



NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the Members of HSBC InvestDirect Financial Services (India) Limited (Company) to be held on Monday, 10 July 2023 at 03.15 pm (IST) at the registered office of the Company to transact the following business at a shorter notice:

Special Business:

- 1) Appointment of statutory auditors due to casual vacancy

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

“IT IS RESOLVED THAT pursuant to provisions of Section 139, 141 and 142 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, Master Directions and Guidelines issued by the Reserve Bank of India (RBI) from time to time and such other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members is hereby accorded to appoint M/s. M. M. Nissim & Co. LLP, Chartered Accountants (Firm Registration Number: 1072122W/W100672) as statutory auditors of the Company for filling up the casual vacancy caused due to resignation of Price Waterhouse Chartered Accountants LLP (Firm Registration Number: 012754N /N500016), existing auditors of the Company, to hold office as the statutory auditors of the Company till the conclusion of the next annual general meeting of the Company at a fees not exceeding INR 4.3 million plus taxes and out of pocket expenses and on such other terms and conditions as the Board may deem fit.

THAT any one of the Directors or the Company Secretary or Chief Financial Officer of the Company is hereby severally authorized to do all such acts, deeds, matters and things as it may in its discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid resolution and further to do all such acts, deeds and things as may be necessary, proper, desirable or expedient to give effect to this resolution.

THAT any one of the Directors or Company Secretary or Chief Financial Officer of the Company is hereby severally authorized to issue certified true copy of the aforesaid resolution as and when required.”

- 2) Revision in Borrowing Limits of the Company.

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

“IT IS RESOLVED THAT in supersession of all the earlier resolutions passed by the Members and pursuant to provisions of Section 179 and 180 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014, Memorandum and Articles of Association of the Company and such other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members is hereby accorded to the Board of Directors to borrow from time to time any sums of monies (exclusive of interest) not exceeding at any time the sum of INR 30,000 million (apart from the temporary loans obtained in the ordinary course of business) on such terms and conditions as the Board of Directors /any Committee thereof may deem fit.

HSBC InvestDirect Financial Services (India) Limited

Regd. Office: 9-11 Floors, NESCO IT Park, Building no. 3, Western Express Highway,

Goregaon (East), Mumbai 400 063, Toll Free No.: 18002094477

E-mail: nbfchelpdesk@hsbc.co.in

CIN No.: U67190MH1996PLC097473



THAT any one of the Directors or the Company Secretary of the Company is hereby severally authorized to do all such acts, deeds, matters and things as it may in its discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid resolution and further to do all such acts, deeds and things as may be necessary, proper, desirable or expedient to give effect to this resolution.

THAT any one of the Directors or Company Secretary of the Company is hereby severally authorized to issue certified true copy of the aforesaid resolution as and when required.”

By Order of the Board of Directors

**Sd/-
Sneha Doshi
Company Secretary
Membership No. 18001**

Place: Mumbai

Registered Office:
9-11 Floors, NESCO IT Park,
Building No. 3, Western Express Highway,
Goregaon (E), Mumbai – 400063, Maharashtra, India



Notes:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Proxies submitted on behalf of limited companies, etc. must be supported by appropriate resolutions or authority, as applicable. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
- 2) A route map giving directions to reach the venue of the Extra Ordinary General Meeting (EGM) is annexed hereto.
- 3) The notice of the EGM along with its annexure is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same.
- 4) Members seeking any information regarding the accounts or any matter to be placed at the EGM, are requested to write to the Company on or before 8 July 2023 through email to snehadoshi@hsbc.co.in. The same will be replied by the Company suitably.
- 5) Pursuant to Section 113 of the Companies Act, 2013, corporate members are requested to send their authorisations authorizing their representative to attend and vote at the EGM, by e-mail before attending the EGM, to snehadoshi@hsbc.co.in.
- 6) All the documents referred to in the accompanying Notice and other documents as required for inspection, shall be available for inspection during business hours except on holidays, upon the request being sent on snehadoshi@hsbc.co.in.

By Order of the Board of Directors

**Sd/-
Sneha Doshi
Company Secretary
Membership No. 18001**

Place: Mumbai

Registered Office:

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EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

APPOINTMENT OF STATUTORY AUDITORS DUE TO CASUAL VACANCY

The Members are informed that the Price Waterhouse Chartered Accountants LLP (PWC) (Firm Registration Number: 012754N /N500016), statutory auditors of the Company had resigned from the Company w.e.f. 27 June 2023 [(i.e., conclusion of the Annual General Meeting (AGM))] as they had completed 8 continuous years as the statutory auditors of the Company and they would be no longer eligible to continue as the auditors of the Company, as prescribed under the Master Directions, Guidelines and FAQ's issued by the Reserve Bank of India (RBI) from time to time.

Based on the recommendation of the Audit Committee and subject to approval of Members at the General Meeting, the Board of Directors at their meeting held on 07 July 2023 had approved the appointment of M/s. M. M. Nissim & Co. LLP, Chartered Accountants (Firm Registration Number: 1072122W/W100672) as statutory auditors of the Company for filling up the casual vacancy caused due to resignation of Price Waterhouse Chartered Accountants LLP (Firm Registration Number: 012754N /N500016), existing auditors of the Company, to hold office as the statutory auditors of the Company till the conclusion of the next annual general meeting of the Company at a fees not exceeding INR 4.3 million plus taxes and out of pocket expenses and on such other terms and conditions as the Board may deem fit.

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

None of the Directors are interested, or concerned, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2

REVISION IN BORROWING LIMITS OF THE COMPANY.

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

The Company is predominantly in the business of securities related financing and considering the increase in book size of lending and correspondingly increase in the Commercial Paper (CP) and borrowings, the Company may need to borrow monies for deployment to expand its securities financing related activities which may exceed aggregate of its paid up capital and free reserves.

The Members had approved the overall borrowing of INR 20,000 million at their meeting held on 11 October 2019 and it is now recommended to increase the borrowing limits of the Company from INR 20,000 million to INR 30,000 million. The proposed borrowing limits requires approval of the Members of the Company by special resolution as required under section 180 of the Companies Act, 2013.

The Board of Directors at their meeting held on 07 July 2023 had approved the above borrowing limits subject to approval of Members and recommended to the Members for their approval.

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

None of the Directors are interested, or concerned, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors

**Sd/-
Sneha Doshi
Company Secretary
Membership No. 18001**

Place: Mumbai

Registered Office:
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ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING – MONDAY, 10 JULY 2023 AT 3.15 P.M.

Registered Folio/DP ID & Client ID	
Name and Address of the shareholder(s)	
<p>I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on Monday, 10 July 2023 at 9-11 Floors, NESCO IT Park, Building No. 3, Western Express Highway, Goregaon (E), Mumbai – 400063, Maharashtra, India.</p> <p style="text-align: right;">..... Member's/Proxy's Signature</p> <p>Note: Please complete this Attendance slip and hand it over at the entrance of the Meeting hall.</p>	

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FORM NO. MGT – 11

PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN No.: U67190MH1996PLC097473

Name of the Company: HSBC InvestDirect Financial Services (India) Limited

Registered Office: 9-11 Floors, NESCO IT Park, Building No. 3, Western Express Highway, Goregaon (E), Mumbai – 400063, Maharashtra, India.

Name of the Member(s)		
Registered Address:		
E-mail id:		
DP ID		Folio No./ Client ID

I/We, being the member(s) ofshares of the above named company, hereby appoint

1.Name	Address	
Email Id	Signature	or failing him
2.Name	Address	
Email Id	Signature	or failing him
3.Name	Address	
Email Id	Signature	or failing him

As my/our proxy to attend and vote (on a poll) for me/our behalf at the Extraordinary General Meeting of the Company to be held on Monday, 10 July 2023 at 9-11 Floors, NESCO IT Park, Building No. 3, Western Express Highway, Goregaon (E), Mumbai – 400063, Maharashtra, India at 3.15 pm and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

- 3) Revision in Borrowing Limits of the Company.
- 4) Appointment of Statutory Auditors' due to casual vacancy

Signed thisday of.....2023.
Signature of Proxy holder(s).....Signature of Shareholder.....

Affix Re.1
Revenue
Stamp

Notes:

- 1) This form of proxy in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting.
- 2) A proxy need not be a Member of the Company.
- 3) A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting

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rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

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