



**HSBC Securities and Capital Markets (India) Private Limited**  
**CIN No.:** U67120MH1994PTC081575  
**Registered Office:** 52/60 Mahatma Gandhi Road, Fort, Mumbai- 400 001.

**NOTICE OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of HSBC Securities and Capital Markets (India) Private Limited will be held on Friday, 29 September 2023 at 5.30 p.m. (IST) at a shorter notice at the registered office of the Company to transact the following business:

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**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the audited standalone financial statements and consolidated financial statements for the financial year ended 31 March 2023 together with the report of the Board of Directors and Auditor thereon.

**SPECIAL BUSINESS:**

- 2) To consider and if thought fit, to pass with or without modifications the following as an ordinary resolution:

**"IT IS RESOLVED THAT** pursuant to the provisions of section 61(e) of the Companies Act, 2013 read with the relevant Rules made thereunder and such other applicable laws, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, consent of the Members is hereby accorded to cancel 18,294,925 (One Crore Eighty-Two Lakhs Ninety-Four Thousand Nine Hundred Twenty-Five) equity shares bearing face value of INR 100 (Rupees Hundred Only) issued to the existing shareholder of the Company and were unsubscribed during the offer period.

**THAT** any one of the Director or the Company Secretary of the Company is hereby severally authorised to sign digitally or otherwise and arrange for filing of necessary forms/returns and to do all such acts, deeds, matters and things as may be necessary to give effect to the aforesaid resolution.

**THAT** any one of the Director or Company Secretary of the Company, is hereby severally authorized to issue certified true copy of the aforesaid resolution as and when required."

**By Order of the Board of Directors**  
**HSBC Securities and Capital Markets (India) Private Limited**

Sd/-  
**Saurabh Gupta**  
**Company Secretary**  
**Membership No. ACS 44440**

**Place: Mumbai**

**Registered Office:**  
**52/60, Mahatma Gandhi Road, Fort, Mumbai – 400001, Maharashtra, India**

**HSBC Securities and Capital Markets (India) Private Limited**  
Regd. Office: 52/60 Mahatma Gandhi Road, Fort, Mumbai – 400 001, India  
Telephone: 022-2268 1208 email - saurabh.shankarlal.gupta@hsbc.co.in  
CIN No.: U67120MH1994PTC081575

**Notes :**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND 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 AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Proxies submitted on behalf of limited companies, etc. must be supported by appropriate resolutions or authority, as applicable. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
- 2) A route map giving directions to reach the venue of the Annual General Meeting (AGM) is annexed hereto.
- 3) The notice of the AGM along with its annexure is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless Member has requested for a physical copy of the same.
- 4) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 29 September 2023 through email to saurabh.shankarlal.gupta@hsbc.co.in. The same will be replied by the Company suitably.
- 5) Pursuant to Section 113 of the Act, corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, by e-mail before attending AGM, to saurabh.shankarlal.gupta@hsbc.co.in.
- 6) All the documents referred to in the accompanying Notice and other documents as required for inspection, shall be available for inspection through electronic mode, upon the request being sent on saurabh.shankarlal.gupta@hsbc.co.in.

**By Order of the Board of Directors  
HSBC Securities and Capital Markets (India) Private Limited**

**Sd/-  
Saurabh Gupta  
Company Secretary  
Membership No. ACS 44440**

**Place: Mumbai**

**Registered Office:  
52/60, Mahatma Gandhi Road, Fort, Mumbai – 400001, Maharashtra, India**



## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 2**

The Members are informed that during the financial year 2022-23 the Company had offered and issued 137,312,511 (Thirteen Crores Seventy-Three Lakhs Twelve Thousand Five Hundred and Eleven) equity shares at a price of INR 295.50 [Rupees Two Hundred Ninety-Five and Fifty paise only] each consisting of face value of INR 100 [Rupees One Hundred Only] each and premium of INR 195.50 [Rupees One Hundred Ninety-Five and Fifty paise Only] each on a private placement basis out of which 11,90,17,586 (Eleven Crore Ninety Lakhs Seventeen Thousand Five Hundred Eighty-Six) equity shares were subscribed.

The Members are further informed that 18,294,925 (One Crore Eighty-Two Lakhs Ninety-Four Thousand Nine Hundred Twenty-Five) equity shares were issued but not subscribed during the offer period.

Approval of the Members is sought to cancel the aforesaid unsubscribed shares of the Company and the same be added to the authorised share capital of the Company. It is to be noted that the said cancellation will not amount to reduction of share capital of the Company.

The Board of Directors at their meeting held on 22 September 2023 had approved the aforesaid cancellation subject to approval of Members at the ensuing general meeting.

**By Order of the Board of Directors  
HSBC Securities and Capital Markets (India) Private Limited**

**Sd/-  
Saurabh Gupta  
Company Secretary  
Membership No. ACS 44440**

**Place: Mumbai**

**Registered Office:  
52/60, Mahatma Gandhi Road, Fort, Mumbai – 400001, Maharashtra, India**



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**CIN No: U67120MH1994PTC081575**

**Registered Office: 52/60, M G Road, Fort, Mumbai – 400001, Maharashtra, India**

**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING – FRIDAY, 29 SEPTEMBER 2023 AT 05.30 P.M. AT A SHORTER NOTICE**

Registered Folio/DP ID & Client ID	
Name and Address of the shareholder(s)	
I/We hereby record my/our presence at the Annual General Meeting of the Company held on Friday, 29 September 2023 at a shorter notice at 52/60 M G Road, Fort, Mumbai – 400001, Maharashtra, India.	
..... Member's/Proxy's Signature	
Note: Please complete this Attendance slip and hand it over at the entrance of the Meeting hall.	

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**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 No. :** U67120MH1994PTC081575

**Name of the Company:** HSBC Securities and Capital Markets (India) Private Limited

**Registered Office:** Hongkong Bank Building India Area Management, 5th Floor, 52/60, M. G. Road, Fort, Mumbai - 400001, Maharashtra, India

Name of the Member(s)		
Registered Address:		
E-mail id:		
DP ID		Folio No./ Client ID

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

1.Name	Address	
Email Id	Signature	or failing him
2.Name	Address	
Email Id	Signature	or failing him
3.Name	Address	
Email Id	Signature	or failing him

As my/our proxy to attend and vote (on a poll) for me/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 29 September 2023 at a shorter notice at 52/60, M. G. Road, Fort, Mumbai - 400001, Maharashtra, India at 05.30 p.m. (IST) and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

- 1) To receive, consider and adopt the audited standalone financial statements and consolidated financial statements for the financial year ended 31 March 2023 together with the report of the Board of Directors and Auditor thereon.

Special Business:

- 2) Cancellation of issued share capital but not subscribed.

Signed this .....day of.....2023.  
Signature of Proxy holder(s).....Signature of Shareholder.....

Affix Re.1  
Revenue  
Stamp

Notes:

- 1) This form of proxy in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting.
- 2) A proxy need not be a Member of the Company.

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- 3) A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

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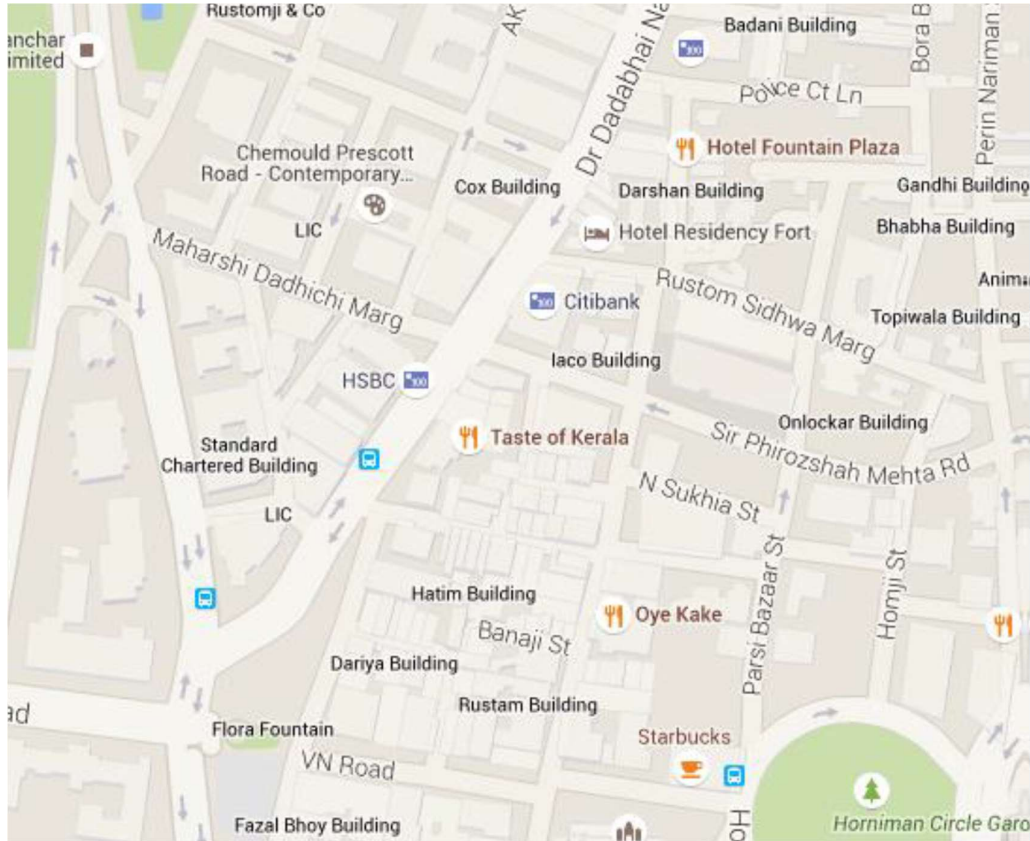
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