



WSFx Global Pay Limited
Formerly known as "Wall Street Finance Ltd."

Unit 622, 6th Floor, The Summit
Business Bay – Omkar, M.V. Road,
Opp. PVR Cinema, Chakala,
Andheri (East), Mumbai – 400 093.
CIN No. L99999MH1986PLC039660

Date: 18th August, 2023

To,
The Manager,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Subject: Intimation and Notice of 36th Annual General Meeting
Scrip ID: WSFX
Scrip Code: 511147

Dear Sir/ Madam,

This is to inform you that the 36th Annual General Meeting (AGM) of the Members of WSFx Global Pay Limited (Formerly known as Wall Street Finance Limited) is scheduled to be held on Tuesday, 12th September, 2023 at 04:00 PM IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

In compliance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 36th AGM of the members of the Company.

The said Notice is also uploaded on the Company's website at www.wsfx.in.

Kindly, take the same on your records.

Thanking You,

Yours faithfully,

For WSFx Global Pay Limited
(Formerly known as "Wall Street Finance Limited")

Manisha Lakhotia
Company Secretary & Compliance Officer

Encl: As above



+91 22 62709600



info@wsfx.in



www.wsfx.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF WSFX GLOBAL PAY LIMITED (FORMERLY KNOWN AS WALL STREET FINANCE LIMITED) TO BE HELD ON TUESDAY 12TH SEPTEMBER, 2023 AT 04:00 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 31st March 2023, including the Balance Sheet as at 31st March 2023 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 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:

- (3) Payment of Remuneration to Mr. Ramesh Venkataraman (DIN: 03545080), Non-Executive Non-Independent Director, and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015') and other applicable regulations of Listing Regulation, 2015 and Section 197, 198 and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended by 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, 2015 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 Plan for the Financial Year 2023-24.

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."

- (4) Re-appointment of Mr. N Srikrishna (DIN: 07175251) as an Executive Director designated as the Whole-Time Director and Chief Executive Officer and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 ('the Act'), read with Schedule V of the Act and relevant rules framed thereunder (including any statutory modification(s) or re-enactment or amendments thereof for the time being in force), provisions of Articles of Association of the Company and subject to such other approvals as may be necessary, as recommended by the Nomination and Remuneration Committee and the Board of Directors, Mr. N. Srikrishna (DIN: 07175251) be and is hereby re-appointed as an Executive Director designated as the Whole-Time Director & Chief Executive Officer and Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the terms and conditions including remuneration as may be permissible under the relevant provisions of the Act are as under:

- (a) **Total Remuneration:** Rs. 95,00,000/- p.a. (Total remuneration includes PF employer contribution also) plus increments as may be approved by the board.
- (b) **Bonus:** Annual performance bonus, as may be approved by the board, in line with the Company's Annual Performance Bonus Plans.
- (c) **Tenure:** Three years with effect from 22nd December, 2023 to 21st December, 2026 as the Whole-Time Director and Chief Executive Officer, with the liberty to either party to terminate the appointment in writing to the other on mutually agreed notice period.
- (d) **Perquisites:** Cell phone reimbursement, personal accident insurance, mediclaim insurance and gratuity as per the policy of the Company.
- (e) **Stock options:** Benefit arise out of exercise of 1,01,500 Options granted on 7th June, 2018 and 1,45,000 additional stock options granted & 43,500 options re-granted at the price of Rs. 25.20 per option in accordance with Wall Street Finance Limited - Employee Stock Option Plan 2018 on 15th August 2022. Exercise period for the vested options will be valid for three years from the date of their respective vesting. Each option is convertible into equity shares of the Company.
- (f) The aggregate of the remuneration and perquisites payable to Mr. N Srikrishna as aforesaid shall be subject to the overall ceilings as laid down in Sections 197 and Section 198 and other applicable provisions of the Act and rules made thereunder read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible by the Act.
- (g) **Minimum Remuneration:** Where in any financial year during the tenure of Mr. N Srikrishna, the Company has no profit or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid in accordance with the applicable provisions of Schedule V of the Act.
- (h) **Sitting fees & Retiring by Rotation:** Mr. N. Srikrishna shall not be entitled to any sitting fees and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration as specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or any such other competent authorities, if required.

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

- (5) Re-appointment of Mrs. Asha Shah (DIN: 08137628) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any of the Companies Act, 2013 ('the Act') and the rules made thereunder read with Schedule IV to the Act and relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015') (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of Articles of Association of the Company, Mrs. Asha Shah (DIN: 08137628), who was appointed as an Independent Director of the Company for a term up to the conclusion of ensuing AGM (12th September, 2023) and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Mrs. Asha Shah as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from the conclusion of this AGM upto the conclusion of 41st AGM to be held in the calendar year 2028 and is not liable to retire by rotation.



RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

By order of the Board

Date : 3rd August, 2023
Place : Mumbai

Manisha Lakhotia
Company Secretary

NOTES

- (1) The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 20/2020 and 10/2022 dated 05 May, 2020 and 28 December, 2022 respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, conduct of AGMs through Video Conferencing / Other Audio-Visual Means (“VC/ OAVM”) facility. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05 January, 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In compliance with these Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Listing Regulations, the 36th 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.
- (2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA / SEBI Circulars through VC / OAVM, physical attendance of Members 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, in compliance with Section 112 and Section 113 of the Companies Act, 2013, corporate members intending to authorize their representative to vote through remote e-voting and attend the meeting through VC/ OAVM are requested to send to the Company a certified copy of the board resolution/power of attorney authorizing their representative to attend and vote on their behalf in the 36th AGM.
- (3) The presence of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (4) The Register of Members and Share Transfer Books of the Company will remain closed from **5th September 2023 to 12th September 2023 (both days inclusive)** in connection with the AGM and for determining the names of members eligible for equity dividend, if declared at the AGM.
- (5) An Explanatory statement pursuant to Section 102 of the Act with respect to item nos. 3 to 5 forms part of this notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) and Secretarial Standard – 2 issued by Institute of Company Secretaries of India as notified by the Central Government on general meetings in respect of Directors seeking re-appointment at the Annual General Meeting has been furnished as **Annexure - I** to the notice.
- (6) 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.
- (7) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- (a) **For shares held in electronic form:** to their Depository Participants (DPs)
- (b) **For shares held in physical form:** to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities on or before 1st October, 2023, and linking of PAN with Aadhaar vide its circular dated 16th March, 2023. In the absence of any of the required documents/details in a folio, on or after 1st October, 2023, the folio shall be frozen by the RTA. 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/>. If the securities continue to remain frozen as on 31st December, 2025, the RTA/ Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
- (8) Members may please 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 dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only 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>.
- (9) In terms of Regulation 40 of Listing Regulations 2015, the securities of the listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the same, members are advised to dematerialize shares held by them in physical form. SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Bigshare Services Private Limited, for assistance in this regard.
- (10) Members can avail the nomination facility in respect of shares held by them in physical form pursuant to Section 72 of the Act read with relevant rules. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in, signed, and send to the Company or RTA.
- (11) 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.
- (12) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (13) 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.
- (14) 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.
- (15) Any person who is not a Member as on the cut-off date i.e. **5th September 2023** should treat this Notice for information purposes only.
- (16) 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.
- (17) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company or the RTA.

- (18) During the year the Company has changed its name from Wall Street Finance Limited to WSFx Global Pay Limited and in compliance with the conditions for change of name laid down in Companies Act, 2013 and rules made thereunder, the Company has enclosed latest certificate from a practicing chartered accountant stating compliance with conditions provided in sub-regulation (1) of Regulation 45 of SEBI Listing Regulations 2015 with the Notice to the Annual Report as **Annexure –II**.
- (19) The Members can join the 36th 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 36th 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 Chairpersons 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.

(20) 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.

(21) COMMUNICATION THROUGH E-MAIL:

In compliance with the aforesaid MCA Circulars and applicable SEBI Circular(s) and other relevant circulars and notifications issued in this regard, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.wsfx.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com.

Members are requested to support the green initiative by registering their e-mail id (a) in case of electronic / demat holding with their respective Depository Participant and (b) in case of physical holding either with the RTA by sending an e-mail to investor@bigshareonline.com or use link <https://bigshareonline.com/ForInvestor.aspx> or with the Company by sending an e-mail to investors@wsfx.in by quoting the name and folio number.

This initiative would enable the members to receive communication promptly besides paving way for a reduction in paper consumption and wastage. You would appreciate this initiative taken by the Ministry of Corporate Affairs and your Company's desire to participate in the initiative. If there is any change in e-mail id, the shareholder can update his / her e-mail id in the same manner as mentioned above.

(22) VOTING THROUGH ELECTRONICS MEANS:

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
2. The remote e-voting period commences on **9th September, 2023 (9:00 a.m. IST)** and ends on **11th September, 2023 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or

in dematerialized form, as on **5th September, 2023 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.

3. 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.
4. 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.
5. 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.

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.co.in. 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 **9th September, 2023 at 09:00 A.M.** and ends on **11th September, 2023 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. **5th September, 2023**, 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 **5th September, 2023**.

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 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.	1. 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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>2. 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</p> <p>3. 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 or joining virtual meeting & 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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. 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.</p> <p>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 or joining virtual meeting & voting during the meeting. 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.</p> <p>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.</p> <p>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.</p>

Type of shareholders	Login Method
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 or joining virtual meeting & voting during the meeting.

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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log in to the 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.

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.

4. 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.co.in 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 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.

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.co.in. 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 toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal- Senior Manager & Ms. Pallavi Mhatre- Manager at evoting@nsdl.co.in & pallavid@nsdl.co.in

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 and joining virtual meeting for Individual shareholders holding securities in demat mode
3. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in 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 5th September, 2023 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 5th September, 2023 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.

By order of the Board

Date : 3rd August, 2023
Place : Mumbai

Manisha Lakhotia
Company Secretary

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

Item No. 3

In terms of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), 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 25th July 2023 and 3rd August, 2023, respectively, it is 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.

Mr. Ramesh Venkataraman is interested in the resolution as set out in item no. 3 of the notice. Relatives of Mr. Ramesh Venkataraman may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel's of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the item no. 3 of the notice of the 36th AGM.

The Nomination and Remuneration Committee and Board of Directors recommends the special resolution as set out in item no. 3 of the notice for the approval of members in compliance of Regulation 17(6) of the Listing Regulations, 2015. Brief profile of Mr. Ramesh Venkataraman is given in **Annexure - I** to the notice.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their meetings held on 25th July 2023 and 3rd August, 2023, respectively to re-appoint Mr. N. Srikrishna as an Executive Director designated as the Whole Time Director and Chief Executive Officer (CEO) of the Company for the period of three (3) years with effect from 22nd December, 2023 to 21st December, 2026, subject to approval of the Members. Mr. N. Srikrishna has been designed as a Key Managerial Personnel of the Company in compliance of Section 203 of the Companies Act, 2013 ('the Act'). Mr. N Srikrishna is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Executive Director designated as the Whole Time Director and CEO. He brings with him over 28 years of experience in the forex industry. He works closely with the Board to drive the strategy of transformation of the Company's traditional forex business into digital and execution of overall vision of the Board to build the forex business. The Board feels that his experience and business knowledge on the Board would be beneficial to the Company.

The remuneration and other terms and conditions of Mr. N Srikrishna as an Executive Director designated as the Whole Time Director and CEO of the Company as set out in the resolution is subject to members' approval.

The remuneration to Mr. N Srikrishna was structured in accordance with the criteria as prescribed under item (A) of Section II of Part II (Remuneration) Schedule V of the Act, subject to approval of the members by passing a special resolution. A statement as required pursuant to the provisions of Schedule V of the Companies Act, 2013 is given below:

(I) GENERAL INFORMATION

- a. **Nature of Industry:** The Company is into Foreign Exchange and Cross border remittances business.
- b. **Date or expected date of commencement of commercial production:** Not Applicable
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

d. Financial Performance based on given indicators:

(Rs. in Lakhs)

Particulars	FY 2022-23	FY 2021-22
Turnover	2,95,962.63	2,11,979.50
Profit (loss) after tax	116.79	(441.89)

e. Foreign investments or collaboration, if any : Not Applicable

(II) INFORMATION ABOUT THE APPOINTEE

a. Background Details: Please refer **Annexure I** forming part of Notice of AGM.

b. Past Remuneration:

- Mr. N. Srikrishna was paid Rs. 82,00,000 p.a. in the previous financial year.
- On 7th June 2018, the Company granted 1,01,500 Live Options, and subsequently, on 15th August 2022, an additional 1,45,000 stock options were granted, along with 43,500 options that were re-granted, all at a price of Rs. 25.20 per option. These options were granted under the Wall Street Finance Limited - Employee Stock Option Plan 2018. The options granted have a three-year exercise period from the date of their respective vesting. Each option can be converted into equity shares of the Company, providing eligible employees with an opportunity to participate in the ownership and growth of the organization.

c. Recognition or awards: During the financial year 2022-23, the Board of Directors of the company recognized Mr. N Srikrishna for his exceptional performance and awarded him a bonus of Rs. 12 lakhs.

d. Job profile and suitability of the appointee: Mr. N. Srikrishna's journey with WSFx began in July 2017, and he brings with him over 28 years of experience in the forex industry, he has been a passionate about the promise that the forex business holds and with his profound knowledge and understanding of the Forex and Cross Border Remittance space, has played a pivotal role in establishing crucial alliances and partnerships, making significant contributions to the company's overall growth and success. He has been working closely with the Board to drive the strategy of transformation of traditional Forex business into digital and execution of the Board vision to build the forex business.

e. Remuneration Proposed: Forming part of resolution no. 4 of this notice.

f. Comparative remuneration profile with respect to the industry, size of the company, profile of the position and person: Taking into account the size of the Company, industry benchmark in general, profile, leadership position, responsibilities, capabilities and the involvement of Mr. N. Srikrishna in the Company, the proposed remuneration is reasonable and in line with the industry and across the country.

g. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other directors, if any: Except, for the proposed remuneration and forex transactions as declared in the financial statements, Mr. N. Srikrishna does not have any pecuniary relationship with the Company or with any managerial personnels or other directors.

(III) OTHER INFORMATION

a. Reason of loss or inadequate operational profits: In the previous years, the Company faced significant losses primarily attributed to the persistent effects of the COVID-19 pandemic. The entire industry, including the Company's business that heavily relied on international travel, was severely impacted. However, with the gradual resumption of international travel, there has been a noticeable recovery in the Company's operations during the financial year 2022-23. As a result of this gradual improvement, the Company managed to achieve a modest profit, indicating positive strides towards full recovery.

b. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits: To enhance productivity and drive profits, the Company has taken strategic measures while also proposing further actions. These steps include leveraging the positive overall market outlook, capitalizing on substantial business growth from key customer segments, and maximizing the potential of its digital proposition. With these initiatives, the Company is well positioned to achieve an expected increase in productivity and boost its profitability.

c. Expected increase in productivity and profits in measurable terms: The Company through its various initiatives and strategic focus on digital transformation is poised to take advantage of the market opportunities as mentioned in the Company's Management Discussion and Analysis report forming part of



the Annual Report. By capitalizing on market opportunities and embracing digital strategies, the Company aims to achieve substantial growth in its operational efficiency and financial performance, ultimately leading to higher profits and improved productivity.

Mr. N. Srikrishna is interested in the resolution as set out at item no. 4 of the notice. Relatives of Mr. N. Srikrishna may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel's of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the resolution no. 4 of the notice of the 36th AGM.

The Nomination and Remuneration Committee and Board of Directors recommends the special resolution for the approval of members as set out in item no. 4 of the notice for the re-appointment of Mr. N. Srikrishna as an Executive Director designated as the Whole Time Director and CEO on the Board of the Company. Brief profile of Mr. N. Srikrishna is given in **Annexure - I** to the notice.

Item No. 5

The Members of the Company had approved the appointment of Mrs. Asha Shah as an Independent Directors on the Board of the Company at the Annual General Meeting held on 31st August 2018 to hold office upto the conclusion of 36th AGM ('First Term').

The Board of Directors on the basis of performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, believes that the experience, skills and business knowledge and substantial contributions made by Mrs. Shah during her tenure in the operation of business in which the Company operates has been a great support and direction to the Management. The continued association of Mrs. Asha Shah would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, it is proposed to re-appoint Mrs. Asha Shah as an Independent Director, not liable to retire by rotation, for a second term of five (5) consecutive years on the Board of the Company commencing from the conclusion of this AGM upto the conclusion of 41st AGM to be held in the calendar 2028.

Mrs. Asha Shah has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). Also she is not debarred or disqualified from being appointed as Director or continuing as Directors, in terms of Section 164 of the Companies Act, 2013 ('the Act') and had given consent to act as Director. Further, she is not debarred from holding the office of Director pursuant to SEBI order or any other statutory authority.

The Company has received the declaration from Mrs. Shah that she meets with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In the opinion of the Board, Mrs. Asha Shah fulfil the conditions for the re-appointment as an Independent Director as specified in the Act and the Listing Regulations and are independent of the management. Copy of draft letter of appointment of Mrs. Asha Shah setting out the terms and conditions of appointment will be available for inspection by the members at the Registered Office of the Company.

Mrs. Shah is interested in the resolution as set out at item no. 5 of the notice. Relatives of Mrs. Asha Shah may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel's of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the resolution no. 5 of the notice of the 36th AGM.

The Nomination and Remuneration Committee and Board of Directors recommends the special resolution for the approval of members as set out in item no. 5 of the notice for the re-appointment of Mrs. Asha Shah as an Independent Director of the Company. Brief profile of Mrs Asha Shah is given in **Annexure - I** to the notice.

By order of the Board

Date : 3rd August, 2023
Place : Mumbai

Manisha Lakhotia
Company Secretary

ANNEXURE I

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM

(In pursuance 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)	Mr. N Srikrishna (Refer item no. 4 of notice)	Mrs. Asha Shah (Refer item no. 5 of notice)
DIN	03545080	07175251	08137628
Date of appointment	12 th October 2016	22 nd December 2017	19 th May 2018
Age	57 years	52 Years	63 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).	Mr. N. Srikrishna has done a Post Graduate Diploma in Business Administration from IIM - Kolkata and holds a Bachelor's degree in Chemistry from the University of Madras.	Mrs. Asha Shah is a Master of Commerce from Mumbai University.
Brief Resume and nature of expertise in specific functional area	<p>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.</p> <p>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.</p>	<p>Mr. N. Srikrishna is an accomplished professional in the foreign exchange industry, with a distinguished academic background and over 28 years of expertise.</p> <p>Mr. Srikrishna's journey with WSFx began in July 2017 and with his profound knowledge and understanding of the Forex and Cross Border Remittance space, has played a pivotal role in establishing crucial alliances and partnerships, making significant contributions to the company's overall growth and success.</p>	<p>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.</p>

Name of the Director(s)	Mr. Ramesh Venkataraman (Refer item no. 3 of notice)	Mr. N Srikrishna (Refer item no. 4 of notice)	Mrs. Asha Shah (Refer item no. 5 of notice)
	<p>Previously, Mr. Venkataraman was a Managing Director in London with Bridgepoint Capital, the leading European mid-market buyout firm.</p> <p>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.</p> <p>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.</p>	<p>As a visionary leader, Mr. Srikrishna has been at the forefront of driving the company's digital transformation. His strategic acumen and innovative thinking have led to the successful launch of multiple digital platforms and solutions, catering to Corporate, B2B, and D2C segments in Forex and Cross payment space, positioning WSFx as a prominent Payment Fintech.</p> <p>Prior to joining this organization, Mr. Srikrishna served as the CEO & Executive Director of Essel Finance VKC Forex Ltd. During his remarkable 18-year tenure there, he held key positions and was involved in various aspects of the business. His responsibilities included strategizing, sales & marketing, operations, administration and compliance. Under his leadership, the company's forex business flourished, transforming from a small enterprise into one of the leading Money Changers in the country.</p> <p>N. Srikrishna commenced his forex career at Synergy Forexpress Ltd, where he served as the Team Leader – Treasury, laying the foundation for his successful journey in the industry.</p>	<p>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.</p> <p>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.</p>
Terms & conditions of Re-appointment	Re-appointment on retiring by rotation	Re-appointment on expiry of current tenure	Re-appointment on expiry of current tenure
Details of Remuneration last drawn and sought to be paid	Last drawn remuneration is: RS. 30 Lakhs p.a. Current Year: Rs. 36 Lakhs p.a.	Last drawn remuneration is: Rs. 82 Lakhs p.a. Current Year: Rs. 95 Lakhs p.a.	NA

Name of the Director(s)	Mr. Ramesh Venkataraman (Refer item no. 3 of notice)	Mr. N Srikrishna (Refer item no. 4 of notice)	Mrs. Asha Shah (Refer item no. 5 of notice)
List of directorship held in other Companies as on closure of financial year 2022-23	M/s. Spice Money Limited	NIL	M/s. Aasaan Finvest Private Limited
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	NIL	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.



ANNEXURE II

To,
The Board of Directors,
WSFx Global Pay Limited (Formerly known as Wall Street Finance Limited)
Unit 622, The Summit Business Bay,
Omkar Prakash Wadi, Opp. PVR Cinema,
Chakala, M. V. Road, Andheri (East), Mumbai- 400093

We, M/s. BJS & Co. Practicing Chartered Accountants, in furtherance to the previous certificate dated 11th August 2022 & 26th December 2022, have examined the relevant records of the Company and information provided by Management of the Company in relation to issue of a Certificate for compliance with the conditions at Sub- Regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 for change of Company's name from **WALL STREET FINANCE LIMITED to WSFX GLOBAL PAY LIMITED.**

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions regulation 45 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, we do hereby confirm that;

- (a) time period of at least one year has elapsed from the last name change;
 - **The Company has not changed its name since incorporation.**
- (b) at least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; or
 - **Not Applicable, since there is no change in the line of business activity of the Company in the preceding one year.**
- (c) the amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity
 - **Not Applicable, since there is no change in the line of business activity of the Company**

Further, it has been informed by the Company that they were holding NBFC license issued by RBI and the said license has been voluntarily surrendered by the Company in the year 2016. Currently, the company is no longer into the NBFC activities.

This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 for onward submission to the stock exchange, where the equity shares of the Company are listed.

Thanking You,

For BJS & Co.
Chartered Accountants
FRN: 132726W

CA Himanshu Jain
Partner
Membership No. 141066
Date: 10th January 2023
UDIN: 23141066BGXEAP3191