

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 48th Annual General Meeting ("AGM") of the Members of BofA Securities India Limited ("Company") will be held on Wednesday, September 27, 2023, 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, 2023, along with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Asit Bhatia (DIN: 05112750) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Mr. Arbind Maheswari (DIN: 07415888) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To approve the appointment of Mr. Viral Damania (DIN: 09822752), as Non-Executive Director of the Company:

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 ("Act") and any other applicable laws (including statutory amendments, modifications, variations or re-enactments thereto, 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. Viral Damania (DIN: 09822752), who was appointed as an Additional Director by the Board of Directors with effect from March 24, 2023, in the category of "Non-Executive Director", who holds office till the date of this Annual General Meeting, in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Director(s) of the Company or the Company Secretary, be and are hereby severally authorized to file the necessary forms with the Registrar of Companies/any other Regulator and to do all such acts, deeds and things as may be necessary and expedient to give effect to substitute with this resolution.”

By Order of the Board of Directors

For **BofA SECURITIES INDIA LIMITED**

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

Date : July 24, 2023
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>

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 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. **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. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
3. 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 Companies Act, 2013, 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.
4. 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.
5. Members/Proxies/Representatives are requested to fill in the Attendance Slip for attending the Meeting and bring the same to the Meeting.
6. The Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts and Arrangements with Related Parties in which Directors are interested and Register of Proxies would be available for inspection by the Members at the Meeting.
7. 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.
8. 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.

9. The communication address of our Registrar and Share Transfer Agents - Link Intime India Private Limited is as follows:
C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400083.
Tel: +91 22 49186270, Fax: +91 22 49186060
E-mail: rnt.helpdesk@linkintime.co.in
10. Members are requested to immediately intimate any change of their registered address:
 - i. to their respective Depository Participant, in respect of shares held in dematerialized form, quoting the Client ID/DP ID, in all correspondence;
 - ii. to Link Intime India Private Limited, in respect of their physical shares, if any, quoting folio number, in all correspondence.
11. 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 of this Notice.

Item No. 4:

To approve the appointment of Mr. Viral Damania (DIN: 09822752), as Non-Executive Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors at its Meeting held on March 24, 2023, appointed Mr. Viral Damania, as an Additional Director, with effect from March 24, 2023, in the category of 'Non-Executive Director', pursuant to section 161 of the Companies Act, 2013 ("the Act"), and holds office upto this Annual General Meeting.

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. Viral Damania for the office of a Director. Mr. Viral Damania is not disqualified from being appointed as 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 brief profile of Mr. Viral Damania, in terms the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India ('ICSI'), is annexed to this Notice. As on the day of this Notice, Mr. Viral Damania holds one equity share of the Company, including on a beneficial basis for any other person and is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board recommends passing of the Ordinary Resolution, as set out at item number 4 of this Notice, for approval of the Members.

Except Mr. Viral Damania, none of the Directors or the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

ANNEXURE I – ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2, 3, and 4

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

Item No. 2

| | |
|--|--|
| Name | Mr. Asit Bhatia |
| Age | 59 Years |
| Qualifications | Chartered Accountant and Bachelor of Commerce from University of Mumbai |
| Experience | 35 Years |
| Terms and Conditions of Appointment/ Re-appointment | Re-appointment by rotation |
| Remuneration sought to be paid | As approved by the shareholders at the Annual General Meeting held on September 30, 2021 |
| Remuneration last drawn | Rs. 4.89 crores |
| Date of first appointment on the Board | November 25, 2011 |
| 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 | 4/5 |
| Directorship in other companies excluding Directorship in private and section 8 companies as on March 31, 2023 | 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, 2023 | Nil |

Item No. 3

| | |
|--|--|
| Name | Mr. Arbind Maheswari |
| Age | 46 Years |
| Qualifications | Certified Financial Analyst and Post Graduate Diploma in Management, Indian Institute of Management, Bangalore |
| Experience | 23 Years |
| Terms and Conditions of Appointment/ Re-appointment | Re-appointment by rotation |

| | |
|--|--|
| Remuneration sought to be paid | As approved by the shareholders at the Annual General Meeting held on September 30, 2021 |
| Remuneration last drawn | Rs. 6.8 crores |
| Date of first appointment on the Board | January 25, 2016 |
| 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 | 4/5 |
| Directorship in other companies excluding Directorship in private and section 8 companies as on March 31, 2023 | 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, 2023 | Nil |

Item No. 4

| | |
|---|---|
| Name | Mr. Viral Damania |
| Age | 49 years |
| Qualifications | Chartered Accountant and Bachelor of Commerce |
| Experience | 25 Years |
| Terms and Conditions of Appointment/ Re-appointment | Appointment as a Non-Executive Director, liable to retire by rotation |
| Remuneration sought to be paid | Nil |
| Remuneration last drawn | Not Applicable |
| Date of first appointment on the Board | March 24, 2023 |
| Details of Shareholding in the Company | 1 |
| Details of relationship with other Directors, Manager and other Key Managerial Personnel of the Company | None |
| Number of Board meetings attended during the year | Not Applicable. |

| | |
|--|-----|
| Directorship in other companies excluding Directorship in private and section 8 companies as on March 31, 2023 | 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, 2023 | Nil |

By Order of the Board of Directors

For **BofA SECURITIES INDIA LIMITED**

Sd/-

SHERVIN PUROHIT
COMPANY SECRETARY

(Membership No. A18916)

Date: July 24, 2023

Place: Mumbai

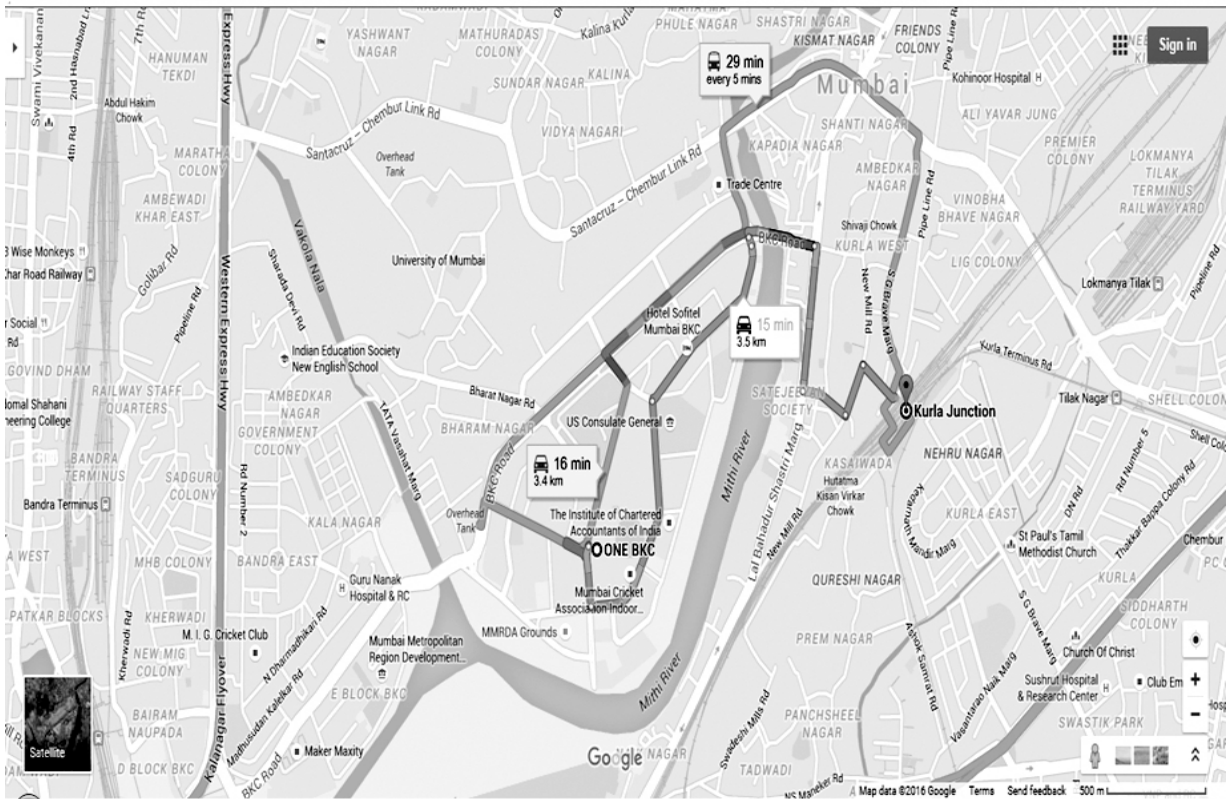
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CIN: U74140MH1975PLC018618
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ROUTE MAP TO THE VENUE OF THE MEETING

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

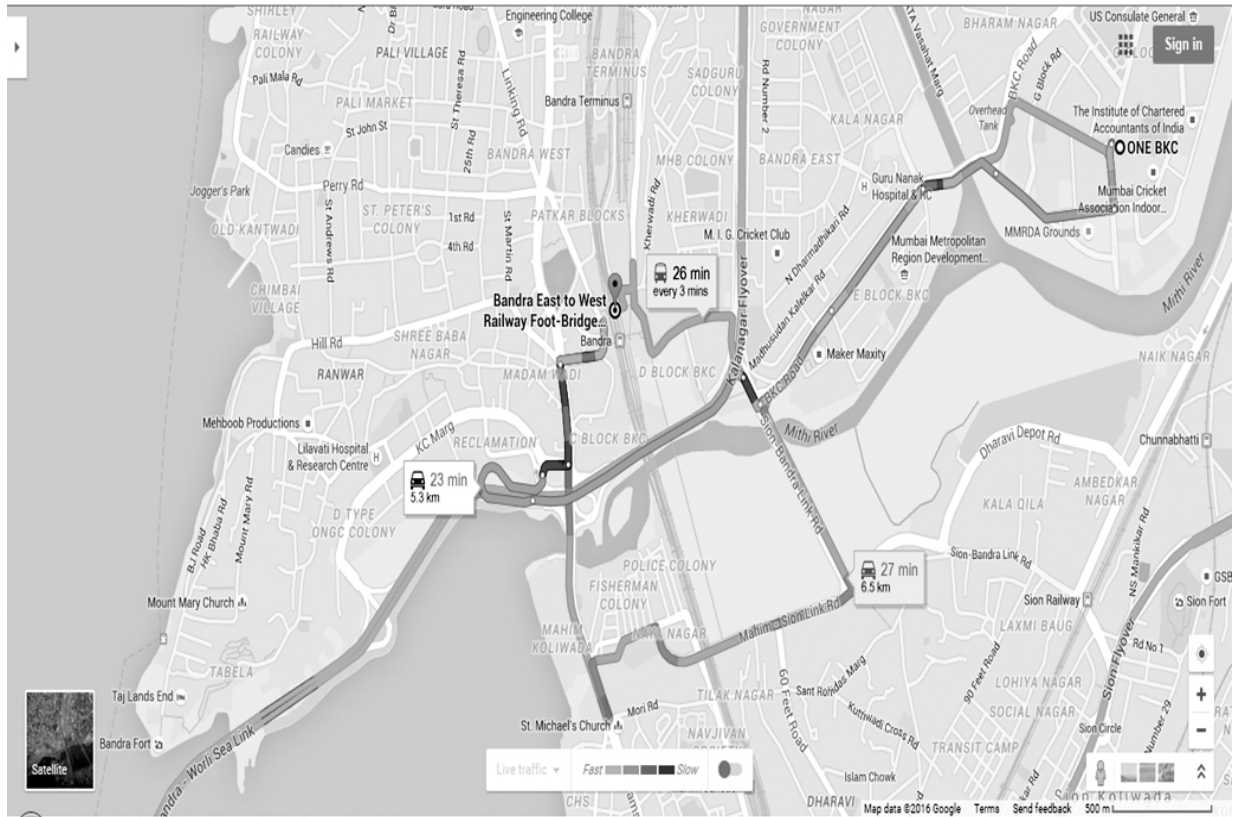
From Kurla Station



ROUTE MAP TO THE VENUE OF THE MEETING

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

From Bandra Station



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ATTENDANCE SLIP

48TH ANNUAL GENERAL MEETING ON WEDNESDAY, SEPTEMBER 27, 2023

| | | |
|----------------|--------|------------|
| 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 48th 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 Wednesday, September 27, 2023 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.

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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]

| |
|---|
| 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: _____

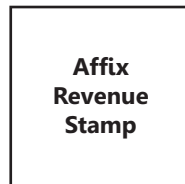
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 48th Annual General Meeting of the Company to be held on Wednesday, September 27, 2023 at 10:00 a.m. at 17th Floor, Board Room, A Wing, One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 and at any 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, 2023 along with the Reports of the Board of Directors and Auditors thereon. | | |
| 2. | To re-appoint Mr. Asit Bhatia (DIN: 05112750), Director who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment. | | |
| 3. | To re-appoint Mr. Arbind Maheswari (DIN: 07415888), Director who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment. | | |
| SPECIAL BUSINESS | | | |
| 4. | To approve the appointment of Mr. Viral Damania (DIN: 09822752), as Non-Executive Director of the Company. | | |

Signed this _____ day of _____, 2023

Signature of Shareholder: _____

Signature of Proxy holder(s): _____



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.