

NOTICE

NOTICE is hereby given that the **TWENTY FOURTH ANNUAL GENERAL MEETING** of the members of **SHAREKHAN.COM INDIA PRIVATE LIMITED** will be held on **Tuesday, September 17, 2024** at **1:40 p.m.** through video conferencing (VC) or other audio-visual means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of Accounts for the year ended 31st March 2024 and the Balance Sheet as on that date along with the Reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Rajesh Vora (DIN: 07030197), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

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

To regularise the appointment of Mr. Gaurav Dua (DIN: 06772209) as Director of the Company:

“RESOLVED THAT based on the recommendation of the Board of Directors and pursuant to the provisions of Section 152 read with Section 161 and other applicable provisions, if any read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification(s), or amendment or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013, Mr. Gaurav Dua (DIN: 06772209), who was appointed as an Additional Director (Non-Executive Category) of the Company with effect from March 28, 2024 and whose term of office shall expire at the conclusion of this i.e. 24th Annual General Meeting of the Company and for the appointment of whom the Company had received a notice in writing from a shareholder proposing his candidature for the office of the Director in terms of Section 160(1) of the Act, and who holds office as such up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company who shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors/ Chief Executive Officer/ Chief Financial Officer and/ or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT a certified copy of the above resolution, be issued, under the signature of any of the Directors/ Chief Executive Officer/ Chief Financial Officer and/ or 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 a **Special Resolution:**

To approve the appointment of and payment of remuneration to Mr. Rajesh Vora (DIN: - 07030197) as C.E.O. and Executive Director:

“RESOLVED THAT pursuant to applicable provisions of Section 196 of the Companies Act 2013 (hereinafter referred to as “the Act”) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company in this regard and in accordance with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Rajesh Vora (DIN: 07030197) as an Executive Director & CEO of the Company commencing from December 14, 2023 for a period of 5 consecutive years and such appointment shall be subject to retirement by rotation.”

“RESOLVED FURTHER THAT subject to the applicable provisions of Section 197 and Section 198 of the Companies Act 2013 (hereinafter referred to as “the Act”) read with Schedule V of the Act and other applicable provision, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Board of Directors of the company in this regard, considering the inadequate profit of the Company for the Financial year 2023-24; the Members of the Company do hereby accord their consent for the payment of annual remuneration to Mr. Rajesh Vora (DIN: 07030197) as an Executive Director

and CEO of the Company (including the annual performance incentive and increment and actual remuneration) shall not exceed the aggregate amount of Rs. 3 (Three) crore per annum and on the terms and conditions as under:

Term: Five years commencing from 14th December 2023.

Remuneration and perquisites:

A. Salary:

- (i) For the period from December 14, 2023 till March 31, 2024: Actual payment of any remuneration made by the Company to Mr. Rajesh Vora as agreed between the Board of Directors and him;
- (ii) For the period from April 1, 2024 till December 13, 2026: Base salary up to Rs. 6,04,621/- per month, (as mentioned in **Annexure A**, as stated below) with effect from April 1, 2024, subject to an annual increment, as determined by Sharekhan Group HR team.

B. Perquisites:

Provided according to the terms agreed upon between Mr. Rajesh Vora and the Company without limitation would include the following: -

- (i) Reimbursement as per the rules of the Company;
- (ii) Payment of insurance under Group Mediclaim Insurance Policy, Group Insurance Policy and other appropriate insurance coverage for the benefit of Mr. Rajesh Vora, as per Company policy.
- (iii) Other perquisites and such other benefits agreed upon in the employment contract with the Group, and as may be approved by the Sharekhan Group HR team, from time to time.

C. Performance Bonus: Such remuneration by way of performance-based rewards / incentives, in addition to the above salary and perquisites, as may be determined by the Sharekhan Group HR team, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013 and overall limit as approved in the aforesaid resolution.

D. Retirement Benefits: Contribution to Provident Fund, Gratuity and Super-annuation as per the rules of the Company.

E. Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year during his tenure or if the Company has no profits or its profits are inadequate and the remuneration payable as determined by the Board of Director(s), as the case may be, is higher than the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, then the remuneration payable to Mr. Rajesh Vora (DIN: 07030197), Executive Director & CEO by way of salary, performance bonus and perquisites shall be paid at the same substantive level as given hereinabove.”

“RESOLVED FURTHER THAT any One of the Directors/ Chief Financial Officer and/ or Company Secretary of the Company be- and are hereby severally authorized to sign and file the necessary e-form(s), if any, for the intimation of the above-mentioned re-designation of Director and finalization of terms of his remuneration on MCA website/ portal and to do all such acts, deeds and things which may be expedient or desirable for giving effect to this resolution.”

“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 and/ or Company Secretary of the Company, be furnished to such persons, parties or authorities as may be required from time to time.”

Annexure A:

Employee Name:	Mr. Rajesh Vora	
Components	Per Month	Per Annum
Base salary	Rs. 6,04,621	Rs. 72,55,452
Other Benefits:		
1. Performance Linked Variable Bonus: As per Company Policy.		
2. Employer contribution towards provident fund will be 12% on Basic Salary.		
Gratuity (4.81% on Basic Salary)		
Annual Leaves: 25 days for each calendar year.		

Sd/-
Satish Nagda
Director
DIN – 07949514

Date: May 21, 2024

Place: Mumbai

Registered Office:

The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West) Mumbai 400028, Maharashtra, India

CIN: U80904MH2000PTC126954

Tel No.: - 022 - 6750 2000

Fax No.: - 022 - 2432 7343

Email Id: - companysecretarial@sharekhan.com

Website: <https://sharekhaneducation.com>

NOTES:

1. The Ministry of Corporate Affairs ('MCA') permitted conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the MCA vide its General Circular No. 3/2022 dated 05th May, 2022, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 08th December, 2021 General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 (*collectively referred to as 'MCA Circulars'*) has prescribed the procedures and manner of conducting the AGM 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 24th AGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the AGM through VC/OAVM only.
2. Pursuant to the Circular No. 14/2020 dated 08th 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 AGM 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 AGM 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 Annual General Meeting (AGM) of the Company are requested to confirm their attendance along with the location during the meeting through video conferencing.
6. All the relevant documents referred to in this AGM Notice etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents available electronically for inspection of the members at the AGM shall be made available to the members from whom request is received through registered e-mail address of the Company.
7. 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 Annual General Meeting is annexed hereto and forms part of this report.

8. 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”).
9. The notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the AGM will also be available on the Company’s website www.sharekhaneducation.com.
10. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered email id e-mail address: companysecretarial@sharekhan.com at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
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.
12. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Instructions for members for attending the AGM through VC/OAVM are as under:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through personal system. Members may access the same at Webex portal. The link for VC/OAVM will be shared by the company via email.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretarial@sharekhan.com. The same will be replied by the Company suitably.

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

Item 3:

Mr. Gaurav Dua (DIN: 06772209), who was appointed as an Additional Director (Non-Executive Category) of the Company with effect from March 28, 2024, pursuant to the approval of the Board of Directors till the conclusion of this i.e. 24th Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from one of the shareholders i.e. Sharekhan BNP Paribas Financial Services Limited signifying its intention to propose his candidature for the office of Director of the Company.

Mr. Gaurav Dua (DIN: 06772209) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013.

Mr. Gaurav Dua (DIN: 06772209) is an engineering graduate (BE -Electronics) and holds a post-graduate degree (MMS) in finance from Mumbai University in 1997. He has a vast work experience of over two decades in equity research and other capital market functions in many leading research and broking companies. He joined Sharekhan as an analyst in November 2005 and quickly scaled the ladder to become Head of Research in January 2008. He also has been actively involved in portfolio management services (PMS). Subsequently in 2019, he took up role of Head – Capital Market Strategy.

Currently, he is responsible for Research (the Head of Research reports to him) and Investment Products (including PMS and Investment Advisory Products). He has designed and is managing Sharekhan’s flagship portfolio scheme, Prime Picks PMS – an innovative, all-weather portfolio, which is designed to outperform in all market conditions.

In the opinion of the Board, Mr. Gaurav Dua (DIN: 06772209), fulfils the condition specified in the Companies Act, 2013 and Rules made there under for his appointment as Director of the Company.

Your Directors recommends the said Resolution set out in Item No. 3 of this notice to be passed as an

Ordinary Resolution by the members.

Except for Mr. Gaurav Dua (DIN: 06772209) himself, none of the Promoters/ Directors/ Key Managerial Personnel of the Company/ their relatives, is/ are in any way concerned or interested, in the said resolution set in the Item no. 3.

The brief particulars/ resume and other information of Mr. Gaurav Dua (DIN: 06772209) as per Secretarial Standard - 2 are provided herein below:

Particulars	Mr. Gaurav Dua (DIN: 06772209)
Date of Birth (Age)	September 21, 1972 (51 years)
Nationality	Indian
Date of first appointment on Company's Board	March 28, 2024
Shareholding in the Company	NIL
Qualifications and Experience	BE (Electronics) 1990-94; MMS (Finance) 1995-97 Mr. Gaurav Dua has vast work experience of over two decades in equity research and other capital market functions in many leading research and broking companies.
Nature of expertise in specific functional areas	Research and Capital Market Strategy
Terms and conditions of appointment or re appointment	Appointed as Non-executive Director
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
List of other Companies in which he holds Directorship	1. Wealthtiger Investment Advisors Private Limited 2. Sharekhan Commodities Private Limited 3. Sharekhan Consultants Private Limited 4. Vanilla Skills Private Limited
Number of meetings of Board attended during the FY 2024-25	1 (One) out of 1 (One)
Chairman/ Member of the Committee(s) of the Board in which he is a director also	NA
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	NA

Item 4:

Mr. Rajesh Vora (DIN: - 07030197) was appointed as the Non- Executive Director on the Board of the Company w.e.f. November 28, 2014 and as a Chief Executive Officer (CEO) of the Company w.e.f. October 30, 2023. Further, in the Board of Directors meeting dated December 14, 2023, the Board, subject to the approval of shareholders at their General Meeting, approved appointment of and payment of remuneration to Mr. Rajesh Vora (DIN: - 07030197) as an Executive Director and CEO of the Company for a term of 5 years effective from December 14, 2023 and the payment of the remuneration (*including the annual performance incentive and actual remuneration*), not exceeding the aggregate amount of Rs. 3 (three) Crore per annum.

Further, pursuant to the provision of Section 197 read with Section 198 and Schedule V and other applicable provision, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (*including any statutory modification(s) or re-enactment thereof for the time being in force*) and considering the inadequate profit of the Company for the Financial year 2023-24, the overall remuneration (*including the annual performance incentive and increment for the F.Y 2023- 2024*) amount paid to Mr. Rajesh Vora (DIN: - 07030197) as Executive Director & CEO of the Company, is exceeding the limit as prescribed under Section 197 of the Companies Act 2013, and the same needed to be approved by the Shareholders of the Company.

Accordingly, the Board of Directors of the Company at its meeting held on May 21, 2024, has recommended to the shareholders, the appointment of Mr. Rajesh Vora (DIN: - 07030197) as Executive Director and CEO of the Company and related terms and conditions of his appointment including remuneration for the period not exceeding Three Years till December 13, 2026.

Terms of his appointment are as follows:

Term: Five years commencing from 14th December 2023

Remuneration and perquisites:

A. Salary:

- i. For the period from December 14, 2023 till March 31, 2024: Actual payment of remuneration made by the Company to Mr. Rajesh Vora as agreed between the Board of Directors and him;
- ii. For the period from April 1, 2024 till December 13, 2026: Base salary up to Rs. 6,04,621/- per month, (as mentioned in Annexure A, as stated below) with effect from April 1, 2024, subject to an annual increment, as determined by Sharekhan Group HR team.

B. Perquisites: Provided according to the terms agreed upon between Mr. Rajesh Vora and the Company without limitation would include the following: -

- (i) Reimbursement as per the rules of the Company;
- (ii) Payment of insurance under Group Mediciclaim Insurance Policy, Group Insurance Policy and other appropriate insurance coverage for the benefit of Mr. Rajesh Vora, as per Company policy.
- (iii) Other perquisites and such other benefits agreed upon in the employment contract with the Group, and as may be approved by the Sharekhan Group HR team, from time to time.

C. Performance Bonus: Such remuneration by way of performance-based rewards / incentives, in addition to the above salary and perquisites, as may be determined by the Sharekhan Group HR team, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013 and overall limit as approved in the aforesaid resolution.

D. Retirement Benefits: Contribution to Provident Fund, Gratuity and Super-annuation as per the rules of the Company.

E. Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year during his tenure or if the Company has no profits or its profits are inadequate and the remuneration payable as determined by the Board of Director(s), as the case may be, is higher than the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, then the remuneration payable to Mr. Rajesh Vora (DIN: 07030197), Executive Director & CEO by way of salary, performance bonus and perquisites shall be paid at the same substantive level as given hereinabove.”

Annexure A:

Employee Name:		
Mr. Rajesh Vora		
Components	Per Month	Per Annum
Base salary	Rs. 6,04,621	Rs. 72,55,452
Other Benefits:		
1. Performance Linked Variable Bonus: As per Company Policy.		
2. Employer contribution towards provident fund will be 12% on Basic Salary.		
Gratuity (4.81% on Basic Salary)		
Annual Leaves: 25 days for each calendar year.		

In the opinion of the Board, Mr. Rajesh Vora (DIN: - 07030197) fulfils the condition specified in the Companies Act, 2013 & Rules made there under for his appointment as Executive Director of the Company. Your Directors recommends the said Resolution set out in Item No. 4 of this notice to be passed as a Special Resolution by the members.

Except for Mr. Rajesh Vora (DIN: - 07030197) himself, none of the Promoters/ Directors/ Key Managerial Personnel of the Company/ their relatives, is/ are in any way concerned or interested, in the said resolution set in the Item no. 4.

The brief particulars/ resume and other information of Mr. Rajesh Vora (DIN: - 07030197) as per Secretarial Standard - 2 are provided herein below:

Particulars	Mr. Rajesh Vora (DIN: - 07030197)
Date of Birth (Age)	November 29, 1967 (56 years)
Nationality	Indian
Date of first appointment on Company's Board	November 28, 2014
Shareholding in the Company	NIL
Qualifications and Experience	Qualifications: BE, MBA (Finance) Experience of 30+ years in financial services & management.
Nature of expertise in specific functional areas	Mr. Rajesh Vora has a total experience of 30+ years in financial services & management. In April 2006, he joined Sharekhan as head of learning & development for all employees. He has Started education business for Sharekhan in 2010 (in association with Online Trading Academy, USA) and has been heading that business for Sharekhan since the last 14 years plus. He has also started the L&D department for Sharekhan in 2006 and has also Introduced hybrid training model and launched Sharekhan's e-learning platform.
Terms and conditions of appointment or re appointment	Appointment as CEO and Executive Director of the Company for 5 consecutive years commencing from December 14, 2023 liable to retire by rotation.
Details of remuneration sought to be paid	NIL
Remuneration last drawn	Rs. 6,04,621/- per month
List of other Companies in which he hold Directorship	NIL
Number of meetings of Board attended during the FY 2024-25	1 (One) out of 1 (One)
Chairman/ Member of the Committee(s) of the Board in which he is a director also	NA
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	NA

The following additional information as required under Schedule V of the Companies Act, 2013 for the resolution set out at Item No. 4 of the notice is given below:

Sr. No.	I. General Information:	
A.	Nature of Industry: -	The Company continues to be engaged in the activities relating to education and training of shares and commodities trading business and having a business tie-up with Online Trading Academy (OTA), United States of America (USA) and Sharekhan Limited for the distribution of its education products.
B.	Date or expected date of commencement of commercial production/ Date of Incorporation:	02/06/2000
C.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable:
D.	Financial Performance based on given	Financial year 2023-24 Gross Revenue: Rs. 153,567,000/-

	indicators:	Profit before Tax: Rs. 4,068,000/- Profit after Tax: Rs. 19,737,000/- Rate of Dividend: Nil Earnings per Share: Rs. 2.04
E.	Foreign Investments and Collaborations, if any:	The company is having indirect foreign investment / downstream investment in the Company from BNP Paribas SA.
II. Information about the Appointee: Mr. Rajesh Vora (DIN: - 07030197)		
A.	Background Details:	Qualifications: BE, MBA (Finance) Mr. Rajesh Vora has a total experience of 30+ years in financial services & management. He started as an analyst in the equity research team for the broking company Parag Parikh Financial Advisory Services (PPFAS) and became Manager (Research), catering to institutional investors and FIIs (1992-1994). Further, during the period 1994-2000 he operated as an Independent Investment Consultant for individual investors & traders as well as had a corporate training business conducting various training programs for companies. His association with Sharekhan started from the year 2000 where he was a business partner of Sharekhan in Vadodara, doing broking business. During the period 2002-2006, he was associated with Sharekhan as consultant doing various training programs for employees. In April 2006, he joined Sharekhan as head of learning & development for all employees. Started education business for Sharekhan in 2010 (in association with Online Trading Academy, USA) and has been heading that business for Sharekhan since the last 14 years plus. During his stint at Sharekhan, he had Conceived, launched and have been running the education business for Sharekhan since 2010 and Started the L&D department for Sharekhan in 2006. He also Introduced hybrid training model and launched Sharekhan's e-learning platform.
B.	Past remuneration	Nil
C.	Recognition and Awards	None
D.	Job profile Suitability	Mr. Rajesh Vora, Executive Director of the Company, is highly experienced and controls the affairs of the Company as a whole, under the direction of the Board of Directors of the Company. In a successful and a sustained manner, he has been contributing significantly towards performance growth of the Company. He has extensive experience in the Online trading education business. He is actively involved in business strategy, business development functions of the Company. He is having rich experience in Online business module and e-learning platforms and has successfully contributed towards the growth of the Company.
E.	Remuneration proposed	As mentioned in the resolution no. 4
F.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Rajesh Vora (DIN: - 07030197), the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
G.	Pecuniary relationship directly or indirectly with the Company or	Besides the remuneration proposed to be paid to Mr. Rajesh Vora (DIN: - 07030197), he do not have any other pecuniary relationship with the Company or relationships with any other managerial

	relationship with the managerial personnel, if any:	personnel and Directors.
III. Other Information		
A.	Reasons of loss or inadequate profits:	Sharekhan.com private limited (“The Company” or “SK.com”) is engaged into the education business – conducting educational courses related to stock market and financial market areas. The company is conducting online as well as classroom training sessions for the students. Post Covid 19 lock downs, the education business has undergone a complete shift and online/DIY channel of educational courses has started gaining popularity. The company has been relying on physical mode of client acquisition through events and branches. In the background of that, the company has also posted losses during the financial year 2022-2023.
B.	Steps taken or proposed to be taken for improvement:	Following steps taken by the Company for improvement: <ul style="list-style-type: none"> • The company will focus on asset light model. • The focus will be more on online delivery rather than classroom based courses. • The company will adopt “pay as you sale model” rather than focusing on active marketing and distribution. • The key focus is on rationalising the cost and product offerings. • These all steps should help the company to reduce the cost to make the education business profitable.
C.	Expected increase in productivity and profits in measurable terms:	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in next 2 years.

**By Order of the Board of Directors
Sharekhan.Com India Private Limited**

Sd/-
Satish Nagda
Director
DIN – 07949514

Date: May 21, 2024

Place: Mumbai

Registered Office:

The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West) Mumbai 400028, Maharashtra, India

CIN: U80904MH2000PTC126954.

Tel No.: - 022 - 6750 2000

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