BofA SECURITIES INDIA LIMITED

Corporate Identity Number (CIN): U74140MH1975PLC018618
Registered Office: Ground Floor, A Wing, One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051
Tel: +91 22 66328000 • **Fax:** +91 22 66328580
Email ID: dg.secretarial@bofa.com • **Website:** https://business.bofa.com/bofas-india

NOTICE TO MEMBERS

Notice is hereby given that the 51st Annual General Meeting ("AGM") of the Members of BofA Securities India Limited ("Company") will be held on Tuesday, September 29, 2026, at 10:00 a.m. at the Board Room, 17th Floor, A Wing, One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, along with the Reports of the Board of Directors and Auditors thereon.

2. To re-appoint Mr. Manishi Kansal (DIN: 05166146) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

3. To re-appoint Mr. Sudhir Jain (DIN: 08765695) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To approve the appointment of Mr. Mandar Donde (DIN: 11603660), as a Whole-time Director, Key Managerial Personnel of the Company and the remuneration payable to him.

To consider and if deemed fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the relevant rules notified thereunder ("the Act") and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactments thereof, for the time being in force) and pursuant to the relevant clauses of the Articles of Association ("AoA") of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Board, Mr. Mandar Donde (DIN: 11603660), who was appointed as an Additional Director by the Board of Directors with effect from March 13, 2026, who holds office till the date of this Annual General Meeting, in terms of section 161 of the Act and in respect of whom the Company has received notice in writing under section 160 of the Act, from a Member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT in accordance with the provisions of Sections 2(51), 196, 197 and 203 of the Act read with Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Schedule V, including any statutory modification(s) or reenactment(s) thereof, for the time being in force and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Mandar Donde as a Whole-time Director, Key Managerial Personnel of the Company for a period of 3 years with effect from March 13, 2026 till March 12, 2029, and upon terms and conditions, including payment of remuneration as set out hereunder:

1. Salary (range): Rs. 24,000,000 to Rs. 30,000,000 per annum;

2. Performance linked Bonus - Performance linked Bonus as may be determined by the Board in its absolute discretion from time to time based on achievement of such performance parameters as may be laid down by it;

3. Perquisites, allowances including special allowances and other remuneration:

   a) Perquisites such as furnished accommodation or house rent allowance, provision of furnishings and maintenance in respect of such accommodation, use of cars with chauffeur, telephones at residence, mobiles or such other means of communication or reimbursement thereof, medical reimbursement for self and family, club memberships, club fees, leave benefits, leave travel concessions for self and family, personal and medical insurance for self and for family, education benefits, retirement benefits such as provident fund, gratuity etc., in accordance with the schemes and rules applicable to the employees of the Company, from time to time and such other perquisites, allowances including special allowances and other remuneration as the Board may in its absolute discretion determine from time to time. The Board shall have absolute discretion to determine the break-up and quantum of the aforesaid perquisites, allowances including special allowances and other remuneration, from time to time.

   b) Perquisites referred to in (a) above shall not exceed twice the salary mentioned at (1) above. Perquisites shall be valued at actuals, except where such valuation is not possible or practicable; in which case the valuation shall be done as per the rules of valuation under the Income-tax Rules.

   c) Company's contribution to Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on perquisites referred to in (b) above to the extent these, either singly or put together, are not taxable under the Income Tax Act, as applicable from time to time. Gratuity as per applicable rules and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling on perquisites referred to in (b) above.

   d) Mr. Mandar Donde shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.

   e) Mr. Mandar Donde shall be reimbursed all expenses actually and properly incurred by him for the business of the Company.

RESOLVED FURTHER THAT the said appointment shall be subject to the receipt of necessary regulatory approvals, if any;

RESOLVED FURTHER THAT the Board of Directors of the Company be authorized to determine, alter and vary the terms and conditions of remuneration of Mr. Mandar Donde, as it may deem fit in its absolute discretion, from time to time, subject to the provisions of the Act and other applicable rules and regulations;

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites/benefits, including bonus payable to the Directors and Whole-time Director in respect of any financial year shall be in accordance with the provisions of Section 197 and Schedule V of the Act and that in case of no profits or inadequate profits the remuneration payable to Mr. Mandar Donde, shall be subject to consent of the shareholders by a special resolution and such other approvals as may be required under the provisions of Section 197, Schedule V and other applicable provisions of the Act ;

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any question(s)/queries/doubts in connection with the aforesaid resolution and to do all such acts, deeds and things as may be deemed necessary to give full effect to the aforesaid resolution."

5. To approve the appointment of Mr. Amit Shah (DIN: 11786156), as a Whole-time Director, Key Managerial Personnel of the Company and the remuneration payable to him.

To consider and if deemed fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the relevant rules notified thereunder ("the Act") and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactments thereof, for the time being in force) and pursuant to the relevant clauses of the Articles of Association ("AoA") of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Board, Mr. Amit Shah (DIN: 11786156), who was appointed as an Additional Director by the Board of Directors with effect from June 29, 2026, who holds office till the date of this Annual General Meeting, in terms of section 161 of the Act and in respect of whom the Company has received notice in writing under section 160 of the Act, from a Member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED THAT in accordance with the provisions of Sections 2(51), 196, 197 and 203 of the Act read with Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Schedule V, including any statutory modification(s) or reenactment(s) thereof, for the time being in force and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and hereby is accorded to the appointment of Mr. Amit Shah (DIN: 11786156) as a Whole-time Director, Key Managerial Personnel of the Company for a period of 3 years with effect from June 29, 2026 till June 28, 2029 upon terms and conditions, including payment of remuneration as set out hereunder:

1. Salary: In the range of Rs. 21,500,000 to Rs.30,000,000 per annum;
2. Performance linked Bonus: Performance linked Bonus as may be determined by the Board in its absolute discretion from time to time based on achievement of such performance parameters as may be laid down by it;
3. Perquisites, allowances including special allowances and other remuneration:

a) Perquisites such as furnished accommodation or house rent allowance, provision of furnishings and maintenance in respect of such accommodation, use of cars with chauffeur, telephones at residence, mobiles or such other means of communication or reimbursement thereof, medical reimbursement for self and family, club memberships, club fees, leave benefits, leave travel concessions for self and family, personal and medical insurance for self and for family, education benefits, retirement benefits such as provident fund, gratuity etc., in accordance with the schemes and rules applicable to the employees of the Company, from time to time and such other perquisites, allowances including special allowances and other remuneration as the Board may in its absolute discretion determine from time to time. The Board shall have absolute discretion to determine the break-up and quantum of the aforesaid perquisites, allowances including special allowances and other remuneration, from time to time.

b) Perquisites referred to in (a) above shall not exceed twice the salary mentioned at (1) above. Perquisites shall be valued at actuals, except where such valuation is not possible or practicable; in which case the valuation shall be done as per the rules of valuation under the Income-tax Rules.

c) Company's contribution to Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on perquisites referred to in (b) above to the extent these, either singly or put together, are not taxable under the Income Tax Act, as applicable from time to time. Gratuity as per applicable rules and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling on perquisites referred to in (b) above.

d) Mr. Amit Shah shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.

e) Mr. Amit Shah shall be reimbursed all expenses actually and properly incurred by him for the business of the Company.

RESOLVED FURTHER THAT the said appointment shall be subject to the receipt of necessary regulatory approvals, if any;

RESOLVED FURTHER THAT the Board of Directors of the Company be authorized to determine, alter and vary the terms and conditions of remuneration of Mr. Amit Shah, as it may deem fit in its absolute discretion, from time to time, subject to the provisions of the Act and other applicable rules and regulations;

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites/benefits, including bonus payable to the Directors and Whole-time Director in respect of any financial year shall be in accordance with the provisions of Section 197 and Schedule V of the Act and that in case of no profits or inadequate profits the remuneration payable to Mr. Amit Shah, shall be subject to consent of the shareholders by a special resolution and such other approvals as may be required under the provisions of Section 197, Schedule V and other applicable provisions of the Act;

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to settle any question(s)/queries/doubts in connection with the aforesaid resolution and to do all such acts, deeds and things as may be deemed necessary to give full effect to the aforesaid resolution."

6. To approve the re-appointment of Ms. Mitali Ghosh (DIN: 07415888), as Non-Executive Independent Director of the Company.

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

"RESOLVED THAT Ms. Mitali Ghosh (DIN:09184497) who was re-appointed as an Additional Director of the Company with effect from June 15, 2026, holding office upto the date of this Annual General Meeting of the Company, in terms of Section 161 of the Companies Act, 2013 ("the Act") and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactments thereof, for the time being in force) and pursuant to the relevant clauses of the Articles of Association ("AoA") of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Board and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby re-appointed as a Director of the Company, not liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act, Ms. Mitali Ghosh, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, with effect from 15th June 2026 up to 14th June 2031;

RESOLVED FURTHER THAT consequent to expiration of her term as an Independent Director of the Company, she shall also cease to be a Director of the Company;

RESOLVED FURTHER THAT the said appointment shall be subject to the receipt of necessary regulatory approvals, if any;

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby authorized to file the necessary forms/returns and/or documents with Ministry of Corporate Affairs and such other Regulatory Authorities as may be required in this regard and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

By Order of the Board of Directors
For **BofA SECURITIES INDIA LIMITED**

Sd/-

SHERVIN PUROHIT

COMPANY SECRETARY
(Membership No. A18916)

Date: July 23, 2026
Place: Mumbai

Registered Office:
Ground Floor, A Wing, One BKC, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai 400 051
CIN: U74140MH1975PLC018618
Website: https://business.bofa.com/bofas-india
Email ID: dg.secretarial@bofa.com

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder and the additional information pursuant to Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto and forms part of the Notice.

2. In accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA), the Annual Report 2025-26 and this Notice are being sent only through electronic mode to those Members who have registered their email addresses with the Company/Registrar and Share Transfer Agents – MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) / Depository Participants. The Members will be entitled to a physical copy of the Annual Report 2025-26 and this Notice, free of cost, upon sending a request to the Company or to MUFG Intime India Private Limited. The Members may note that the Annual Report 2025-26 and this Notice can also be accessed on the Company's website at https://business.bofa.com/in/en/about-us/corporate-governance.html.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**

4. The instrument appointing a proxy must be deposited, either in person or through post, with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. Corporate Members intending to send their authorized representative(s), to attend the Meeting in terms of section 113 of the Act, are requested to send to the Company a certified true copy of the relevant Board Resolution, together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution, to attend and vote, on its behalf, at the Meeting.

5. A person appointed as a proxy shall act on behalf of such number of Member(s), not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company, carrying voting rights. Further, a Member holding more than 10% of the total share capital of the Company, carrying voting rights, may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or shareholder.

6. Members/Proxies/Representatives are requested to fill in the Attendance Slip for attending the Meeting and bring the same to the Meeting.

7. The Statutory Registers maintained under the Act would be available for inspection by the Members at the Meeting.

8. 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. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company, on all working days except Saturdays, Sundays, and public holidays between 11:00 a.m. to 5:00 p.m., up to the date of the Annual General Meeting, at the venue of the Meeting.

9. Members are requested to send all their queries to the Company Secretary, BofA Securities India Limited, at the Registered Office of the Company, at least 2 working days in advance of the date of the Meeting.

10. The communication address of our Registrar and Share Transfer Agents - MUFG Intime India Private Limited is as follows:

    MUFG lntime India Private Limited
    C-101, Embassy 247, LBS Marg,
    Vikhroli (West),
    Mumbai 400 083
    Tel +91 8108116767, Fax +91 22 49186060
    Email: investor.helpdesk@in.mpms.mufg.com
    investor.helpdesk@in.mpms.mufg.com

11. Members are requested to register/update their KYC details including Permanent Account Number, postal address, email address, contact details, bank details, etc. by intimating:

    i. their respective Depository Participant, in respect of shares held in dematerialized form, quoting the Client ID/DP ID, in all correspondence;

    ii. MUFG Intime India Private Limited, in respect of their physical shares, if any, quoting folio number, in all correspondence. Members are encouraged to dematerialize their physically held shares in line with the relevant MCA circulars.

12. Route map to the venue of the Meeting is provided in the Notice.

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

As required under section 102 of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned under item number 4, 5 and 6 of this Notice.

Item No. 4: To approve the appointment of Mr. Mandar Donde (DIN: 11603660), as a Whole Time Director and Key Managerial Personnel of the Company and the remuneration payable to him:

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, at its Meeting held on March 13, 2026, appointed Mr. Mandar Donde (DIN: 11603660) as a Whole-time Director, Key Managerial Personnel of the Company, pursuant to the provisions of Sections 2(51), 196, 197, 203 of the Companies Act, 2013 ("the Act") read with Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Schedule V including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other applicable provisions, if any, of the Act, for a period of 3 years, with effect from March 13, 2026 till March 12, 2029, subject to the approval of the Members of the Company.

The terms and conditions of appointment and remuneration payable to Mr. Mandar Donde are detailed hereunder:

1. Salary (range): Rs. 24,000,000 to Rs. 30,000,000 per annum.
2. Performance linked Bonus - Performance linked Bonus as may be determined by the Board in its absolute discretion from time to time based on achievement of such performance parameters as may be laid down by it.
3. Perquisites, allowances including special allowances and other remuneration:
    a) Perquisites such as furnished accommodation or house rent allowance, provision of furnishings and maintenance in respect of such accommodation, use of cars with chauffeur, telephones at residence, mobiles or such other means of communication or reimbursement thereof, medical reimbursement for self and family, club memberships, club fees, leave benefits, leave travel concessions for self and family, personal and medical insurance for self and for family, education benefits, retirement benefits such as provident fund, gratuity etc., in accordance with the schemes and rules applicable to the employees of the Company, from time to time and such other perquisites, allowances including special allowances and other remuneration as the Board may in its absolute discretion determine from time to time. The Board shall have absolute discretion to determine the break-up and quantum of the aforesaid perquisites, allowances including special allowances and other remuneration, from time to time.
    b) Perquisites referred to in (a) above shall not exceed twice the salary mentioned at (1) above. Perquisites shall be valued at actuals, except where such valuation is not possible or practicable; in which case the valuation shall be done as per the rules of valuation under the Income-tax Rules.
    c) Company's contribution to Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on perquisites referred to in (b) above to the extent these, either singly or put together, are not taxable under the Income Tax Act, as applicable from time to time. Gratuity as per applicable rules and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling on perquisites referred to in (b) above.
    d) Mr. Mandar Donde shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.
    e) Mr. Mandar Donde shall be reimbursed all expenses actually and properly incurred by him for the business of the Company.

Mr. Mandar Donde is not disqualified from being appointed as a Director in terms of section 164 of the Act and has furnished relevant information/ declarations for his appointment as prescribed under the Act and the Rules made thereunder. The details of Mr. Mandar Donde, as prescribed under Secretarial Standard-2 on General Meetings, is annexed to the Notice by way of Annexure I.

In terms of section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Mandar Donde for the office of a Director. Mr. Mandar Donde has consented to act as Director of the Company, subject to appointment by the Members.

Except Mr. Mandar Donde and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of the Company believes that the Company would be immensely benefitted from the appointment of Mr. Mandar Donde as a Whole-time Director, Key Managerial Personnel of the Company and therefore recommends the ordinary resolution at Item No. 4 for approval by the Members of the Company.

Item No. 5: To approve the appointment of Mr. Amit Shah (DIN: 11786156), as a Whole Time Director and Key Managerial Personnel of the Company and the remuneration payable to him:

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, at its Meeting held on June 29, 2026, appointed Mr. Amit Shah (DIN: 11786156) as a Whole-time Director, Key Managerial Personnel of the Company, pursuant to the provisions of Sections 2(51), 196, 197, 203 of the Companies Act, 2013 ("the Act") read with Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Schedule V including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other applicable provisions, if any, of the Act, for a period of 3 years, with effect from June 29, 2026 till June 28, 2029, subject to the approval of the Members of the Company.

The terms and conditions of appointment and remuneration payable to Mr. Amit Shah are detailed hereunder:

1. Salary: In the range of Rs. 21,500,000 to Rs.30,000,000 per annum;
2. Performance linked Bonus: Performance linked Bonus as may be determined by the Board in its absolute discretion from time to time based on achievement of such performance parameters as may be laid down by it;
3. Perquisites, allowances including special allowances and other remuneration:
    a) Perquisites such as furnished accommodation or house rent allowance, provision of furnishings and maintenance in respect of such accommodation, use of cars with chauffeur, telephones at residence, mobiles or such other means of communication or reimbursement thereof, medical reimbursement for self and family, club memberships, club fees, leave benefits, leave travel concessions for self and family, personal and medical insurance for self and for family, medical insurance, education benefits, retirement benefits such as provident fund, gratuity etc., in accordance with the schemes and rules applicable to the employees of the Company, from time to time and such other perquisites, allowances including special allowances and other remuneration as the Board may in its absolute discretion determine from time to time. The Board shall have absolute discretion to determine the break-up and quantum of the aforesaid perquisites, allowances including special allowances and other remuneration, from time to time.
    b) Perquisites referred to in (a) above shall not exceed twice the salary mentioned at (1) above. Perquisites shall be valued at actuals, except where such valuation is not possible or practicable; in which case the valuation shall be done as per the rules of valuation under the Income-tax Rules.
    c) Company's contribution to Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on perquisites referred to in (b) above to the extent these, either singly or put

together, are not taxable under the Income Tax Act, as applicable from time to time. Gratuity as per applicable rules and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling on perquisites referred to in (b) above.

d) Mr. Amit Shah shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.

e) Mr. Amit Shah shall be reimbursed all expenses actually and properly incurred by him for the business of the Company.

Mr. Amit Shah is not disqualified from being appointed as a Director in terms of section 164 of the Act and has furnished relevant information/ declarations for his appointment as prescribed under the Act and the Rules made thereunder. The details of Mr. Amit Shah, as prescribed under Secretarial Standard-2 on General Meetings, is annexed to the Notice by way of Annexure I.

In terms of section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Amit Shah for the office of a Director. Mr. Amit Shah has consented to act as Director of the Company, subject to appointment by the Members.

Except Mr. Amit Shah and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of the Company believes that the Company would be immensely benefitted from the appointment of Mr. Amit Shah as a Whole-time Director, Key Managerial Personnel of the Company and therefore recommends the ordinary resolution at Item No. 5 for approval by the Members of the Company.

Item No. 6 : Re-appointment of Ms. Mitali Ghosh as an Independent Director:

Ms. Mitali Ghosh (DIN: 09184497) was appointed as an Independent Director of the Company for a period of 5 years with effect from June 15, 2021 upto June 14, 2026.

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), re-appointed Ms. Mitali Ghosh (DIN: 09184497), as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) years, with effect from June 15, 2026 up to June 14, 2031, in accordance with the provisions of section 149 read with Schedule IV to the Companies Act, 2013 ("the Act").

In terms of section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Ms. Mitali Ghosh for the office of a Director. Ms. Mitali Ghosh has consented to act as Director of the Company, subject to appointment by the Members and has given her declaration to the Board that, she meets the criteria for independence, as provided under section 149(6) of the Act.

Ms. Mitali Ghosh is not disqualified from being appointed as a Director in terms of section 164 of the Act. Further, she has complied with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Ms. Mitali Ghosh fulfils the conditions specified under the Act, read with Rules thereunder for her appointment as an Independent Non-executive Director of the Company and is independent of the management. The terms and conditions of the appointment of Independent Directors would be made available for inspection to the Members at the website of the Company.

In compliance with the provisions of section 149, read with Schedule IV to the Act and other applicable regulations, the appointment of Ms. Mitali Ghosh, as an Independent Director for 5 (five) years, from June 15, 2026 upto June 14, 2031, is now placed for the approval of the Members by a Special Resolution.

The details of Ms. Mitali Ghosh, as prescribed under Secretarial Standards 2 on General Meetings is annexed to the Notice by way of Annexure I.

Except Ms. Mitali Ghosh and her relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Following the performance evaluation of Ms. Ghosh and considering the significant contributions made by her during her tenure as an Independent Director, as well as the belief that her continued association would be beneficial to the Company, the Board recommends the Special Resolution set out in Item No. 6 for approval by the Members of the Company.

ANNEXURE I – ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2 TO 6

Details of Directors pursuant to Secretarial Standard – 2 on General Meetings

Item No. 2

Name	Mr. Manishi Kansal
Age	57 Years
Qualifications	B.Com (H), Delhi University Chartered Accountant
Experience	33 Years
Terms and Conditions of Appointment/ Re-appointment	Re-appointment by rotation
Remuneration sought to be paid	Nil
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	December 18, 2023
Details of Shareholding in the Company	Nil
Details of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Board Meetings attended during the year	6/6
Directorship in other companies excluding Directorship in private and section 8 companies as on March 31, 2026	Nil
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other companies in which he is a Director excluding private and section 8 companies as on March 31, 2026	Nil

Item No. 3

Name	Mr. Sudhir Jain
Age	54 years
Qualifications	Post – graduate diploma in management from the Indian Institute of Management, Calcutta Bachelor of Engineering
Experience	31 years
Terms and Conditions of Appointment/ Re-appointment	Re-appointment by rotation
Remuneration sought to be paid	Nil
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	July 24, 2020
Details of Shareholding in the Company	Nil
Details of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None

Number of Board meetings attended during the year	4/6
Directorship in other companies excluding Directorship in private and section 8 companies as on March 31, 2026	Nil
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other companies in which he is a Director excluding private and section 8 companies as on March 31, 2026	Nil

Item No. 4

Name	Mr. Mandar Donde
Age	52 Years
Qualifications	Bachelor's degree in Chemical Engineering, Bath University, UK MBA from the Simon Business School
Experience	26 Years
Terms and Conditions of Appointment/ Re-appointment	Appointment as a Whole-time Director, Key Managerial Personnel for a period of 3 years, with effect from March 13, 2026 till March 12, 2029
Remuneration sought to be paid	As mentioned in Resolution no. 4
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	March 13, 2026
Details of Shareholding in the Company	Nil
Details of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Board Meetings attended during the year	1/1
Directorship in other companies excluding Directorship in private and section 8 companies as on March 31, 2026	Nil
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other companies in which he is a Director excluding private and section 8 companies as on March 31, 2026	Nil

Item No. 5

Name	Mr. Amit Shah
Age	44 years
Qualifications	Bachelor's in Commerce, Chartered Accountant
Experience	22 Years
Terms and Conditions of Appointment/ Re-appointment	Appointment as a Whole-time Director, Key Managerial Personnel for a period of 3 years, with effect from June 29, 2026 till June 28, 2029
Remuneration sought to be paid	As mentioned in Resolution no. 5
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	June 29, 2026
Details of Shareholding in the Company	Nil
Details of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Board Meetings attended during the year	NA
Directorship in other companies excluding Directorship in private and section 8 companies as on March 31, 2026	Nil
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other companies in which he is a Director excluding private and section 8 companies as on March 31, 2026	Nil

Item No. 6

Name	Ms. Mitali Ghosh
Age	57 years
Qualifications	Post Graduate diploma in management from the Indian Institute of Management, Ahmedabad and Bachelor of Commerce (Honors) from Delhi University
Experience	28 years
Terms and Conditions of Appointment/ Re-appointment	Non-Executive Independent Director, not liable to retire by rotation Re-appointment as an Independent Director for a period of five years
Remuneration sought to be paid	Sitting fees Rs. 1,00,000/- for every Board Meeting Rs. 50,000/- for every Committee Meeting
Remuneration last drawn	Rs. 12,00,000 sitting fees
Date of first appointment on the Board	June 15, 2021
Details of Shareholding in the Company	Nil
Details of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Board Meetings attended during the year	6/6
Directorship in other companies excluding Directorship in private and section 8 companies as on March 31, 2026	Nil
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other companies in which he is a Director excluding private and section 8 companies as on March 31, 2026	Nil

By Order of the Board of Directors

For **BofA SECURITIES INDIA LIMITED**

Sd/-
SHERVIN PUROHIT
COMPANY SECRETARY
(Membership No. A18916)

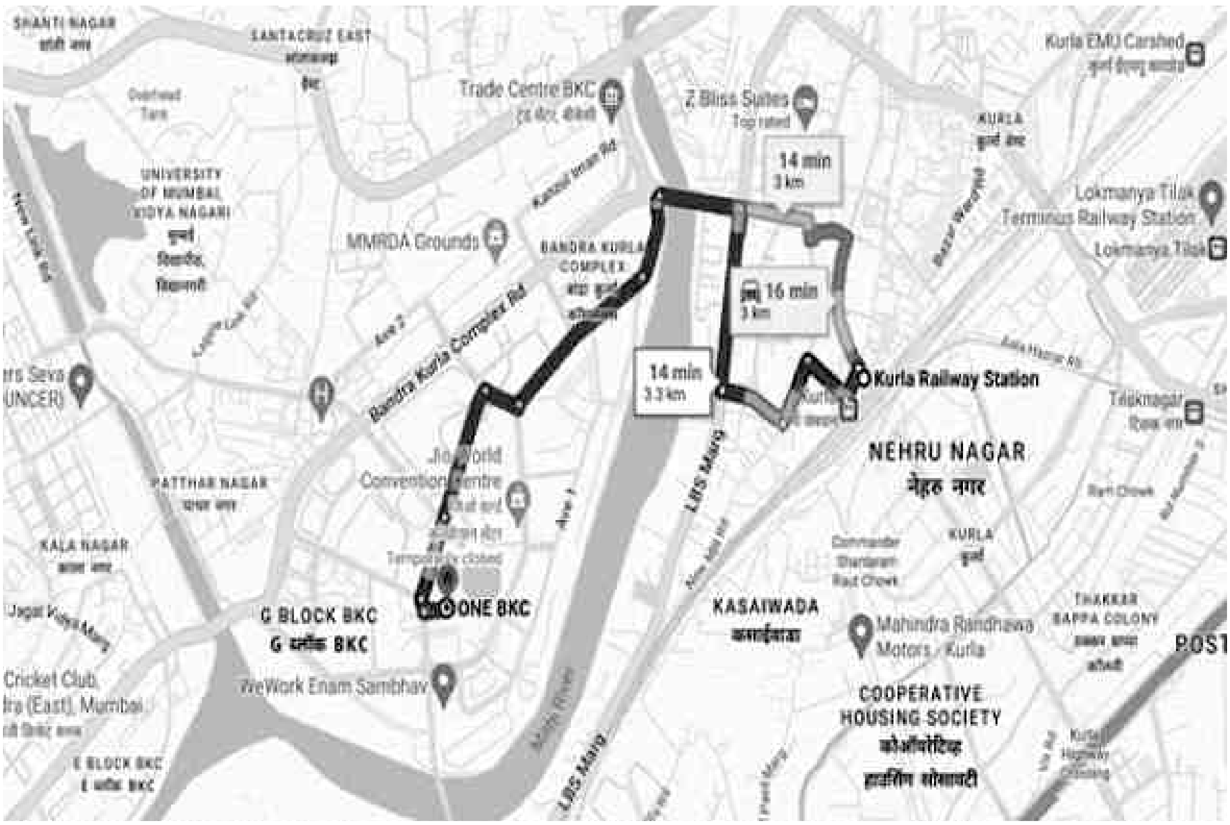
Date: July 23, 2026
Place: Mumbai

Registered Office:
Ground Floor, A Wing, One BKC, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai 400 051
CIN: U74140MH1975PLC018618
Website: https://business.bofa.com/bofas-india
Email ID: dg.secretarial@bofa.com

ROUTE MAP TO THE VENUE OF THE MEETING

One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051

From Kurla Station



BofA SECURITIES

ROUTE MAP TO THE VENUE OF THE MEETING

One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051

From Bandra Station

BofA SECURITIES INDIA LIMITED

Corporate Identity Number (CIN): U74140MH1975PLC018618
Registered Office: Ground Floor, A Wing, One BKC, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
Tel: +91 22 66328000 ● **Fax:** +91 22 66328580
Email ID: dg.secretarial@bofa.com ● **Website:** https://business.bofa.com/bofas-india

ATTENDANCE SLIP

51ST ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 29, 2026

Reg. Folio No:	DP ID:	Client ID:

I/We certify that I am a Registered Member/Authorized Representative/Proxy holder of the Registered Member of the Company. I/We hereby record my/our presence at the 51st ANNUAL GENERAL MEETING of the Company being held at the 17th Floor, Board Room, A Wing, One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 on Tuesday, September 29, 2026, at 10:00 a.m.

Name of the Shareholder:____________________ Signature:____________

Name of the Proxy holder/
Authorized Representative:____________________ Signature:____________

Notes:

1. DP ID & Client ID shall be applicable for shareholders holding share in dematerialized form.
2. Please complete the attendance slip and hand it over, duly signed, at the entrance of the meeting venue.

BofA SECURITIES

BofA SECURITIES INDIA LIMITED

Corporate Identity Number (CIN): U74140MH1975PLC018618
Registered Office: Ground Floor, A Wing, One BKC, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
Tel: +91 22 66328000 ● **Fax:** +91 22 66328580
Email ID: dg.secretarial@bofa.com ● **Website:** https://business.bofa.com/bofas-india

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]

Name of the Member(s): ______________________________

Registered Address: ______________________________

______________________ E-mail ID: ______________________

Folio No./Client ID: ______________________ DP ID: ______________________

I/We, being the member(s) of _____shares of the above named Company, hereby appoint;

1. Name: ______________________ E-mail ID: ______________________

   Address: ______________________________

   ______________________ Signature: ______________________ , or failing him/her

2. Name: ______________________ E-mail ID: ______________________

   Address: ______________________________

   ______________________ Signature: ______________________ , or failing him/her

3. Name: ______________________ E-mail ID: ______________________

   Address: ______________________________

   ______________________ Signature: ______________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting of the Company to be held on Tuesday, September 29, 2026 at 10:00 a.m. at 17th Floor, Board Room, A Wing, One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026 along with the Reports of the Board of Directors and Auditors thereon.		
2.	To re-appoint Mr. Manishi Kansal (DIN: 05166146) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To re-appoint Mr. Sudhir Jain (DIN: 08765695) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.		
SPECIAL BUSINESS			
4.	To approve the appointment of Mr. Mandar Donde (DIN: 11603660), as a Whole-time Director, Key Managerial Personnel of the Company and the remuneration payable to him.		
5.	To approve the appointment of Mr. Amit Shah (DIN: 11786156), as a Whole-time Director, Key Managerial Personnel of the Company and the remuneration payable to him.		
6.	To approve the re-appointment of Ms. Mitali Ghosh (DIN: 07415888), as an Non-Executive Independent Director of the Company.		

Signed this ________ day of __________ , 2026

Signature of Shareholder: ____________________________

Signature of Proxy holder(s): __________________________

Affix Revenue Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.