

NOTICE

NOTICE is hereby given that the **NINTH ANNUAL GENERAL MEETING** of the members of **ESPRESSO FINANCIAL SERVICES PRIVATE LIMITED** will be held on **Tuesday, September 17, 2024** at **2:25 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 the Company for the financial year ended 31st March, 2024 and the Balance Sheet as on that date, together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a director in place of Mr. Jean Christophe GOUGEON (DIN: 02561258) who retires by rotation and being eligible, offers himself for re-appointment;
3. To appoint a director in place of Mr. R. Kalyanaraman (DIN: 09016856) who retires by rotation and being eligible, offers himself for re-appointment.

**By Order of Board of Directors of
ESPRESSO FINANCIAL SERVICES PRIVATE LIMITED**

Sd/-
R. Kalyanaraman
Director & CEO
DIN: 09016856

Date: May 21, 2024
Place: Mumbai

Registered Office:

The Ruby, 18th Floor, 29 Senapati Bapat Marg,
Dadar (West), Mumbai – 400 028,
Maharashtra, INDIA

CIN: U65100MH2015PTC269036

Tel No: 022 - 6750 2000; Fax: 022 – 2432 7343

Website: www.myespresso.com Email: companysecretarial@sharekhan.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 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. 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.
7. 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”).
8. 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.
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.myespresso.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. **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.