the Companies Act, 2013 and subject to the approvals from BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSEIL”), Multi Commodity Exchange of India Limited (“MCX”) and any other exchange *(collectively referred as “Exchanges”)* and such other approvals, as may be required in this regard, Mr. Kalyanaraman (DIN: 09016856), who was appointed as an Additional Director in the Board Meeting dated May 11, 2022 and for the appointment of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of the Director, be and is hereby appointed as a Director *(Executive Category)* of the Company with effect from receipt date of the last of the approvals from the exchanges and that he shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 196 and 203 read with Part I of Schedule V and other applicable provisions of its rules *(including any modification(s) or re-enactment thereof)*, if any, of the Companies Act, 2013, Mr. Kalyanaraman (DIN: 09016856) be and is hereby appointed as Director – Executive Category for a period of 5 years with effect from receipt date of the last of the approvals from the exchanges, on honorary basis to look after the activities of the Company assigned to him and that he shall not be drawing any remuneration.”

**“RESOLVED FURTHER THAT** any One of the Director(s) / Chief Executive Officer/ Chief Financial Officer / Compliance officer and/or Company Secretary and/ or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient from time to time.”

**“RESOLVED FURTHER THAT** a certified copy of the above resolution, be issued, under the signature of any of the Director / Chief Executive Officer / Chief Financial Officer / Company Secretary of the Company to such other persons/parties, for the time being in place, and/or statutory authorities as may be required from time to time.”

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

#### **To appoint Mr. Jean Christophe Marie Gougeon (DIN: 02561258) as a Director of the Company:-**

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of its rules *(including any modification(s) or re-enactment thereof)*, if any, of the Companies Act, 2013 and subject to the approvals from BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSEIL”), Multi Commodity Exchange of India Limited (“MCX”) and any other exchange *(collectively referred as “Exchanges”)* and such other approvals, as may be required in this regard, Mr. Jean Christophe Marie Gougeon (DIN: 02561258), who was appointed as an Additional Director in the Board Meeting dated May 11, 2022 and for the appointment of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of the Director, be and is

hereby appointed as a Director (*Non-Executive Category*) of the Company with effect from receipt date of the last of the approvals from the exchanges and that he shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any One of the Director(s) / Chief Executive Officer/ Chief Financial Officer / Compliance officer and/or Company Secretary and/ or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient from time to time.”

**“RESOLVED FURTHER THAT** a certified copy of the above resolution, be issued, under the signature of any of the Director / Chief Executive Officer / Chief Financial Officer / Company Secretary of the Company to such other persons/parties, for the time being in place, and/or statutory authorities as may be required from time to time.”

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

**To appoint Mr. Satish Chapshi Nagda (DIN: 07949514) as a Director of the Company: -**

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of its rules (*including any modification(s) or re-enactment thereof*), if any, of the Companies Act, 2013 and subject to the approvals from BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSEIL”), Multi Commodity Exchange of India Limited (“MCX”) and any other exchange (*collectively referred as “Exchanges”*) and such other approvals, as may be required in this regard, Mr. Satish Chapshi Nagda (DIN: 07949514), who was appointed as an Additional Director in the Board Meeting dated May 11, 2022 and for the appointment of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of the Director, be and is hereby appointed as a Director (*Non-Executive Category*) of the Company with effect from receipt date of the last of the approvals from the exchanges and that he shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any One of the Director(s) / Chief Executive Officer/ Chief Financial Officer / Compliance officer and/or Company Secretary and/ or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient from time to time.”

**“RESOLVED FURTHER THAT** a certified copy of the above resolution, be issued, under the signature of any of the Director / Chief Executive Officer / Chief Financial Officer / Company Secretary of the Company to such other persons/parties, for the time being in place, and/or statutory authorities as may be required from time to time.”

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

**To appoint Ms. Parminder Varma (DIN: 09492605) as a Director of the Company: -**

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of its rules (*including any modification(s) or re-enactment thereof*), if any, of the Companies Act, 2013 and subject to the approvals from BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSEIL”), Multi Commodity Exchange of India Limited (“MCX”) and any other exchange (*collectively referred as “Exchanges”*) and such other approvals as may be required in this regard, Ms. Parminder Varma (DIN: 09492605), who was appointed as an Additional Director in the Board Meeting dated May 11, 2022 and for the appointment of whom the Company has received a notice in writing from a shareholder proposing her candidature for the office of the Director, be and is hereby appointed as a Director (*Executive Category*) of the Company with effect from receipt date of the last of the approvals from the exchanges and that she shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 196 and 203 read with Part I of Schedule V and other applicable provisions of its rules (*including any modification(s) or re-enactment thereof*), if any, of the Companies Act, 2013, Ms. Parminder Varma (DIN: 09492605) be and is hereby appointed as Director – Executive Category for a period of 5 years with effect from receipt date of the last of the approvals from the exchanges, on honorary basis to look after the activities of the Company assigned to her and that she shall not be drawing any remuneration.”

**“RESOLVED FURTHER THAT** any One of the Director(s) / Chief Executive Officer/ Chief Financial Officer / Compliance officer and/or Company Secretary and/ or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient from time to time.”

**“RESOLVED FURTHER THAT** a certified copy of the above resolution, be issued, under the signature of any of the Director / Chief Executive Officer / Chief Financial Officer / Company Secretary of the Company to such other persons/parties, for the time being in place, and/or statutory authorities as may be required from time to time.”

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

**To appoint Mr. Anshuman Das (DIN: 09512325) as a Director of the Company: -**

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of its rules (*including any modification(s) or re-enactment thereof*), if any, of the Companies Act, 2013 and subject to the approvals from BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSEIL”), Multi Commodity Exchange of India Limited (“MCX”) and any other exchange (*collectively referred as “Exchanges”*) and such other approvals, as may be required in this regard, Mr. Anshuman Das (DIN: 09512325), who was appointed as an Additional Director in the Board Meeting dated May 11, 2022 and for the appointment of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of the Director, be and is hereby appointed as a Director (*Executive Category*) of the Company with effect from receipt date of the last of the approvals from the exchanges and that he shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 196 and 203 read with Part I of Schedule V and other applicable provisions of its rules (*including any modification(s) or re-enactment thereof*), if any, of the Companies Act, 2013, Mr. Anshuman Das (DIN: 09512325) be and is hereby appointed as Director – Executive Category for a period of 5 years with effect from receipt date of the last of the approvals from the exchanges, on honorary basis to look after the activities of the Company assigned to him and that he shall not be drawing any remuneration.”

**“RESOLVED FURTHER THAT** any One of the Director(s) / Chief Executive Officer/ Chief Financial Officer / Compliance officer and/or Company Secretary and/ or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient from time to time.”

**“RESOLVED FURTHER THAT** a certified copy of the above resolution, be issued, under the signature of any of the Director / Chief Executive Officer / Chief Financial Officer / Company Secretary of the Company to such other persons/parties, for the time being in place, and/or statutory authorities as may be required from time to time.”

6. 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. 70,00,00,000 (Rupees Seventy Crores) to Rs. 120,00,00,000 (Rupees One Hundred Twenty 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, consent of the Members be and is hereby accorded, to increase the Authorized Share Capital of the Company from existing Rs. 70,00,00,000/- (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each to 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 by creation of new 5,00,00,000 (Five 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 same and substituting in place and stead thereof the following:

- V. The Authorized Share Capital of the Company is Rs. Rs. 120,00,00,000 (Rupees One Hundred and Twenty Crores Only) consisting of 12,00,00,000 (Twelve 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 Directors / 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: May 11, 2022  
Place: Mumbai

**Registered Office:**

The Ruby, 18<sup>th</sup> 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.myesspresso.com](http://www.myesspresso.com) Email: [companysecretarial@sharekhan.com](mailto: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 05<sup>th</sup> May, 2022, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 08<sup>th</sup> December, 2021 General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> 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 08<sup>th</sup> 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. Statement giving details of the Directors seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Secretarial Standards on General Meeting ("SS-2").
8. 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 EGM along with the Explanatory Statement will also be available on the Company's website [www.myespesso.com](http://www.myespesso.com)
9. Queries proposed to be raised at the Extra-Ordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Extra-Ordinary General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
10. Brief profile of Director(s) proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se, etc. as stipulated under Secretarial Standards, is annexed to the Explanatory Statement.
11. 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 1:**

Mr. Kalyanaraman (DIN: 09016856), Chief Executive Officer (CEO) of the Company, who was appointed as an Additional Director of the Company in the Board Meeting dated May 11, 2022 with effect from receipt date of the last of the approvals from the exchanges. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from Sharekhan Limited, signifying the intention to propose his candidature for the office of Director of the Company.

The Board of Director(s) of the Company (the 'Board'), has appointed Mr. Kalyanaraman (DIN: 09016856), subject to approval of shareholders, as Director – Executive who shall be liable to retire by rotation for a period of Five years with effect from receipt date of the last of the approvals from the exchanges.

It is proposed to seek shareholders' approval for the aforesaid appointment of Director – Executive in terms of the applicable provisions of the Act. The Director satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 ("the Act") as also conditions set out under sub-section (3) of Section 196 of the Act. Hence, he is eligible for appointment as Director - Executive of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Kalyanaraman (DIN: 09016856) fulfills the condition specified in the Companies Act, 2013 and Rules made there under for his appointment as Director of the Company. He has the requisite qualification, skills, experience and expertise in specific functional areas which will be beneficial to the Company. A brief profile of Mr. Kalyanaraman (DIN: 09016856) is attached hereunder.

Your Directors recommends the resolution set out at Item No. 1 to be passed as an Ordinary Resolution by the members.

Except Mr. Kalyanaraman (DIN: 09016856), none of Promoters, Director(s) and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions set out in the Item No. 1.

**The brief particulars/ resume and other information of Mr. Kalyanaraman as per Secretarial Standard - 2 are provided herein below:**

Particulars	<b>Mr. Kalyanaraman</b>
Date of Birth (Age)	08 August 1972 (49 years)
Nationality	Indian
Date of first appointment on Company's Board	Date of the last of the approvals from the exchanges
DIN	09016856
Shareholding in the Company	NIL
Qualifications and Experience	PGD in Business Administration
Nature of expertise in specific functional areas	27 years of experience in Financial Services Industry.
Terms and conditions of appointment or re appointment	Appointed as Director (Executive Category).
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
List of other Companies in which he holds Directorship	NIL
Number of meetings of Board attended during the FY 2022-23	One (as Invitee)
Chairman/ Member of the Committee(s) of the Board in which he is a director also	NIL
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	NA

**Item 2:**

Mr. Jean Christophe Marie Gougeon (DIN: 02561258), was appointed as an Additional Director of the Company in the Board Meeting dated May 11, 2022 with effect from receipt date of the last of the approvals from the exchanges. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from Sharekhan Limited, signifying the intention to propose his candidature for the office of Director of the Company.

In the opinion of the Board, Mr. Jean Christophe Marie Gougeon (DIN: 02561258) fulfills the condition specified in the Companies Act, 2013 and Rules made there under for his appointment as Director of the Company. A brief profile of Mr. Jean Christophe Marie Gougeon (DIN: 02561258) is attached hereunder.

Your Directors recommends the resolution set out at Item No. 2 to be passed as an Ordinary Resolution by the members.

Except Mr. Jean Christophe Marie Gougeon (DIN: 02561258), none of Promoters, Director(s), and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions set out in the Item No. 2.

**The brief particulars/ resume and other information Mr. Jean Christophe Marie Gougeon (DIN: 02561258) as per Secretarial Standard - 2 are provided herein below:**

Particulars	<b>Mr. Jean Christophe Marie Gougeon</b>
Date of Birth (Age)	22 March, 1963 (59 years)
Nationality	Indian
Date of first appointment on Company's Board	Date of the last of the approvals from the exchanges
DIN	02561258
Shareholding in the Company	NIL
Qualifications and Experience	Graduate in Business Management
Nature of expertise in specific functional areas	Banking, Broking and Finance industry.
Terms and conditions of appointment or re appointment	Appointed as Director (Non-Executive Category).
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
List of other Companies in which he holds Directorship	Sharekhan Limited
Number of meetings of Board attended during the FY 2022-23	--
Chairman/ Member of the Committee(s) of the Board in which he is a director also	• Operations Committee & CSR Committee of Sharekhan Limited
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	NA

**Item 3:**

Mr. Satish Chapshi Nagda (DIN: 07949514), was appointed as an Additional Director of the Company in the Board Meeting dated May 11, 2022 with effect from receipt date of the last of the approvals from the exchanges. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from Sharekhan Limited, signifying the intention to propose his candidature for the office of Director of the Company.

In the opinion of the Board, Mr. Satish Chapshi Nagda (DIN: 07949514) fulfills the condition specified in the Companies Act, 2013 and Rules made there under for his appointment as Director of the Company. A brief profile of Mr. Satish Chapshi Nagda (DIN: 07949514) is attached hereunder.

Your Directors recommends the resolution set out at Item No. 3 to be passed as an Ordinary Resolution by the members.

Except Mr. Satish Chapshi Nagda (DIN: 07949514), none of Promoters, Director(s), and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions set out in the Item No.3.

**The brief particulars/ resume and other information Mr. Satish Chapshi Nagda (DIN: 07949514) as per Secretarial Standard - 2 are provided herein below:**

Particulars	<b>Mr. Satish Chapshi Nagda</b>
Date of Birth (Age)	06 May, 1983 (39 years)
Nationality	Indian
Date of first appointment on Company's Board	Date of the last of the approvals from the exchanges
DIN	07949514
Shareholding in the Company	NIL
Qualifications and Experience	B.Com, CA, CISA
Nature of expertise in specific functional areas	Broking and Finance industry
Terms and conditions of appointment or re appointment	Appointed as Director (Non-Executive Category).
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
List of other Companies in which she holds Directorship	1. Wealthtiger Investment Advisors Private Limited 2. Sharekhan Consultants Private Limited 3. Sharekhan.Com India Private Limited 4. Sharekhan Commodities Private Limited
Number of meetings of Board attended during the FY 2022-23	---
Chairman/ Member of the Committee(s) of the Board in which he is a director also	<ul style="list-style-type: none"> <li>• Member of CSR Committee of Sharekhan Commodities Private Limited;</li> <li>• Operations Committee of Sharekhan Limited</li> </ul>
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	NA

#### **Item 4:**

Ms. Parminder Varma (DIN: 09492605) was appointed as an Additional Director of the Company in the Board Meeting dated May 11, 2022 with effect from receipt date of the last of the approvals from the exchanges. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from Sharekhan Limited, signifying the intention to propose her candidature for the office of Director of the Company.

The Board of Directors of the Company (the 'Board'), has appointed Ms. Parminder Varma (DIN: 09492605), subject to approval of shareholders, as Director – Executive who shall be liable to retire by rotation for a period of five years with effect from receipt date of the last of the approvals from the exchanges.

It is proposed to seek shareholders' approval for the aforesaid appointment of Director – Executive in terms of the applicable provisions of the Act. The Director satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 ("the Act") as also conditions set out under sub-section (3) of Section 196 of the Act. Hence, she is eligible for appointment as Director - Executive of the Company. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.



In the opinion of the Board, Ms. Parminder Varma (DIN: 09492605) fulfills the condition specified in the Companies Act, 2013 and Rules made there under for her appointment as Director of the Company. A brief profile of Ms. Parminder Varma (DIN: 09492605) is attached hereunder.

She has requisite qualification, skills, experience and expertise in specific functional areas which will be beneficial to the Company.

Your Directors recommends the resolution set out at Item No. 4 to be passed as an Ordinary Resolution by the members.

Except Ms. Parminder Varma (DIN: 09492605), none of Promoters, Directors, and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions set out in the Item No. 4.

**The brief particulars/ resume and other information of Ms. Parminder Varma as per Secretarial Standard - 2 are provided herein below:**

Particulars	<b>Ms. Parminder Varma</b>
Date of Birth (Age)	March 18, 1966 (56 years)
Nationality	Indian
Date of first appointment on Company's Board	Date of the last of the approvals from the exchanges
DIN	09492605
Shareholding in the Company	NIL
Qualifications and Experience	MBA & Post-Graduation
Nature of expertise in specific functional areas	MBA, PGD in cyber law & Cyber Forensic and PGD in Finance and Bank Management
Terms and conditions of appointment or re appointment	Appointed as Director (Executive Category).
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
List of other Companies in which she holds Directorship	Sharekhan Limited
Number of meetings of Board attended during the FY 2022-23	NIL
Chairman/ Member of the Committee(s) of the Board in which she is a director also	NIL
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	NA

**Item 5:**

Mr. Anshuman Das (DIN: 09512325) was appointed as an Additional Director of the Company in the Board Meeting dated May 11, 2022 with effect from receipt date of the last of the approvals from the exchanges. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from Sharekhan Limited, signifying the intention to propose his candidature for the office of Director of the Company.

The Board of Directors of the Company (the 'Board'), has appointed Mr. Anshuman Das (DIN: 09512325), subject to approval of shareholders, as Director – Executive who shall be liable to retire by rotation for a period of five years with effect from receipt date of the last of the approvals from the exchanges.

It is proposed to seek shareholders' approval for the aforesaid appointment of Director – Executive in terms of the applicable provisions of the Act. The Director satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 ("the Act") as also conditions set out under sub-section (3) of Section 196 of

the Act. Hence, he is eligible for appointment as Director - Executive of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Anshuman Das (DIN: 09512325) fulfills the condition specified in the Companies Act, 2013 and Rules made there under for his appointment as Director of the Company. A brief profile of Mr. Anshuman Das (DIN: 09512325) is attached hereunder.

He has requisite qualification, skills, experience and expertise in specific functional areas which will be beneficial to the Company.

Your Directors recommends the resolution set out at Item No. 5 to be passed as an Ordinary Resolution by the members.

Except Mr. Anshuman Das (DIN: 09512325), none of Promoters, Directors, and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions set out in the Item No. 5.

**The brief particulars/ resume and other information of Mr. Anshuman Das (DIN: 09512325) as per Secretarial Standard - 2 are provided herein below:**

Particulars	<b>Mr. Anshuman Das</b>
Date of Birth (Age)	23 November, 1978 (43 years)
Nationality	Indian
Date of first appointment on Company's Board	Date of the last of the approvals from the exchanges
DIN	09512325
Shareholding in the Company	NIL
Qualifications and Experience	MBA & Post-Graduation
Nature of expertise in specific functional areas	Master and Bachelor of Technology in Chemical Engineering, Post-Graduate Program in Management- Analytical Finance & Strategic Marketing.
Terms and conditions of appointment or re appointment	Appointed as Director (Executive Category).
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
List of other Companies in which he holds Directorship	NIL
Number of meetings of Board attended during the FY 2022-23	NIL
Chairman/ Member of the Committee(s) of the Board in which he is a director also	NIL
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	NA

**Item No. 6:**

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 its Memorandum of Association.

The Company proposes to increase the Authorized Share Capital from the present Rs. 70,00,00,000/- (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- each to 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 by creation of new 5,00,00,000 (Five 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 copy 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 conquest alteration of Clause V (a) of the Memorandum of Association as set out in Item No. 6 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*  
**DIN:- 07325170**

Date: May 11, 2022  
Place: Mumbai

**Registered Office:**  
The Ruby, 18<sup>th</sup> 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](http://www.myespresso.com) Email: [companysecretarial@sharekhan.com](mailto:companysecretarial@sharekhan.com)**