

**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 32<sup>nd</sup> Annual General Meeting of the Members of Vikalp Securities Limited will be held on Saturday the 29<sup>th</sup> day of September, 2018 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 Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 including audited Balance Sheet as at 31<sup>st</sup> March, 2018 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. Sharad Tandon (DIN: 00687841), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

**Place: Kanpur  
Date: 28/08/2018**

**By Order of the Board of Directors**

**Arun Kejriwal  
(Managing Director)**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE COMPANY 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 THE PROXY I.E FORM MGT-11, 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 holder of proxy shall prove his identity at the time of attending Meeting. 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 notification SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 it has made amendment to Regulation 40 of the SEBI (LODR) Regulations, 2015 and mandated that transfer of securities would be carried out in dematerialized form only w.e.f 5<sup>th</sup> December, 2018. Therefore, Members who still hold share certificates in physical form are advised to dematerialize their shareholding as any transfer would not be made effective in physical form w.e.f 5<sup>th</sup> December, 2018.

2. 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](http://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, 2018 (9:00 A.M) till September 28, 2018 (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](mailto:adesh.tandon11@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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 evoting 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.
3. 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.
  4. 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.
  5. 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 9:00 A.M.. IST on 26<sup>th</sup> September, 2018

**End of remote e-voting:** Upto 5:00 P.M IST on 28<sup>th</sup> September, 2018

Remote e-Voting shall not be allowed beyond 5:00 p.m. of 28<sup>th</sup> September, 2018.

6. 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.
7. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Saturday, September 22<sup>nd</sup> 2018 (the "Cut Off Date") only shall be entitled to vote through Remote E-voting and at the Annual General Meeting. 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.
8. 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 Saturday, September 22<sup>nd</sup> 2018, may obtain their user ID and password for Remote E-voting from the Company's Registrar and Share Transfer Agent (RTA) or NSDL.
9. Please note that a Member may participate in the Annual General Meeting even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the Annual General Meeting. If a Member casts votes through Remote E-voting and also at the Annual General Meeting, then voting done through Remote E-voting shall prevail and voting done at the Annual General Meeting shall be treated as invalid.
10. 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.
11. The Board of Directors of 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 process at the Annual General Meeting in a fair and transparent manner. The Scrutiniser has given his consent to act as such.
12. 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 who are 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.
13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **22<sup>nd</sup> September, 2018.**
14. 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.

- 15.** 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.
- 16.** 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.
- 17.** A corporate member intending to send its authorized representative to attend the Meeting in terms of section 113 of the Companies Act, 2013 is requested to send the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf in the meeting.
- 18.** 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.
- 19.** The Register of Members and the Share Transfer Books of the Company shall remain closed from 22<sup>nd</sup> September 2018 to 28<sup>th</sup> September 2018 (both days inclusive).
- 20.** 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, 1<sup>st</sup> 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](http://www.vikalpsecurities.com) under investors tab.
- 21.** 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.
- 22.** 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.
- 23.** Members are requested to quote their Registered Folio Number/Client ID No. & Depository Participant (D.P) ID number on all correspondence with the Company.

24. 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.
25. All the documents, if any, referred to in the accompanying Notice, 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 32<sup>nd</sup> Annual General Meeting of the Company.
26. 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.
27. 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.
28. 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.
29. 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.
30. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.
31. A copy of this notice is also available on the website of the company i.e. [www.vikalpsecurities.com](http://www.vikalpsecurities.com) at the Investors tab.
32. Members are requested to bring their copies of the Annual Report to the meeting.

**Place : Kanpur**  
**Date : 28/08/2018**

**By Order of the Board of Directors**

Arun Kejriwal  
Managing Director