

HSBC Securities and Capital Markets (India) Private Limited

CIN No.: U67120MH1994PTC081575

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

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the Members of HSBC Securities and Capital Markets (India) Private Limited (Company) will be held on Wednesday, 03 April 2024 at 03.00 pm (IST) at the registered office of the Company to transact the following business:

SPECIAL BUSINESS:**INCREASE IN THE OVERALL BORROWING LIMITS OF THE COMPANY.**

To consider and if thought fit, to pass with or without modifications the following as a **special resolution**:

“IT IS RESOLVED THAT in supersession of the all the earlier resolutions passed by the Members of the Company and pursuant to provisions of section 180 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014, Memorandum and Articles of Association of the Company and such other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Members is hereby accorded to the Board of Directors and it's Committees, if any, to borrow from time to time any sums of monies not exceeding at any time the sum of INR 20,000 million (Rupees Twenty Thousand Million only) exclusive of interest for the following:

- (i) short-term working capital purpose, from time to time, by borrowing through temporary overdrafts / loans from banks, non-banking finance companies and other financial institutions; and
- (ii) short to long tenure debt by issue of non-convertible debentures, commercial papers, or other eligible instruments, on such terms and conditions as the Board of Directors / any Committee thereof may deem fit.

THAT the Committee of Directors is hereby authorized to approve the raising of funds within the overall borrowing limits of INR 20,000 million (Rupees Twenty Thousand Million only).

THAT any one of the Director is hereby severally authorized to do all such acts, deeds, matters and things as it may in its discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid resolution and further to do all such acts, deeds, and things as may be necessary, proper, desirable, or expedient to give effect to this 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<https://www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market?v222>

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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 Extraordinary General Meeting (EGM) is annexed hereto.
- 3) The notice of the EGM 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 EGM, are requested to write to the Company on or before 29 March 2024 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 EGM, by e-mail before attending EGM, 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

In terms of the provisions of the section 180 of the Companies Act, 2013, a company can borrow an amount exceeding aggregate of its paid up capital and free reserves subject to approval of the Members vide special resolution.

The existing overall borrowing limit is INR 12,000 million and it is now recommended to increase the overall borrowing limits of the Company from INR 12,000 million to INR 20,000 million due to projected growth in business operations and working capital requirements. The proposed borrowing limits requires approval of Members of the Company by special resolution as required under section 180 of the Companies Act, 2013.

The Board of Directors at their meeting held on 19 March 2024 had approved the above borrowing limits subject to approval of Members and recommended to the Members for their approval.

The Board of Directors seek approval of the Members at the ensuing Extraordinary General Meeting of the Company.

None of the Directors are interested, or concerned, financially or otherwise, in the aforesaid resolution.

**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:
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HSBC

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ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING – WEDNESDAY, 03 APRIL 2024 AT 03.00 P.M.

Registered Folio/DP ID & Client ID	
Name and Address of the shareholder(s)	
<p>I/We hereby record my/our presence at the Extraordinary General Meeting of the Company held on Wednesday, 03 April 2024 at 52/60 M G Road, Fort, Mumbai – 400001, Maharashtra, India.</p> <p style="text-align: right;">..... Member's/Proxy's Signature</p> <p>Note: Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall.</p>	

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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) ofshares 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 Extraordinary General Meeting of the Company to be held on Wednesday, 03 April 2024 at 52/60, M. G. Road, Fort, Mumbai - 400001, Maharashtra, India at 03.00 p.m. (IST) and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

Special Resolution.

Increase in the overall borrowing limits of the Company.

Signed this day of.....2024.

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.
- 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.

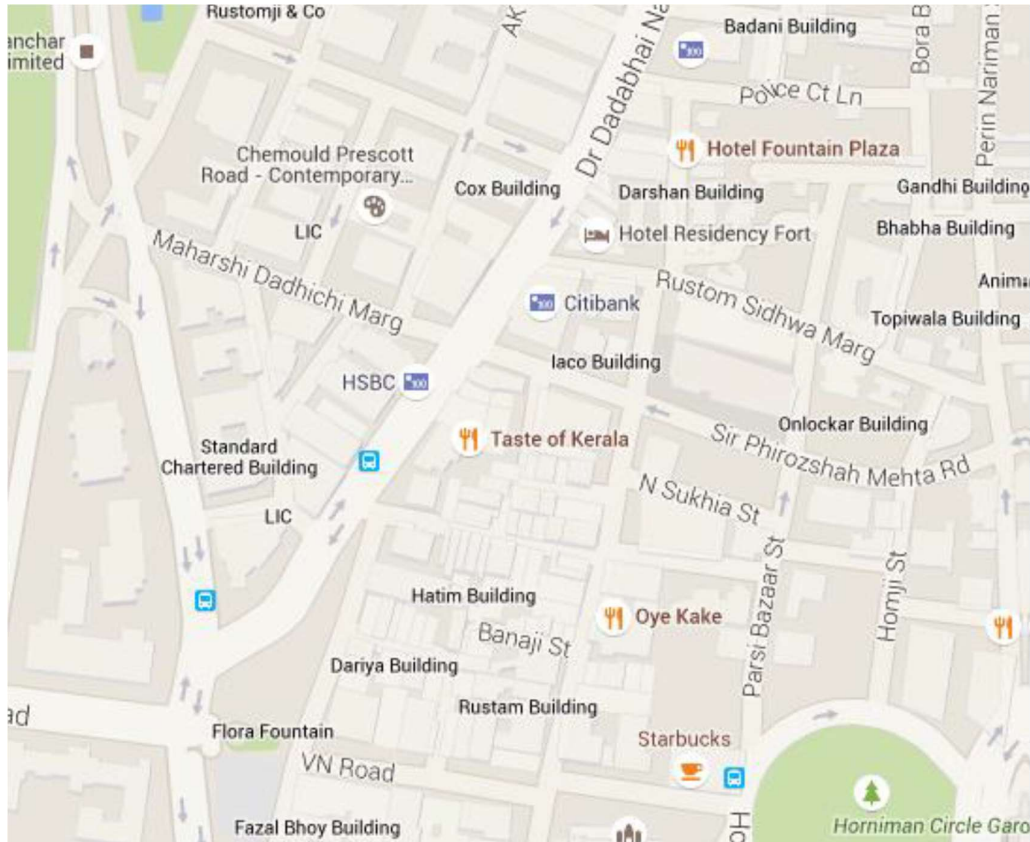
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Route map:**HSBC Securities and Capital Markets (India) Private Limited**

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