

VIKALP SECURITIES LIMITED

Registered Office : 25/38, Karachi Khana, Kanpur - 208001, Uttar Pradesh

CIN : L65993UP1986PLC007727 , CONTACT NO. : 0512 – 2372665

EMAIL ID : vikalpsecuritieslimited@gmail.com , WEBSITE : www.vikalpsecurities.com

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Vikalp Securities Limited will be held on Monday, the 23rd day of September, 2019, at 09:00 A.M. at the registered office of the Company at 25/38, Karachi Khana, Kanpur, Uttar Pradesh - 208001 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors (“the Board”) and the Auditors thereon.
2. To appoint a Director in place of Ms. Sonali Kejriwal (DIN: 07137327), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS

3. To re-appoint Mr. Arun Kejriwal (DIN: 00687890) as Managing Director of the Company for 3 years with effect from 1st July, 2019 and in this regard to consider and, if thought, to pass, with or without modification(s), following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial Personal) Rules 2014 (including any statutory modifications and re-enactment(s) thereof, for time being in force), , the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Arun Kejriwal (DIN: 00687890) as Managing Director of the Company, whose current term expires on 30.06.2019 and who has given his consent, if appointed as such, with effect from 1st July, 2019 on the following terms and conditions:

(a) Salary : 35000 p.m. in the each year of his tenure

Salary mentioned above includes perquisites payable to Mr. Arun Kejriwal but in any case managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act, 2013 read with Schedule V of the said act.

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act.
- Gratuity payable should not exceed half a month's salary for each completed year of service.

“RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company may pay to Mr. Arun Kejriwal as managing director, remuneration by way of salary, and perquisites as specified supra, in accordance with limits laid down in Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and/or incidental in this regard including filing of necessary e-forms with the Registrar of Companies, Uttar Pradesh.”

4. To appoint Mr. Vinay Kumar (DIN: 08426368) as an Independent Director and in this regard to consider and, if thought, to pass, with or without modification(s), following resolution as a Ordinary Resolution:

“RESOLVED THAT Mr Vinay Kumar (DIN: 08426368) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19.04.2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) but who is eligible for appointment, be and is hereby appointed as Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Vinay Kumar (DIN: 08426368), who is eligible for appointment as an Independent Director of the

Company, not liable to retire by rotation, for a term of five (5) years commencing from this annual general meeting_ to 38th annual general meeting, be and is hereby approved.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and/or incidental in this regard including filing of necessary e-forms with the Registrar of Companies, Uttar Pradesh.”

- 5 . To appoint Mr. Vineet Dubey (DIN: 08426369) as an Independent Director and in this regard to consider and, if thought, to pass, with or without modification(s), following resolution as a Ordinary Resolution:

“RESOLVED THAT Mr Vineet Dubey (DIN: 08426369) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19.04.2019_ and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) but who is eligible for appointment, be and is hereby appointed as Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Vineet Dubey (DIN: 08426369), who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) years commencing from this annual general meeting_ to 38th annual general meeting, be and is hereby approved.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and/or incidental in this regard including filing of necessary e-forms with the Registrar of Companies, Uttar Pradesh.”

6. To appoint Mr. Sharad Tondon (DIN: 00687841) as an Independent Director and in this regard to consider and, if thought, to pass, with or without modification(s), following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Sharad Tondon (DIN- 00687841), who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period up to five years from the conclusion of this Annual General Meeting of the Company in the calendar year 2019 for a term up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2024 or the expiry of five (5) years, whichever is earlier.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and/or incidental in this regard including filing of necessary e-forms with the Registrar of Companies, Uttar Pradesh.”

Place: Kanpur
Date: 12/08/2019

By Order of the Board of Directors

Arun Kejriwal
(Managing Director)

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED, SIGNED.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument appointing a proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed with this notice.

With reference to SEBI Press Release dated 03rd December, 2018 the extension to

deadline to SEBI notification SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 which is an amendment to Regulation 40 of the SEBI (LODR) Regulations, 2015 that mandated transfer of securities would be carried out in dematerialized form only w.e.f. 1st April, 2019. Therefore, Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding as any transfer is not made effective in physical form from 1st April, 2019.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts regarding the special business items mentioned in notice above and the details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking re-appointment is annexed hereto.
3. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
4. In accordance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the business may be transacted through electronic voting system and the company is pleased to provide the facility for remote e-voting to its members. The Company has engaged National Securities Depositories Limited (NSDL) for providing Remote E-voting services through the e-Voting platform of NSDL. In this regard, your Demat Account/Folio Number has been enrolled by the company for your participation in voting on resolutions placed by company on e-Voting system. Remote E-voting is optional and not mandatory and Members desiring to opt for Remote E-voting are requested to read the instructions below:

Voting through Electronic Means

The process of login to e -Voting website is given below:

In case Member receives an email from NSDL (if members whose email IDs are registered with the Company/Depositories Participant)

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file "**vikalpsecuritieslimited e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your

existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com

5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of VIKALP SECURITIES LIMITED. Members can cast their vote online from **September 20, 2019 (9:00 A.M)** till **September 22, 2019 (5:00 P.M.)**.
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.co.in.

Other information:

- Login to 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 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

Shareholders who have not registered their e-mail Id and will be receiving physical copy of the Notice of AGM:

- i) User ID and Password is provided at the remote e-voting sheet sent alongwith this Annual Report
 - ii) Please follow all steps given for new users from Sl. No. (2) to Sl. No. (9) above, to cast vote.
5. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
6. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
7. It may be noted that this remote e-voting facility is optional. The remote e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period:

Commencement of remote e-voting: From 9:00A.M.. IST on 20th September, 2019

End of remote e-voting : Upto 5:00 P.M IST on 22nd September, 2019

Remote e-Voting shall not be allowed beyond 5:00 p.m. of 22nd September, 2019.

8. At the venue of Annual General Meeting, voting shall be allowed through poll papers and the Members attending Annual General Meeting and who have not casted their vote by Remote E-voting shall be entitled to cast their vote through such Poll Paper mode.
9. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Monday, September 16th , 2019 (the "Cut Off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date. A person who is not a member as on the cut-off date mentioned above should treat this Notice for information purposes only.
10. Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM and holding shares as on the Cut Off date of Monday, September 16th , 2019, may obtain their user ID and password for Remote E-voting from the Company's Registrar and Share Transfer Agent (RTA) or NSDL.
11. Please note that a Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting

done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

12. For proper conduct of the Annual General Meeting, Members/Proxies should fill the attendance slip for attending the Meeting. Members who hold share(s) in electronic form are requested to write their DP ID and Client ID number and those who hold share(s) in physical form are requested to write their folio number and put their sign, at the places provided on the attendance slip and hand it over at the entrance of the venue to facilitate identification of membership at the Meeting.
13. The Company has appointed Mr. Adesh Tandon, Practicing Company Secretary (Membership No. F2253 and Certificate of Practice No.1121) who is not in employment of the company, as 'Scrutinizer' for conducting the remote e-voting process and for conducting poll at the Annual General Meeting in a fair and transparent manner. The Scrutinizer has given his consent to act as such.
14. The Scrutinizer shall, immediately after conclusion of the meeting, first count the votes cast at the meeting, therefore unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the company and shall make a combined Scrutinizer's Report of the votes cast in favour of or against, if any, to the Chairman of the Company.
15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on , **September 16th , 2019**.
16. As soon as the scrutinizer submits its report to the company, the results declared alongwith the combined Scrutinizer's Report shall be displayed at the Registered Office of the Company and shall be placed on the website of the company and on the website of National Securities Depository Limited and will be communicated to all the Stock Exchanges where company is Listed.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at Annual General Meeting.
18. The Notice of Annual General Meeting, Annual Report and Attendance Slip are being made available in electronic mode to Members whose email IDs are registered with the Company or Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participants(s). Members who have received the Notice of Annual General Meeting, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and

submit a duly filed in Attendance Slip at the registration counter to attend Annual General Meeting.

- 19.** Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 20.** In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 21.** The Register of Members and the Share Transfer Books of the Company shall remain closed from 16th September 2019 to 22nd September 2019 (both days inclusive).
- 22.** Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to inform the change of their registered address to our Registrar and Transfer Agent (RTA), M/s Skyline Financial Services Private Limited having registered office at D-153 A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 by quoting their folio number. The contact details of our Registrar and Transfer Agent are available on the company's website i.e. www.vikalpsecurities.com under investors tab.
- 23.** No amount is lying with the company as contemplated in Section 205A of the Companies Act, 1956 or any other corresponding provision, if effective of the Companies Act, 2013. Hence question to transfer to the Investor Education and Protection Fund (IEPF Fund) does not arise.
- 24.** Members desirous of obtaining any information with regard to the Annual Reports are requested to write to the Company's Registered Office at Kanpur at least ten days before the date of Annual General Meeting so that the information can be made available at the meeting.
- 25.** Members are requested to quote their Registered Folio Number/Client ID No. & Depository Participant (D.P) ID number on all correspondence with the Company.
- 26.** Non-Resident Indian members are requested to inform the Company's Registrar and Share Transfer Agent i.e. M/s Skyline Financial Services Private Limited, immediately of change in their residential status on return to India for permanent settlement together with the particulars of their bank Account maintained in India with complete name, branch, account type, account number and address of bank with Pin Code Number, if not furnished earlier.
- 27.** All the documents, if any, referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection

at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of 33rd Annual General Meeting of the Company.

28. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all the communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding shares in physical form are requested to intimate their email addresses to the Company's Registrar and Share Transfer Agent i.e. M/s Skyline Financial Services Private Limited and members holding shares in electronic form are requested to intimate the change to their respective depository participant.
29. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
30. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent i.e. M/s Skyline Financial Services Private Limited.
31. Shareholders who are at present holding shares in physical form are requested to convert their holding into dematerialized form in order to save themselves from the risk associated with holding shares in physical form like loss of share certificate etc. For the same shareholders can contact our Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited, the contact details of which is available on the website of the company.
32. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.
33. A copy of this notice is also available on the website of the company i.e. www.vikalpsecurities.com at the Investors tab.
34. Members are requested to bring their copies of the Annual Report to the meeting.

Place : Kanpur
Date : 12/08/2018

By Order of the Board of Directors

ArunKejriwal
Managing Director

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

ITEM NO. 3

The Board of Directors, at its Board Meeting held on 28.05.2019 has, subject to the approval of members, re-appointed Mr. Arun Kejriwal as Managing Director of the Company for a period of three years w.e.f. 01.07.2019 enter the date on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Mr. Arun Kejriwal being the promoter of the Company is associated with the Company since its Incorporation. He has always devoted his full time and effort towards the functioning of the Company and has remained associated with it in every ups and downs of the Company. He has years of vast and rich experience in the area of business in which the company deals. Thus on the basis of performance evaluation done by the Nomination and Remuneration Committee of the Board as per the criteria formulated by them and on finding his performance satisfactory, Board is of the view that his continuation with the Company as Managing Director would be beneficial for achieving new heights and success.

Mr. Arun Kejriwal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Brief resume of Mr. Arun Kejriwal, and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, and applicable regulations of the SEBI Listing Regulations are annexed to this Notice.

According to the provisions of section 196 of the Companies Act, 2013 ("the Act"), no company shall appointment or re-appoint any person as its Managing Director unless it is approved by the members of the Company in general meeting.

It is proposed to seek members' approval for re-appointment and remuneration payable to Mr. Arun Kejriwal as Managing Director of the Company by way of passing Special Resolution in terms of applicable provisions of the Act.

Information pursuant to Schedule V to the Act:

General Information	
1. Nature of Industry	Engaged in the business of share trading and finance and investment
2. Date or expected date of commencement of commercial	Not applicable as it is existing company.

production	
3. Financial performance	Company has incurred loss in the last financial year
Information about the appointee:	
1. Background details	Mr. Arun Kejriawl is the promoter and one of the most active member to the board of Vikalp Securities Limited since its incorporation in 1986.
2. Past remuneration	Remuneration in the past 3 years: 2016-2017- RS. 192000 2017-2018- Rs. 192000 2018-2019- Rs. 192000
3. Recognition or awards	Not applicable
4. Job profile and his suitability	Mr. Arun Kejriwal plays a major role in providing thought leadership and strategic inputs to the company.
5. Remuneration proposed	Rs. 35000 per month
6. Comparative remuneration profile with respect to industry, size of company, profile of the position and person	The remuneration payable to Mr. Arun Kejriwal has been benchmarked with remuneration being drawn by similar positions by finance and investment industries and has been considered by the Nomination and Remuneration Committee of the company at their meeting held on 28.05.2019
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	He has no pecuniary relationship with company either directly or indirectly except receiving rent of registered office on arms length basis, receiving remuneration and shareholding in the company. Is in relation to Miss Sonali Kejriwal, CFO of the company
Other information:	
1. Reasons of loss or inadequate profits	The performance of the company in the last few years has been impacted due to slow down in Global and Indian economics. The situation has been aggravated further due to downtrend in financial sector.

2. Steps taken or proposed to be taken for improvement	The Company will remain committed to generating superior returns for its stakeholders with this objective in mind company has entered into the commodity market.
3. Expected increase in productivity and profits in measureable terms	Due to adverse impact in the financial sector Vikalp's profits are adversely affected but it expecting to grow in near future.

Mr. Arun Kejriwal is interested in the resolution set out at item No. 2 and 3 of the Notice. Ms. Sonali Kejriwal, being related to Mr. Arun Kejriwal may be deemed to be interested in the said resolution.

The other relatives of Mr. Arun Kejriwal may be deemed to be interested in the said resolution to the extent of their shareholding interest in the Company, if any. Save and except the above, none of the Director and/or Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested in the said resolution, financially or otherwise.

The Board commends the Special resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4 To5

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Vinay Kumar (DIN: **08426368**) and Mr. Vineet Dubey (DIN: **08426369**) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from 19.04.2019

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Mr. Vinay Kumar and Mr. Vineet Dubey are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has also received declaration from Mr. Vinay Kumar and Mr. Vineet Dubey that they meet with the criteria of Independence as prescribed both under Sub Section (6) of Section 149 of the Act and regulation 16(1)(b) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In the opinion of the Board, Mr. Vinay Kumar and Mr. Vineet Dubey, fulfill the conditions for appointment as Independent Director as specified in the Act.

Brief resume of Mr. Vinay Kumar and Mr. Vineet Dubey and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, and applicable regulations of the SEBI Listing Regulations are annexed to this Notice.

Copy of the Draft letters for respective appointments of Mr. Vinay Kumar and Mr. Vineet Dubey as Independent directors setting out the Terms and Condition are available for inspection by Members at the Registered Office of the Company on working days from Monday to Friday during the business hours from 11:00 A.M. to 3:00 P.M., till the conclusion of the meeting.

Mr. Vinay Kumar is interested in the Ordinary Resolution set out at Item No. 4 with respect to his appointment. The relative(s) of Mr. Vinay Kumar may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Mr. Vineet Dubey is interested in the Ordinary Resolution set out at Item No. 5 with respect to his appointment. The relative(s) of Mr. Vinay Kumar may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personal of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 and 5 of the Notice.

The Board recommends the Ordinary resolution set out at Item No. 4 and 5 of the Notice for approval by the members.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, it is propose to appoint Mr. Sharad Tandon (DIN: 00687841), as an Independent Director of the Company for the second term upto five years, pursuant to the provisions of Section 149 and 152 of the Act at this Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Mr. Sharad Tandon is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director.

The Company has also received declaration from Mr. Sharad Tandon that he meets with the criteria of Independence as prescribed both under Sub Section (6) of Section 149 of the Act and regulation 16(1)(b) of the Act and Regulation 16(1)(b) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Sharad Tandon, fulfill the conditions for appointment as Independent Director as specified in the Act.

Brief resume of Mr. Sharad Tandon and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, and applicable regulations of the SEBI Listing Regulations are annexed to this Notice.

Copy of the Draft letter for appointment of Mr. Sharad Tandon as Independent Director setting out the Terms and Condition are available for inspection by Members at the Registered Office of the Company on working days from Monday to Friday during the business hours from 11:00 A.M. to 3:00 P.M., till the conclusion of the meeting.

Mr. Sharad Tandon is interested in the Special Resolution set out at Item No. 6 with respect to his appointment. The relative(s) of Mr. Vinay Kumar may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personal of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board commends the Special resolution set out at Item No. 6 of the Notice for approval by the members.

Place : Kanpur
Date : 12/08/2018

By Order of the Board of Directors

Arun Kejriwal
Managing Director

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2018-2019

Name of the Director	Arun Kejriwal	Sonali Kejriwal
Din	00687890	07137327
Category	Executive and Non Independent Director being Managing Director of the Company	Non-Executive and Non-Independent Director
Date of Birth	23/08/1958	07/06/1989
Age	60	30
Nationality	Indian	Indian
Date of Appointment on the Board	Promoter of the Company Appointed w.e.f 28-02-1986 as Director of the Company	Appointed on 28th March, 2015 in the Board Meeting and regularized in the Annual General Meeting of the company of the financial year 2014-2015
Qualification	Commerce Graduate	Bachelor of Technology
Detailed Profile and Expertise in specific functional area	He has wide knowledge and deep insight into security market and practical experience in the business field. having deep insight into security market, He will be in better position to guide an advocate on various relevant issue concerning to Company.	She is the youngest member who has joined the Company as part of the Board of Directors in the year 2015. She has very strong command over mathematics and accounts, which would be helpful to the Board of Directors while carrying out detailed analysis of the financial statement of the company. Besides that the company is hopeful that she will bring into the company new and young and innovative

		ideas to strengthen the position and goodwill of the company which coupled with the experienced board members will help company achieving new heights.
Number of shares held in the company	1077100	10000
Number of Meetings of Board of Directors of the Company attended during the year	He was present in all the 7 Board Meetings held during the year	5
Names of listed entities in which person also holds the directorship	Nil	Nil
Names of listed entities in which person holds Membership of committees of the Board	Nil	Nil
Relationship between Directors inter-se and Key Managerial Personnel	Father of Ms. Sonali Kejriwal, who is also a Director in the Company, besides that he is not related to any other Director or their relatives.	She is the daughter of Mr. Arun Kejriwal, Managing Director of the company, besides that not related to any other director or key managerial personal
Terms and Conditions of Re-Appointment	As per Explanatory Statement	As per Explanatory Statement
Remuneration Last Drawn	Rs. 192000/- per annum	N.A.

Details of Remuneration to be paid	Rs. 35,000/- per year	N.A.
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BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2018-2019

Name of the Director	Vinay Kumar	Vineet Dubey
Din	08426368	08426369
Category	Non-Executive and Independent Director of the Company	Non-Executive and Independent Director of the Company
Date of Birth	28/12/1981	29/05/1969
Age	38	50
Nationality	Indian	Indian
Date of Appointment on the Board	Appointed w.e.f 19/04/2019 as Director	Appointed w.e.f 19/04/2019 as Director
Qualification	Graduate	Graduate
Detailed Profile and Expertise in specific functional area	He has a good analytical skills and wide knowledge of market in which we are dealing with. This will be greatly helpful to the Board while carrying out its vital decision.	He has a good analytical skills and wide knowledge of market in which we are dealing with. This will be greatly helpful to the Board while carrying out its vital decision.
Number of shares held in the company	Nil	Nil
Number of Meetings of Board of Directors	Since, he is appointed in the 19th April, 2019, therefore he	Since, he is appointed in the 19th April, 2019, therefore he

of the Company attended during the year	was not required to attend any meeting for the F.Y. 2018-19.	was not required to attend any meeting for the F.Y. 2018-19.
Names of listed entities in which person also holds the directorship	Nil	Nil
Names of listed entities in which person holds Membership of committees of the Board	Nil	Nil
Relationship between Directors inter-se and Key Managerial Personnel	He is not related to any other Director or their relatives.	He is not related to any other Director or their relatives.
Terms and Conditions of Re-Appointment	As per Explanatory Statement	As per Explanatory Statement
Remuneration Last Drawn	N.A.	N.A.
Details of Remuneration to be paid	N.A.	N.A.

BRIEF RESUME OF DIRECTORS SEEKING APPOINTEMENT / RE-APPOINTMENT IN ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2018-2019

Name of the Director	Sharad Tandon
Din	00687841

Category	Non-Executive and Independent Director of the Company
Date of Birth	11/11/1947
Age	72
Nationality	Indian
Date of last Appointment on the Board	30.04.2019
Qualification	Graduate
Expertise in specific functional area	He has been in the board for long time and looking to his experience in the same field he will be an important asset to the organization and his decision will be valuable contribution to the company.
Number of shares held in the company	1300
Number of Meetings of Board of Directors of the Company attended during the year	He was present in 6 out of 7 Board Meetings held during the year
Names of listed entities in which person also holds the directorship	Nil
Names of listed entities in which person holds Membership of committees of the	Nil

Board	
Relationship between Directors inter-se and Key Managerial Personnel	He is not related to any other Director or their relatives.
Terms and Conditions of Re-Appointment	As per Explanatory Statement
Remuneration Last Drawn	N.A.
Details of Remuneration to be paid	N.A.