

Vikalp Securities Ltd.

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 31st Annual General Meeting of the Members of Vikalp Securities Limited will be held on Friday the 29th day of September, 2017 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, 2017 including audited Balance Sheet as at 31st March, 2017 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 Mr. Tej Narain Agarwal (DIN: 01415001), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint M/s. Alok Basudeo & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Alok Basudeo & Co., Chartered Accountants (Firm Registration No. 007299C), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of sixth Annual General Meeting from this Annual General Meeting subject to the ratification at every Annual General Meeting during the aforesaid term of 5 (five) years, at such remuneration as shall be fixed by the Audit Committee of the Board of Directors of the company."

SPECIAL BUSINESS

4. **To approve the limit for the loans and investment by the company in terms of provision of section 186 of the companies act 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions of the Companies Act 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), the provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the consent of the members of the company be and is hereby accorded to the board of directors of the company to (i) grant loans to any body corporate(s)/ person(s) or (ii) give guarantee or provide security in connection with the loan to any body corporate / person(s) or (iii) acquire by way of subscription purchase or otherwise securities of any body corporate exceeding sixty percent of Company's paid up share capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs.5 crores (Rupees Five Crores) for an amount

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Arun Kejriwal, Managing director of the Company be and is hereby empowered and authorized to take such steps as may be necessary for obtaining approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution

"RESOLVED FURTHER THAT the earlier statements/loans/guarantees or securities provided in connection with a loan covered within the ambit of Section 186 of the Companies Act, 2013 or under Section 372A of the Companies Act, 1956, be and are hereby confirmed and ratified."

Place : Kanpur
Date : 28/08/2017

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.
2. Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended appointment of M/s Alok Basudeo and Co., Chartered Accountants (Firm Registration No. 007299C) as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting subject to the ratification at every Annual General Meeting during the aforesaid period of 5 (five) years, at such remuneration as shall be fixed by the Board of Directors of the Company. The first year of Audit by the aforesaid Auditors will be of the financial statement of the Company for the financial year ending March 31, 2018. M/s Alok Basudeo and Co., Chartered Accountants have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.
3. 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.
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 26, 2017 (9:00 A.M.) till September 28, 2017 (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 :

- o 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.
- o 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.

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- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- o 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 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.nsd.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.nsd.com> during the following voting period:

Commencement of remote e-voting: From 9:00 A.M.. IST on 26th September, 2017

End of remote e-voting: Upto 5:00 P.M IST on 28th September, 2017

Remote e-Voting shall not be allowed beyond 5:00 p.m. of 28th September, 2017.

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 Friday, September 22nd 2017 (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 Friday, September 22nd, 2017, 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 Scrutiniser 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.

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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 22nd September, 2017.
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 22nd September 2017 to 28th September 2017 (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 30th 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.

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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' 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: 28/08/2017

By Order of the Board of Directors

Arun Kejriwal
Managing Director

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

ITEM NO. 4

As per the provisions of Section 186(2) of the Companies Act, 2013 (Act), no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

As per Section 186(3) of the Act, where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits as specified under section 186(2) of the Act, prior approval by means of a special resolution is required to be passed at the general meeting.

As a measure of achieving greater financial flexibility and to enable optimal financial structure, this permission is sought as per the provisions of Section 186 of the Act read with Section 372A of the erstwhile Companies Act, 1956 to give powers to the Board of Directors or any duly constituted Committee thereof, for making further investment, providing loans or giving guarantee or provide security in connection with such loans for an amount not exceeding Rs. 5 Crore over and above aggregate of paid up share capital and free reserves including securities premium. Further, in order to give validity of earlier loans / advances / investments / guarantee or security under section 186 of the Act or under Section 372A of the Companies Act, 1956, your approval is being sought for ratification of such transactions.

Accordingly, the consent of the Members by way of Special Resolution is being sought under the provisions of Section 186 of the Act to give powers to the Board of Directors or any duly constituted committee thereof, for making further investments, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding the limit of Rs. 5 Crores over and above aggregate of paid up share capital and free reserves including securities premium.

None of the Directors, Key Managerial Personnel or their relative are interested or concerned in any way in this resolution.

The Board of Directors recommends the resolution as set out at Item No. 4 of the Notice for approval by the Members of the Company.

Date: 28/08/2017
Place: Kanpur

By Order of the Board of Directors

Arun Kejriwal
(Managing Director)

Vikalp Securities Ltd.

ROUTE MAP FOR REACHING TO THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

From Kanpur Central Station or from Jhakarkati Bus Terminal, you need to take road for Sagar Market which is located in Karachi Khana, the Mall Road, General Ganj, Kanpur, Uttar Pradesh. The route for the same is shown in the map below. The venue of the Annual General Meeting i.e. 25/38, Karachi Khana, Kanpur-208001, Uttar Pradesh is located just nearby the Sagar Market.



Thirty First Annual Report

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

Form No. MGT-11
Proxy form

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

CIN : L65993UP1986PLC007727
Name of the Company : VIKALP SECURITIES LIMITED
Registered Office : 25/38, Karachi Khana, Kanpur, Uttar Pradesh - 208001

| |
|---|
| Name of the member (s) : Registered address : E-mail Id : Folio No/ Client Id : DP ID : |
|---|

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

1. Name :
 Address :
 E-mail Id :
 Signature :, or failing him

2. Name :
 Address :
 E-mail Id :
 Signature :, or failing him

3. Name :
 Address :
 E-mail Id :
 Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of members of the Company, to be held on Friday, the 29th day of September, 2017 at the registered office of the Company at 25/38, Karachi Khana, Kanpur, Uttar Pradesh-208001, and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.
 Resolution No.

| Resolutions No. | Resolution Ordinary Business | For | Against |
|-----------------|---|-----|---------|
| 1 | To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 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 Mr. TejNarainAgarwal(DIN: 01415001), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment | | |
| 3 | To appoint M/S AlokBasudeo &Co., Chartered Accountants as Statutory Auditors | | |
| | Special Business | | |
| 4 | To approve the limit for the loans and investment by the company in terms of provision of section 186 of the companies act 2013 | | |

Vikalp Securities Ltd.

Signed this day of..... 2017

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp of
Rs. 1/-

Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.
2. A proxy need not to be member of the Company.
3. Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
4. For resolution, explanatory statement and notes , please refer to the notice of the Annual General Meeting.
5. This is only optional. Please put a in the appropriate column against the resolutions indicated in the Box.if you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

ATTENDANCE SLIP

Folio No. :Number of Shares held :
*DP Id / Client Id :
Name of the Member :
Address of the Member
:
.....
Authorised Representative
Name of the Proxy :

I hereby record my presence at the 31st Annual General Meeting of the Company being held on Friday, the 29th day of September, 2017 at 09:00 A.M at the Registered Office of the Company at 25/38, Karachi Khana, Kanpur, Uttar Pradesh – 208001.

Signature of Member/
Authorised Representative

Signature of Proxy

*Applicable if shares held in electronic form.