

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF WSFx GLOBAL PAY LIMITED (FORMERLY KNOWN AS WALL STREET FINANCE LIMITED) TO BE HELD ON MONDAY, SEPTEMBER 23, 2024 AT 03:00 P.M. IST THROUGH VIDEO CONFERENCING ('VC') OR OTHER AUDIO VISUAL MEANS ('OAVM') TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

- (1) To receive, consider and adopt:

The Audited Financial Statements of the Company for the financial year ended March 31, 2024, including the Balance Sheet as at March 31, 2024 and the Statement of Profit and Loss Account and Cash Flow Statement along with the report of the Board of Directors and Auditors thereon.

- (2) To declare Final Dividend of Re. 1/- per equity share (i.e. 10%) of Face Value of Rs. 10/- each fully paid for the Financial Year ended March 31, 2024.
- (3) To consider and appoint a Director in place of Mr. Ramesh Venkataraman (DIN: 03545080), Non-Executive, Non Independent Director, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:

- (4) **Payment of Remuneration to Mr. Ramesh Venkataraman (DIN: 03545080), Non-Executive Non-Independent Director.**

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder read with Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable regulations of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded for the payment of monthly consultancy/ professional fees and includes stock options granted to Mr. Ramesh Venkataraman (DIN: 03545080), Non-Executive, Non-Independent Director as may be permissible under the relevant provisions of the Act and Listing Regulations and SEBI (share-based employee benefits) Regulations, 2014 as mentioned hereunder :

- (a) **Remuneration:** Monthly remuneration of Rs. 3,00,000/- as consultancy / professional fees, plus out-of-pocket expenses, at actuals.
- (b) **Stock Options:** Benefit arising out of the exercise of 4,05,013 existing options granted on 7th June, 2018 and 1,73,577 options re-granted on 15th August 2022 at the exercise price of Rs. 25.20 per option in accordance with Wall Street Finance Limited - Employee Stock Option Plan 2018. Each option is convertible into equity shares of the Company.
- (c) **Bonus:** Annual performance bonus, as may be approved by the board, in line with the Company's Annual Performance Bonus Plans.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts deeds, matters, and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

- (5) **Payment of Commission to Existing Non-Executive Independent Director(s) of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification or re-enactment thereof) and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Company, consent of the Members be and is hereby accorded for payment of commission of Rs. 1.25 lakhs to the existing Independent Directors of the Company viz. Ms. Asha Shah (DIN: 08137628) (‘Independent Director’) which is in accordance with the limits prescribed under the Act, and the same be paid to the Independent Director of the Company for the Financial Year 2023-24.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect to this resolution including making the necessary filings and applications, if any, with the concerned statutory authorities.”

(6) Payment of Commission to Non-Executive Independent Directors of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 197 and 198 read with all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory, modification, amendment, clarification, substitution or re-enactment thereof for the time being in force), and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for payment of commission to the Non-Executive Independent Directors, of the Company to be determined by the Board of Directors based on various criteria for each of such Non-Executive Director for each financial year and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 1% (one percent) of the net profits of the Company in any financial year computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

(7) Appointment of Mr. Ravinder Singh Amar (DIN No. 10712600) as an Non- Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV the said Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force) and any other Laws, Rules or Regulations for the time being in force, if applicable, Mr. Ravinder Singh Amar (DIN No. 10712600), who has submitted a declaration stating he meets the criteria for Independence as prescribed under the Act and the Listing Regulations, and being eligible for appointment, be and is hereby appointed as an Non- Executive Independent Director of the Company to hold office for a term of 5 (Five) years commencing from September 23, 2024 upto September 22, 2029 and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions, if any, of the Act read with Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force), in addition to sitting fees payable for attending the meetings of the Board of Directors of the Company and Committees thereof, the Company be and is hereby authorised to pay to Mr. Ravinder Singh Amar (DIN No. 10712600), such fees and commission if any, on net profits of the Company for a financial year computed as per the provisions of Section 198, within the limits prescribed under Section 197 of the Act, as the Nomination and Remuneration Committee or Board of Directors may approve from time to time.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do such acts, deeds and things, as may be necessary for compliance with the applicable laws and to file the aforesaid resolution with the Registrar of Companies and sign and issue a certified copy of the aforesaid resolution, whenever necessary.”

By order of the Board
For **WSfx Global Pay Limited**
(Formerly known as “Wall Street Finance Limited”)

Date: August 01, 2024
Place: Mumbai

Khushboo Doshi
Company Secretary

NOTES

- (1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 4 and 7 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”).
- (2) The Ministry of Corporate Affairs, Government of India (“MCA”) vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively, (“MCA Circulars”) has allowed conduct of Annual General Meetings (“AGM”) by Companies through Video Conferencing/ Other Audio- Visual Means (“VC/ OAVM”) facility up to September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No.20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/ CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (“SEBI Circulars”) has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 37th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- (3) In terms of the MCA Circulars, physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 37th AGM. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participation in the 37th AGM through VC/ OAVM facility and e-Voting during the 37th AGM.
- (4) In terms of the MCA Circulars and relevant circulars issued by SEBI, the Notice of the 37th AGM and Annual Report for the financial year ended March 31, 2024 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants (“DPs”) and will also be available on the website of the Company at www.wsfx.in, on the website of BSE Limited at www.bseindia.com and also on the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com . Since the 37th AGM will be held through VC/ OAVM facility, the Route Map is not annexed in this Notice.

- (5) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, SS-2 issued by the ICSI and Regulation 44 of the Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 37th AGM and facility for those members participating in the 37th AGM to cast vote through e-Voting system. The Company has engaged the services of NSDL to provide e-Voting and VC/ OAVM facility.
- (6) Members may join the 37th AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 2:45 P.M. IST i.e. 15 minutes before the time scheduled to start the 37th AGM and the Company may close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to start the 37th AGM.
- (7) Members may note that the VC/ OAVM facility provided by NSDL, allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e. members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the 37th AGM without any restriction on account of first-come-first-served basis.
- (8) Attendance of the members participating in the 37th AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (9) **General instructions for accessing and participating in the 37th AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting:-**

VOTING THROUGH ELECTRONICS MEANS:

- a) The remote e-voting period commences on **September 20, 2024 (9:00 a.m. IST)** and ends on **September 22, 2024 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **September 16, 2024 i.e. cut-off date**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- b) The Board of Directors has appointed **Mr. Dharmesh Zaveri, Proprietor of D.M. Zaveri & Co., Practicing Company Secretary (Membership No. FCS 5418)** as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
- c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- d) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- e) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, September 20, 2024 at 09:00 A.M. and ends on Sunday, September 22, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 16, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 16, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. ***Once you confirm your vote on the resolution, you will not be allowed to modify your vote.***

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ‘Dharmesh Zaveri’ dmz@dmzaveri.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Amit Vishal- Senior Manager & Ms. Pallavi Mhatre at evoting@nsdl.com & pallavid@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@wsfx.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@wsfx.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request on or before September 12, 2024 mentioning their name, Demat account number/folio number, email id, mobile number at investors@wsfx.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries on or before September 12, 2024 mentioning their name, Demat account number/folio number, email id, mobile number at investors@wsfx.in. These queries will be replied by the Company suitably by email/during the AGM.
6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.

OTHER INSTRUCTIONS:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
 2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.wsfx.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
- (10) Electronic copy of the Annual Report for the financial year ended March 31, 2024 along with the Notice of the 37th AGM of the Company, inter alia indicating the process and manner of e-voting is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year ended March 31, 2024 and Notice of the 37th AGM of the Company, may send request to the Company's email address at investors@wsfx.in mentioning Folio No./ DP ID and Client ID. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 37th AGM and the Annual Report for the Financial Year ended March 31, 2024 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

- a) Members holding shares in physical form may send scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's email address at investors@wsfx.in
 - b) Members holding shares in demat mode may update the email address through their respective Depository Participant(s) ("DP").
- (11) The Register of Members and Share Transfer Books of the Company will remain closed from **September 17, 2024 to September 23, 2024 (both days inclusive)** in connection with the AGM and for determining the names of members eligible for equity dividend, if declared/ approved at the ensuing AGM.
 - (12) Final dividend for the financial year ended March 31, 2024, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after September 23, 2024, to those members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on record date / book closure date i.e September 16, 2024.
 - (13) Members holding shares in electronic form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
 - (14) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
 - (15) Shareholders holding shares in dematerialised mode are requested to register complete bank account details with the DPs and shareholders holding shares in physical mode are requested to update the details mentioned in point no. 14 above with the Company's RTA, Bigshare Services Private Limited.
 - (16) As per the Income Tax Act, 1961 ("IT Act"), dividends paid or distributed by the Company after April 01, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to the shareholders, subject to approval of shareholders in the ensuing AGM. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investors@wsfx.com or use link <https://bigshareonline.com/ForInvestor.aspx> on or before September 12, 2024.

(17) INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

All unclaimed dividends up to the year 2010-11 have been transferred to the credit of the Investor Education and Protection Fund ('the Fund') established by the Central Government. Shareholders are hereby informed that pursuant to Section 125 of the Act, the Company will be obliged to transfer to the credit of the said Fund any money lying in the Unpaid Dividend Accounts remaining unclaimed for a period of seven years from the dates they became first due for payment. In accordance with provisions of the said section, no claim shall lie against the Company. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (www.wsfx.in) and on the website of the Ministry of Corporate Affairs.

As per the applicable provisions of the Act, the members/claimants whose shares and unclaimed dividend have been transferred to IEPF may claim the shares or apply for a refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) and send the physical copy of the same duly signed (as per registered specimen signature) along with requisite documents enumerated in the said Form IEPF-5 to the Company at its Registered Office or to M/s. Bigshare Services Private Limited, RTA of the Company for verification of the claim. The Company shall send a verification report to IEPF Authority for a refund of the unclaimed dividend amount and transfer of the shares back to the credit of the shareholder.

- (18) SEBI has mandated the updation of PAN, contact details, Bank account, specimen signature and nomination details, against folio/ demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Shareholders are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DP in case of holding in dematerialised form or to Company's RTA, Bigshare Services Private Limited through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available on the website of Company's RTA, Bigshare Services Private Limited at <https://www.bigshareonline.com/> in case of holdings in physical form.
- (19) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialise their holdings.
- (20) Shareholders may note that SEBI vide its Circular no. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 and ISR-5, as the case may be, the formats of which are available on the Company's RTA, Bigshare Services Private Limited at <https://www.bigshareonline.com/> Members are requested to note that any service request would only be processed after the folio is KYC Compliant.

Physical shareholders are requested to register the specimen signature for their corresponding folio numbers. To register/update the specimen signature, the Members are requested to make service requests by submitting a duly filled and signed Form ISR – 2. The formats of applicable forms are available on the website of the Company's RTA, Bigshare Services Private Limited at <https://www.bigshareonline.com/Resources.aspx>.

- (21) In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be. Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/ Bigshare Services Private Limited, in case the shares are held by them in physical form.
- (22) Members may note that, in terms of the SEBI Listing Regulations, equity shares of the Company can only be transferred in dematerialised form.
- (23) Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchange. Considering the advantages of scrip less / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of scrip less trading.
- (24) As an on-going measure to enhance the ease of doing business for investors in the securities market, the SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI Circulars bearing reference No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 mandated the following:
- Furnishing of PAN, Address with PIN code, KYC details including Contact details, Bank details, Specimen Signature and Nomination by holders of physical securities;
 - Compulsory linking of PAN and AADHAAR by all the holders of physical securities.

In case any of the aforesaid information/documents are not provided earlier, the holders of physical shares of the Company are required to furnish the same to the Company or its RTA i.e. Bigshare Services Private Limited at the earliest. Members holding shares in dematerialized form are requested to submit the details to their respective DP.

The salient features and requirements of the circular are as follow:

- a) In case of non- updation of PAN or Choice of Nomination or Contact Details or Mobile No. or Bank Account details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.
- b) If a security holder updates the PAN, Choice of Nomination, Contact Details including Mobile No. or Bank Account details and Specimen Signature after April 01, 2024, then the security holder would receive all the dividends/ interest etc. declared during that period (from April 01, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

The formats of Form ISR-1 and other forms are available on the website of the Company's RTA Bigshare Services Private Limited at <https://www.bigshareonline.com/>

To protect the environment and enable all communication with the Company promptly, Members who have not registered their E-mail ID so far are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically.

Request you to comply with the above requirements at the earliest, which would ensure credit of dividend amount to your bank account in time.

- (25) All documents referred to in the Notice and the Explanatory Statement and other Statutory Registers shall be available for inspection by the Members at the registered office of the Company on all working days between 11.00 a.m. and 1.00 p.m. (i.e. except Saturdays, Sundays and public holidays) up to the date of the Meeting. Such documents will also be available electronically for inspection by the members from the date of circulation of this notice upto the date of AGM and during the AGM. Members seeking to inspect such documents can send an email to investors@wsfx.in.
- (26) Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent immediately about the change in residential status on their return to India, if any.
- (27) Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio by submitting duly filled and signed Form ISR-4.
- (28) Any person who is not a Member as on the cut-off date i.e. **September 16, 2024** should treat this Notice for information purposes only.
- (29) Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least 7(seven) days in advance of the AGM date to the Company at investors@wsfx.in to enable the Company to collect the relevant information and answer them in the meeting.
- (30) Details as required under Regulation 36 of the Listing Regulations and SS-2 issued by ICSI, in respect of the Directors seeking re-appointment at the 37th AGM, forms an integral part of this Notice. Requisite declarations have been received from the Director seeking re-appointment.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

In terms of Regulation 17(6)(ca) of the Listing Regulations, the approval of members by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty percent of the total annual remuneration payable to all non-executive directors and the maximum number of stock options that may be granted to non-executive directors, in any financial year and in aggregate.

Accordingly, as recommended by the Nomination and Remuneration Committee and the Board of Directors at its meeting held on August 01, 2024, proposed to seek approval of Members by passing Special Resolution for the payment of remuneration being payable as consultancy/ professional fees of Rs. 3 Lakhs on monthly basis, plus out of pocket expenses at actual and 4,05,013 existing options granted on 7th June, 2018 and 1,73,577 options re-granted on 15th August 2022 at the exercise price of Rs. 25.20 per option in terms with Wall Street Finance Limited - Employee Stock Option Plan 2018 to Mr. Ramesh Venkataraman, Non-Executive Non-Independent Director on the Board of the Company.

The profile and specific areas of expertise of Mr. Ramesh Venkataraman (DIN: 03545080) are provided as **Annexure 1** to this Notice.

Except Mr. Ramesh Venkataraman and his relatives, none of the Directors / Key Managerial Personnel of the Company, are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in the Notice, except to the extent of shareholding in the Company, if any.

The Board of Directors recommends the passing of Special Resolution as stated in Item No. 4 of the accompanying Notice for the approval of the members.

Item No. 5

The Company's Non-executive Independent Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, risk management amongst others. Non-executive Independent Directors are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances. Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (Act) and the Listing Regulations with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board.

Hence, it is recommended to members to approve payment of commission of Rs. 1.25 lakhs to Mrs. Asha Shah - Non- Executive Independent Director for the FY 2023-24 (not exceeding one percent of the net profits of the Company).

Mr. Brij Gopal Daga - Non- Executive Independent Director of the Company opted out of the proposed commission payment without assigning any reason thereof and therefore the Board recommended for payment of commission to Mrs. Asha Shah.

The aforesaid remuneration is exclusive of the fees payable to the Non-Executive Independent Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings

The profile and specific areas of expertise of Mrs. Asha Shah is provided as **Annexure 1** to this Notice.

The Board recommends passing of this Special Resolution as set out at Item No. 5 of the Notice, for your approval. Accordingly, members' approval is sought by way of Special Resolution for payment of commission to Mrs. Asha Shah - Non- Executive Independent Directors for the FY 2023-24 as set out in the said resolution.

Except Mrs. Asha Shah and their relatives, none of the Directors / Key Managerial Personnel of the Company, are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in the Notice, except to the extent of shareholding in the Company, if any.

Item No. 6

In view of the enhanced Corporate Governance requirements under the Companies Act, 2013 and the Listing Regulations coupled with the growing operations of the Company, the role and responsibilities of the Board, particularly Independent Directors has become more arduous, requiring greater time commitments, attention and a higher level of oversight, Accordingly, Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meeting held on August 01, 2024, approved and recommended payment of commission

not exceeding 1% of the net profits of the Company for that financial year, in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time.

Regulation 17(6) of the Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Independent Directors and the same would require approval of members in general meeting. This commission will be distributed amongst all or some of the Non-Executive Independent Directors, taking into consideration parameters such as attendance at Board and Committee meetings, contribution at or other than at meetings, etc. in accordance with the directions given by the Board as prescribed under the Remuneration Policy of the Company.

The Company is statutorily allowed to obtain the approval for perpetual period, as a matter of good governance practice, it is proposed to pass the Special Resolution under Section 197 of the Act, enabling the payment of commission to Non-Executive Independent Directors.

The above commission shall be in addition to fees payable to the Director(s) for attending meetings of the Board/ Committees or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The Board recommends passing of this Special Resolution as set out at Item No. 6 of this notice, for your approval. Accordingly, members' approval is sought by way of Special Resolution for payment of commission to the Non-Executive Independent Directors as set out in the said resolution.

Except the Independent Directors and their relatives, none of the Directors / Key Managerial Personnel of the Company, are in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at the Item No. 6 set out in the Notice, except to the extent of shareholding in the Company, if any.

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in its meeting held on August 01, 2024, Mr. Ravinder Singh Amar (DIN: 10712600), subject to approval of the Members by way of a Special Resolution be appointed as the Non- Executive Independent Director of the Company for the term of five consecutive years commencing from September 23, 2024 to September 22, 2029.

The members are further informed that since Mr. Amar was associated with RBI, one of the regulatory requirement is to get No Objection Certificate ("NOC") from the required Authority allowing him to become Director on the Board of any Company within the period of 6 months of retirement. So subject to receipt of NOC from the RBI Mr. Ravinder Singh Amar be appointed as the Non- Executive Independent Director on the Board of the Company for the aforementioned term of consecutive 5 years.

The Company has received his declaration of Independence. In the opinion of the Board, Mr. Ravinder Singh Amar fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is eligible to be appointed as a Non –Executive Independent Director in terms of Section 164 of the Act and also given his consent to act as a Director.

The profile and specific areas of expertise of Mr. Ravinder Singh Amar (DIN: 10712600) is provided as **Annexure 1** to this Notice.

Mr. Ravinder Singh Amar (DIN No. 10712600), be paid such fees and commission, if any, as the Nomination and Remuneration Committee or Board of Directors may approve from time to time which shall however be subject to the limits prescribed in the Act from time to time. The Board considers that his association would be of immense benefit to the Company.

The Company has received a Notice from member of the Company in writing under Section 160 of the Act proposing his candidature for the office of Director.

Except Mr. Ravinder Singh Amar (DIN No. 10712600), and his relatives, none of the Directors / Key Managerial Personnel of the Company, are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in the Notice, except to the extent of shareholding in the Company, if any.

The Board of Directors recommends the passing of Special Resolution as stated in Item No.7 of the accompanying Notice for the approval of the members.

By order of the Board
For **WSfx Global Pay Limited**
(Formerly known as "Wall Street Finance Limited")

Date: August 01, 2024
Place: Mumbai

Khushboo Doshi
Company Secretary

ANNEXURE 1

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting along with Directors eligible for payment of commission

(Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)

Name of the Director(s)	Mr. Ramesh Venkataraman (Refer item no. 3 of notice)	Ms. Asha Shah (Refer item no. 5 of Notice)	Mr. Ravinder Singh (Refer item no. 7 of Notice)
DIN	03545080	08137628	10712600
Date of appointment	October 12, 2016	May 19, 2018	September 23, 2024 subject to issuance of NOC by RBI & approval of Members in the ensuing 37th AGM
Age	58 years	63 years	60 years
Nationality	Indian	Indian	Indian
Qualification(s)	B. Tech in electronics and communications engineering from the Indian Institute of Technology - Kharagpur (National Talent Scholar), an M.Phil. in International Relations from Oxford University (Inlaks Scholar), and an M.P.A. with distinction in Economics and Public Policy from Princeton University's Woodrow Wilson School of Public and International Affairs (Woodrow Wilson Fellow).	Mrs. Asha Shah is a Master of Commerce from Mumbai University.	BA (Hons.) in Political Science
Brief Resume and nature of expertise in specific functional area	Mr. Venkataraman runs Avest, a private equity investment firm advising and managing investments on behalf of a sovereign wealth fund in the Middle East and family offices as well as making direct investments in Asia. He is currently also on the boards of Pure Data Centers, RAK Economic Zone, Spice Money, and Aeries Technology.	Ms. Shah has worked for more than 3 decades in UTI Mutual Fund (erstwhile Unit Trust of India) handling various corporate departments such as NRI Investments, Advertising & Publicity, Territory Manager etc. as well as the largest Branch of UTI Mutual fund in India, the largest in terms of funds mobilization apart from other Branches at Juhu (JVPD) and Vashi. She structured, designed and introduced the first dedicated fund for NRIs, UTI NRI Fund in 1998. She has worked extensively in setting up the infrastructure for the NRI business in UAE. She has travelled extensively in the Gulf Region.	Mr. Ravinder Singh Amar is a Graduate with Honours in Political Science and Economics. Joined Reserve Bank of India in 1987 as an officer and worked in various operational areas of the bank for 37 years. He has good exposure in the area of supervision is for 12 years, in Foreign Exchange for 4 years and as a Banking Ombudsman for 4 years.

Name of the Director(s)	Mr. Ramesh Venkataraman (Refer item no. 3 of notice)	Ms. Asha Shah (Refer item no. 5 of Notice)	Mr. Ravinder Singh (Refer item no. 7 of Notice)
	Between 2012-16, Mr. Venkataraman ran Samena Capital's Private Equity business and first private equity fund (closed in 2013 and fully invested by 2016; AUM c. \$500m), and served on the firm's investment committee. He was also Chairman of the Executive Committee and Board Member of Rak Ceramics, a \$1 billion globally-leading ceramics manufacturer listed in the UAE and controlled by Samena where he oversaw a transformational value creation programme. Previously, Mr. Venkataraman was a Managing Director in London with Bridgepoint Capital, the leading European mid-market buyout firm. Mr. Venkataraman was a partner with McKinsey & Company's New York and then Mumbai Offices and led the firm's High Tech and Telecom practice for Asia. He also advised the Prime Minister's Office on telecom and technology policy and worked closely between 1999-2006 with Nasscom, the association for Indian offshore IT and BPO firms, in shaping industry strategy, global positioning and regulation. Mr. Venkataraman has been instrumental in transformation of the Company's forex business into Digital and has successfully launched various digital platforms for their Corporate, Agent Partners and Retail customers.	Ms. Shah was responsible for corporate branding & visibility, overall promotion and publicity of entire product range, new product launch campaigns, empanelment and review of advertising and PR agencies in her stint at the corporate office. As territory manager, she successfully handled a workforce of around a dozen branches and supervised and guided a team of 30 marketing officers, 60 chief representatives and 12,000 Agents. Ms. Asha Shah has been recognized by UTI MF several times for her achievements. With sheer dedication, application, sincerity and integrity, she rose to the rank of Senior Vice President, which position was held by her at the time of retirement on 31st March, 2018	He was further provided with the opportunity for inspecting various commercial banks in the country and the branches of Indian Banks abroad as the Principal Inspecting Officer in supervision of Senior person. He has worked as the second senior most officer in Foreign Exchange Department of RBI for one and a half years and has now retired as Chief General Manager of the Bank holding charge as Regional Director of Himachal Pradesh on June 30, 2024.
Terms & conditions of Re-appointment	Re-appointment on retiring by rotation	Not Applicable	Not Applicable

Name of the Director(s)	Mr. Ramesh Venkataraman (Refer item no. 3 of notice)	Ms. Asha Shah (Refer item no. 5 of Notice)	Mr. Ravinder Singh (Refer item no. 7 of Notice)
In case of Independent Directors – the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Ms. Asha Shah is person with integrity, possessing relevant expertise and experience and satisfy the all the criteria for independence. She possess appropriate experience, skills and knowledge in one or more fields of law, finance, management, marketing, administration, technical operations, corporate governance, or other disciplines related to the company's business.	Mr. Ravinder Singh Amar is person with integrity, possessing relevant expertise and experience and satisfy the all the criteria for independence. He possess appropriate experience, skills and knowledge in one or more fields of law, finance, management, marketing, administration, technical operations, corporate governance, or other disciplines related to the company's business.
Details of Remuneration last drawn and sought to be paid	Last drawn remuneration is: Rs. 34 Lakhs p.a. Current Year: Rs. 36 Lakhs p.a.	Commission of Rs. 1.25 lakh for the FY 2023-24 to be paid subject to the approval of Members in the ensuing 37th AGM.	Not Applicable
List of directorship held in other Companies as on closure of financial year 2023-24	M/s. Spice Money Limited	M/s. Aasaan Finvest Private Limited	NIL
*Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committees and Stakeholders Relationship Committee)	NIL	NIL	NIL
No. of shares held in the Company	24907	NIL	NIL
Disclosure of relationships between Directors inter-se	Not Applicable	Not Applicable	Not Applicable

* In accordance with Regulation 26 of the Listing Regulations, 2015, for the purpose of determination of limit of the Chairpersonship and Membership, the Audit Committee and the Stakeholders Relationship Committee has been considered.