

**ALGOQUANT FINTECH LIMITED**

(CIN: L74110GJ1962PLC136701)

Registered Office: Unit No. 705, 07th Floor of ISCON Elegance, developed at Plot No. 24,  
Pralhad Nagar Ahmedabad City Gujarat 380015 India

Corporate Office; 4/11, 1st Floor Asaf Ali Road, New Delhi-110002

Email: investors@algoquantfintech.com, Website: www.algoquantfintech.com

Phone: +91-9910032394

**Notice of the 61st Annual General Meeting**

**NOTICE** is hereby given that 61st Annual General Meeting ("AGM") of Members of **ALGOQUANT FINTECH LIMITED** ("the Company") will be held on Wednesday, 30th day of October, 2024 at 05:00 P.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OVAM). The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Unit No. 705, 7th Floor of ISCON Elegance, developed at Plot No. 24, Pralhad Nagar Ahmedabad City Gujarat 380015 to transact the following businesses:

**ORDINARY BUSINESS:**

To consider and, if thought fit, to pass with or without modification (s), the following resolutions as **Ordinary Resolutions**

1. **To receive, consider, and adopt the audited financial statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors' thereon.**

"**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted."

2. **To appoint a director in place of Mr. Dhruv Gupta (DIN:06920431) who retires by rotation and being eligible, offers himself for re-appointment.**

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), **Mr. Dhruv Gupta (DIN: 06920431)**, Non-Executive Director, who retires by rotation at this Annual General Meeting ('AGM') and being eligible for such re-appointment, be and is hereby re-appointed as a director of the Company and whose office is liable to retire by rotation."

**SPECIAL BUSINESS:**

3. **Authorization to seek approval for Loan and Investment for making investment / extending loans and giving guarantees or providing securities in connection with loans to persons / Bodies Corporates**

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

"**RESOLVED THAT** pursuant to the provisions of Section 179 and 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the company to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of

subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the board of directors as in their absolute discretion, deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1000 Crores (Rupees One Thousand Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the director(s) or Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with the concerned Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

**4. Approval for increase in limits under section 180 (1) (a) of the Companies Act, 2013 for securitization/ direct assignment and creating charge on the assets of the company:**

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

**“RESOLVED THAT** pursuant to Section 179 and 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to hypothecate/ mortgage and/or charge in addition to the hypothecations/mortgages and/or charges created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated, both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company, in certain events of default, in favour of the Company’s Bankers/Financial Institutions/other investing agencies and trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee/Foreign Currency Loans, Guarantee assistance, Standby Letter of Credit/Letter of Credit and/or any issue of Non – Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non – Convertible and/or other Partly/Fully Convertible instruments/securities, within the overall ceiling of Rs. 1000 Crores (Rupees One Thousand Crores Only) prescribed by the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with the Lending Agencies / trustees, the documents for creating the aforesaid security interests and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the director(s) or Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with the concerned Registrar of Companies, that may be required, on

behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**5. Approval for increase in overall borrowing limits of the company as per section 180 (1) (c) of the Companies Act, 2013:**

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

**“RESOLVED THAT** pursuant to Section 179 and 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, from any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company’s business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 1000 Crores (Rupees One Thousand Crores Only) over and above the aggregate, of the paid-up share capital and free reserves of the Company.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the director(s) or Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with the concerned Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**6. Approval for the re-appointment of Mr. Devansh Gupta (DIN: 06920376) as Managing Director of the Company.**

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

**“RESOLVED THAT** in pursuance of Sections 196, 197, 198 and 203 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule V of the Companies Act, 2013 and the Articles of Association of the Company and other applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013, and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and any other laws, regulations prevailing for the time being

in force, and upon the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint Mr. Devansh Gupta (holding DIN: 06920376) as the Managing Director of the Company for a period of 3 (three) years w.e.f. April 1, 2025 to March 31, 2028, at a remuneration of Rs. 6,00,000 (Rupees Six Lakh Only) per month, plus bonus, if any which may further be increased up to an overall limit of Rs. 10,00,000/- (Rupees Ten Lakh Only) per month, plus bonus if any on such terms and conditions as determined by the Nomination and Remuneration Committee; in the event of absence or inadequacy of profits in any financial year, the Managing Director shall be entitled to the remuneration as mentioned herein above except for any commission, with liberty and authority to the Board of Directors (hereinafter referred the "Board" and shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof.

**RESOLVED FURTHER THAT** in accordance with provisions of Section 197 read with Schedule V and the applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013 and any other laws, regulations prevailing for the time being in force and other statutory approvals, as may be required, the Company do hereby approves the revision/ variation in the remuneration of Mr. Devansh Gupta with effect from April 1, 2025 till his tenure as the Managing Director of the Company, as recommended by the Nomination & Remuneration Committee and the Board i.e. Rs. Rs. 6,00,000 (Rupees Six Lakh Only) per month, plus bonus, if any which may further be increased up to an overall limit of Rs. 10,00,000/- (Rupees Ten Lakh Only) per month, plus bonus if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter or vary the above terms and conditions so as not to exceed the limits specified above and in accordance with Schedule V to the Companies Act, 2013, in case the Company has inadequate profits or within the limits approved by the Central Government, if required, as the case may be.

**RESOLVED FURTHER THAT** any Director(s), or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things as may be necessary and incidental including filing of e-forms with the Concerned Registrar of Companies, signing and/or execution of any deeds or documents or undertakings or agreements or papers and writings for giving effect to this Resolution."

## 7. Authorization to seek approval for material related party transactions

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

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) /

Contract(s) /Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) for the aggregate sum not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores Only) as mentioned in detail in the explanatory statement annexed to the notice, the copy of which is laid before the meeting

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, as they may in their absolute discretion deem fit.”

**By Order of the Board of Directors  
For Algoquant Fintech Limited**

**Sd/-  
Barkha Sipani  
Company Secretary & Compliance Officer  
Membership No. A57896**

**Place: New Delhi**

**Date: 8th October, 2024**

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 7 of the accompanying Notice, is annexed hereto.
2. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated 5th May 2022 and latest being 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated 25th September, 2023 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD- 2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, 61st Annual General Meeting (“AGM”) of the Members will be held through VC/OAVM which does not require physical presence of members at a common venue. The deemed venue for 61st AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/ OAVM is as specified below and available at the Company’s website [www.algoquantfintech.com](http://www.algoquantfintech.com)
3. Brief profile and other information about the Director(s) proposed to be appointed as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (‘SS-2’) are forming part of the explanatory statement of this Notice.
4. Since, the AGM is being conducted through VC/OAVM pursuant to MCA General Circulars 14/2020 dated April 08, 2020 & Others, physical attendance of Members, route map has been

dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there and cast their votes through e-voting.

5. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report and Annual Accounts 2023-24 is being sent only through electronic mode (i.e., through e-mail) to those Members whose email addresses are registered with the Company/RTA/ Depositories. Members may note that the Notice and Annual Report and Annual Accounts 2023-24 will also be available on the Company's website [www.algoquantfintech.com](http://www.algoquantfintech.com), relevant section of the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which the Directors are interested and all other documents referred to in this Notice, shall be available for online inspection by the Members of the Company, without payment of fees up to and including the date of AGM. Members desirous of inspecting the same may send their requests at [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com) from their registered e-mail addresses mentioning their names and folio numbers / DP ID and Client ID.
7. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchange hence members are requested to convert their physical share certificates into electronic form.
8. The Board of Directors has appointed M/s. S. Khurana & Associates, Company Secretaries, Delhi, represented by CS Sachin Khurana, holding Membership No.: F10098, FRNI2014DE1158200 as a Scrutinizer, for conducting the voting/remote e-voting process in a fair and transparent manner.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.algoquantfintech.com](http://www.algoquantfintech.com). The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
11. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
12. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R&T Agent for nomination form by quoting their folio number.

**General instructions for accessing and participating in the 61st AGM through VC/OAVM Facility and voting through electronic means including remote E-Voting:**

1. 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 for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Institutional Investors, who are Members of the Company, are encouraged to attend the 61st AGM through VC/ OAVM mode and vote electronically. Pursuant to the provisions of the Act, the Institutional/Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at sachinkhuranacs@gmail.com or to investors@alogoquantfintech.com and evoting@nsdl.com.
3. 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.
4. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the Meeting.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 5th May 2022 and 28th December, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
2. The remote e-voting period begins on Saturday, 26th October, 2024 at 09:00 A.M. and ends on Tuesday, 29th October, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
3. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, 23rd October, 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 Wednesday, 23rd October, 2024. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only
4. A person who has acquired the shares and has become a Member after the dispatch of the Notice of the AGM and prior to the Cut- off date i.e. Wednesday, 23rd October, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this notice.

**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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 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.	<ol style="list-style-type: none"> <li data-bbox="810 638 1439 1239">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https:// eservices.nsd.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="810 1259 1439 1425">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https:// eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="810 1446 1439 1910">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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</li> </ol>



	<p>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 or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 or 022-24994360 or 022-24994545 or 022 - 48867000 / 022 - 24997000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>

<p>B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode</p> <p><b>How to Log-in to NSDL e-Voting website?</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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.</li> <li>4. Your User ID details are given below:</li> </ol>
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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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join General Meeting".
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**

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 sachinkhuranacs@gmail.com with a copy marked to evoting@nsdl.com. 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. In case of any queries/ grievances, 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com, or approach Company Secretary of the Company at investors@algoquantfintech.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@algoquantfintech.com.

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 ([www.everesttools.com](http://www.everesttools.com)). If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 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 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 casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through 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 link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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. 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 [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com). The same will be replied by the company suitably.

6. Shareholders who would like to register as speaker can contact to Company Secretary at E-mail id: investors@algoquantfintech.com. The same will be replied by the company suitably.

#### **EXPLANATORY STATEMENT IN PURSUANT TO PROVISIONS OF THE SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **Item No. 3**

Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares and securities of any other body corporates in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company by Special Resolution.

As a measure of achieving greater financial flexibility and to enable optimal financing structure it is proposed to give powers to the Board of Directors to make investments, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only).

Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of 100% of its free reserves and securities premium account of the Company i.e. up to Rs. 1000 Crores (Rupees One Thousand Crores Only).

None of the Directors, Key Managerial Personnel, parties belonging to the promoter group or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

##### **Item No. 4 & 5**

Section 180 (1) (c) and Section 180 (1) (a) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

In view of the Company's business requirements and growth plans, it is proposed to:

- a. Increase in the limit for creating charge on the assets of the Company for securing borrowings up to Rs. 1000 Crores (Rupees One Thousand Crores Only) u/s 180 (1) (a) of the Companies Act, 2013; and
- b. increase the borrowing limits to a sum not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only) under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act")

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve and to create charge in the assets of the company for securing borrowing.

None of the Directors, Key Managerial Personnel, parties belonging to the promoter group or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

##### **Item No. 6**

Mr. Devansh Gupta, promoter(s) of the Company having 8 years' experience in managing business and trading operations and at the firm have been serving as Directors of the Company since 2021. Under his leadership and guidance, the performance of the Company has grown exponentially over the past years. The Company has also witnessed significant improvement in its Financial Services in recent years which

has played a major role in the growth of the Company. The Company has expanded its customer base and gained credibility among the various stakeholders in the market and consequently company has obtained reputable market position.

In view of the above, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their meeting, approved the re-appointment, including the revised remuneration' if any, of Mr. Devansh Gupta as the Managing Director of the Company for another term of 3 years with effect from April 1, 2025 pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules made thereunder on the terms and conditions as indicated in the resolution. The reappointment of Mr. Devansh Gupta as the Managing Director of the Company and his revised remuneration are subject to the approval of shareholders of the Company and such other approvals if any.

In order to strengthen the Corporate Governance framework of the Company and in compliance with the provisions of Section 196, 197 and other applicable provisions, if any read with Schedule V to the Act and the Articles of Association of the Company and subject to such other approvals, as may be required, the re-appointment and terms of remuneration of Mr. Devansh Gupta as the Managing Director is now being placed before the Members for their approval.

The Special Resolutions at Item No. 6 is recommended by the Board of Directors for approval by the Members.

Mr. Devansh Gupta (Managing Director) is concerned or interested in the Resolution mentioned in Item No. 6 of the Notice relating to re-appointment. Other than him, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 6 of the Notice. A brief resume of Mr. Devansh Gupta is given in the Annexure-A to the Notice.

#### Item No. 7

Pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the Members is required by way of Special Resolution for entering into any contract or arrangement with related party if such transactions are not entered in the ordinary course of business and/or are not at arm's length basis.

Sl. No.	Name of the related party	Nature of Relationship
1.	Algoquant Financials LLP	Ultimate Holding Entity
2.	Algoquant Investments Private Limited	Holding Company
3.	Dhruv Devansh Investment & Finance LLP	Entities Under control of Key Managerial Personnel
4.	Vardan Securities Private Limited	Entities Under control of Key Managerial Personnel
5.	Growth Securities Private limited	Entities Under control of Key Managerial Personnel
6.	Algoquant LLP	Entities Under control of Key Managerial Personnel
7.	Ogha Research LLP	Entities Under control of Key Managerial Personnel

The Company requires shareholders' approval through special resolution for all material related party transactions pertaining to sale, purchase or supply of any goods or materials, appointment of any agent for the said purposes and leasing of properties of any kind. Transactions to be considered as material if such transactions entered/to be entered during the year taken together exceed 10% of annual turnover or Net worth of the Company, as the case may be. The materiality nature of related party transactions being entered by the Company mandates it to seek member's approval for such transactions.

The Board recommends the Special Resolution set out at Item No. 7 for approval by the shareholders.

None of the Directors of the company and parties belonging to the promoter & promoter group are interested in the Item No. 7 of the accompanying notice except to the extent of their directorships and shareholding in the Company (if any).



## Annexure-A"

**BRIEF PROFILE OF DIRECTOR(S) FOR SEEKING APPOINTMENT OR RE-APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Name &amp; DIN</b>	Mr. Devansh Gupta DIN: 06920376
<b>Date of Birth &amp; Age</b>	20.06.1996 Age: 28 years
<b>Date of first appointment in board</b>	09.02.2021
<b>Qualification</b>	B.com (Hons)
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid</b>	Being appointed as Managing Director of the Company for a period of 3 years w.e.f. 01.04.2022 to 31.03.2025, now being eligible for re-appointment for further period of 3 years starting from 01.04.2025 to 31.03.2028
<b>Last Drawn Remuneration</b>	Rs. 600,000/- p.m.
<b>No. of Board Meeting attended during the year 2023-2024</b>	06
<b>Brief resume of the Director</b>	Mr. Devansh Gupta is a Managing Director in Algoquant Fintech Ltd and having a bachelor's degree in Commerce.
<b>Nature of expertise in specific functional areas</b>	He has 8 years' experience in managing business and trading operations, risk management in the company.
<b>Disclosure of relationships between directors inter-se;</b>	Mr. Dhruv Gupta, one of the Director of the company is a relative to Mr. Devansh Gupta.
<b>Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.</b>	Nil
<b>Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner</b>	No. Equity shares held: 61,125, amounting to 0.76% of the total holding of the company
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Not Applicable
<b>Remuneration</b>	Rs. 600,000/- p.m.

By Order of the Board of Directors  
For Algoquant Fintech Limited

Sd/-

Barkha Sipani

Company Secretary & Compliance Officer

Membership No. A57896

Place: New Delhi

Date: 8th October, 2024