

VIKALP SECURITIES LIMITED

Registered Office : 25/38, Karachi Khana, Kanpur - 208001, Uttar Pradesh
CIN : L65993UP1986PLC007727 , CONTACT NO. : 0512 – 2372665, 9336810132
EMAIL ID : vikalpsecuritieslimited@gmail.com , WEBSITE : www.vikalpsecurities.com

E-voting Start Date: December 28,2023

E-voting Last Date: January 26, 2024

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Member(s),

NOTICE ("Notice / Postal Ballot Notice") is hereby given that pursuant to Sections 108 and 110 of the Companies Act, 2013 (the "Companies Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), and other applicable provisions, if any, of the Companies Act, 2013("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular Nos. 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for seeking the approval of the Members of Vikalp Securities Limited to transact the Business as set out below and as contained in the Postal Ballot Notice, by passing the said resolutions through Postal Ballot, only by way of remote e-voting process.

A detailed explanatory statement pertaining to said resolution, in accordance with the provisions of Sections 102, 110 and other applicable provisions of the Companies Act and the applicable Securities and Exchange Board of India (SEBI) Regulations as amended, setting out all the material facts and the reasons thereof is annexed hereto.

In compliance with Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together referred to as "Depositories"). If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Company has engaged the services of NSDL for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

Members are requested to record their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 5.00 p.m. (IST) on (26-01-2024). Remote e-Voting will be blocked by NSDL

immediately thereafter and will not be allowed beyond the said date and time. During this period, Members of the Company holding shares either in physical or electronic form, as on the cut-off date, i.e. (21-12-2023), shall cast their vote electronically. The voting rights shall also be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the cut-off date. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Adesh Tandon (Membership No. 2253/ CP No. 1121), Practicing Company Secretary, as the scrutinizer (the "Scrutinizer") for conducting the postal ballot process through remote e-voting, in a fair and transparent manner and he has communicated his willingness to be appointed and be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering remote e-voting facility to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, December 28, 2023 and ends at 5.00 p.m. (IST) on Friday, January 26, 2024. The e-voting module will be disabled / blocked thereafter for voting by the Members.

The Scrutinizer will submit his report to the Chairman and Managing Director, or in his absence to the Chief Financial Officer and Company Secretary of the Company, upon completion of the scrutiny of the votes cast through remote e-voting, who will countersign the same. The results of the Postal Ballot will be announced on or before Tuesday, January 30, 2024, by 05:00 P.M. (IST).

The results declared along with the Scrutinizer's Report(s) will be displayed at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited ("BSE") in accordance with the provisions of the Companies Act. The result will also be displayed on the Company's corporate website i.e. www.vikalpsecurities.com.

The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. Friday, January 26, 2024 and shall be deemed to have been duly passed at a general meeting convened in this behalf.

The Members are requested to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL BUSINESS:

Item No. 1

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

A) ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and 15 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and

SEBI Regulations (including any statutory modifications thereto or re-enactment thereof for the time being in force), and subject to necessary approval(s) if any, from the competent authorities the existing clause 3(A) 1 to 6 of Main Object Clause of Memorandum of Association of the company be substituted by the following new clauses:-

Clause 3(A)

1. To undertake consulting work regarding financial, legal secretarial, industrial, management business and taxation matters, technical and engineering services, techno economic surveys and market research within and outside India.

2. To undertake project supervision and render technical, legal and administrative assistance for improving the working of industrial and business concerns, corporations, institutions, governments and other bodies of persons within and outside India.

3. To act generally as industrial, and management and financial consultant within and outside India and in particular to render services to industrial and business concerns, corporations, institutions and governments and other bodies or persons on the following matters inter alia: -

(i) Management and organizational matters, production, cost control, quality control, operation research, accounting, internal audit, taxation, planning and valuation of properties, business shares and securities.

(ii) Construction and erection of factories and manufacturing units, procurement of raw material, planning and administrative of costing, pricing, marketing accounting system and labor relation and similar problems.

(iii) Diversification, modernization and expansion programmers', mergers, reconstruction and planning.

(iv) Law relating to companies' factories labor, taxation, excise, customs, cess, duties sales and other taxes and connected matters.

4. To carry on the business in India or abroad to purchase agricultural or non-agricultural, land and give on lease, rent, hire and to construct, plotting, build, establish, erect, promote, undertake, develop, acquire, sell, own, operate, equip, manage, renovate, recondition, turn to account, maintain and to run Industrial Park, Logistics Parks, Warehouses, go down, residential and commercial shops, schemes, flats, hotels, land open platforms, refrigeration houses, cold storages, goods, articles and things, and for the purpose to act as C & F agent, custodian, Hotel, Restaurant, warehouseman, transportation & distribution agent / or any such Lawful business as may be agreed between the partners mutually hereto as may be decided from time to time.

5. To carry out the business of manufacturing, buying, selling, reselling, Importing. exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods, services & merchandise on retail as well as on wholesale basis in India or elsewhere.

“RESOLVED FURTHER THAT in accordance with the provision of the Companies Act, 2013, the existing Clause 3 (B) containing “the Objects Incidental or Ancillary to the attainment of Main Objects” be and is hereby substituted by the New Clause 3 (B) , the “Matters which are necessary for furtherance of the Objects” specified in Clause 3 (A) .

The existing clause 3(B) is substitute by the following new clause:
Clause 3(B)

1. to draw, make, accept, take and endorse, discount and issue bills of exchange, bills of lading, hundies, promissory notes , warrants, debentures and such other negotiable or transferable instruments of all types of securities and to open bank accounts of any type and to operate the same in the ordinary business of the Company .

2. To take over the assets and liabilities of any exiting business concern carrying on with similar objects as that of the company either on its dissolution or by absorption of in amalgamation with or otherwise.

3. To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or any company carrying on any business which the company is authorized to carry on or possessed of property suitable for the purpose of the company.

4. To obtain license, approvals and authorization from Government, Statutory and Regulatory Authorities, as may be necessary to carry out and achieve the objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and abroad.

5. To enter into any arrangement with the Government of India or with any State Government or with other authorities / commissions, local bodies or public sector or private sector undertakings, Financial Institutions, Banks, International Funding Agencies and obtain such charters, subsidies, loans, advances or other money, grants, contracts, rights, sanctions, privileges, licenses or concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain for carrying its activities in furthering the interests of the Company or its members.

6. To own, possess, acquire by purchase, lease other rights and interest, exchange or hire real estate, equipment, Generating Stations and Transmission /distribution lines, lands, buildings, apartments, plants, machinery and hereditaments of any tenure or descriptions situated in India or abroad or any estate or interest therein and any right over or connected with land so situated and turn the same to account in any manner as may seem necessary or convenient for the purpose of business of the Company and to hold, improve, exploit, reorganize, manage, lease, sell, exchange or otherwise dispose of the whole or any part thereof.

7. Subject to applicable provisions of law, to subscribe for, underwrite, or otherwise acquire, hold, dispose of and deal with the shares, stocks, debentures or other securities and titles of indebtedness or the right to participate in profits or other similar documents issued by any Government authority, Corporation or body or by any company or body of persons and any option or right in respect thereof

8. To create any depreciation fund, reserve fund, sinking fund, insurance fund, gratuity, provident fund or any other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purposes whatsoever conducive to the interests of the Company.
9. To enter into partnership or into any arrangement for joint working, sharing profits, union of interests, co-operation, joint venture reciprocal concessions or otherwise or amalgamate with persons or companies carrying on or engaged in or about to carry on or engaged in any main business or trade through physical or electronic pooling arrangements, ability to hedge its exposure through financial derivatives, transaction in India or abroad which the Company is authorised to carry on or engage in any business undertaking having objects identical or same, as are being carried on by this Company.
10. Subject to the provisions of the Act, amalgamate, with any other company of which has any of their objects similar to or otherwise any of the objects of the Company with or without modification in any manner with or without the liquidation.
11. To improve, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company and to process, purchase, buy, sell, import, or export or otherwise deal with the goods or materials either as raw materials or finished goods in connection with the attainment of main objects of the company.
12. To acquire shares, stocks, debentures or securities of any company carrying on any business which this Company is entitled to carry on or acquisition of undertaking itself which may seem likely or calculated to promote or advance the interests of Company and to sell or dispose of or transfer any such shares, stocks or securities and the acquired undertaking.
13. Subject to provisions of the Act, to sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular to dispose of shares, debentures or securities of any other corporation or organisation.
14. To negotiate and enter into agreements and contracts with domestic and foreign companies, persons or other organizations for purchase/sale of equipments, technical, financial or any other assistance, for carrying out all or any of the objects of the Company and for technical know-how and with national/international financial institutions, Banks etc. for financial assistance and for carrying out all or any of the objects of the Company and To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in foreign country for the business or procession of the company.
15. To train or to pay for the training in India or abroad of the company's employees. or any apprentice, technical or professional hand, skilled or unskilled labor or any other person, either in the present or likely to be in employment of or likely to be engaged in rendering any service to the company, its customers or associates, which training of the Company is likely to benefit the Company in its day to day working knowledge, management, administration including research either in the field or in the laboratories or to recruit and employ experts, advisors, consultants etc. in the interest of achieving the Company's objects.

16. To raise or receive money in deposits at interest or otherwise borrow or overdraw from banks, firms, companies, corporations, Government or Private parties of form any securities, municipal or local in such manner as the company may think fit and in particular by issue of shares, debentures or other securities including those convertible into shares of this or any other company and as securities for any such money so borrowed, raised or received to mortgage, pledge, hypothecate or charge the whole or any part of the property, assets or revenue of the company present or future including its uncalled capital by special assignment or otherwise to convey or transfer the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, reduce to pay off any securities.
17. Upon and for the purpose of any issue of shares, debentures or any other securities of the Company, to enter into agreement with intermediaries including brokers, managers of Issue / commission agents and underwriters and to provide for the remuneration of such persons for their services by way of payment in cash or issue of shares, debentures or other securities of the Company or by granting options to take the same or in any other manner as permissible under the law.
18. To enter into contracts of indemnity and get guarantee and allocations for the business of the Company.
19. To ensure any of the rights, properties, undertakings, contracts, guarantees or obligations or profits of the Company of every nature and kind in any manner with any person, firm, association or company for the business of the Company.
20. To apply for, obtain, purchase or otherwise acquire and prolong and renew and patents, patent rights, brevets, inventions, processes, scientific, technical or other assistance, manufacturing processes, know-how and other information, designs, patterns, copyrights, trademark, licenses, concessions and the like rights or benefits, conferring any exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit of the Company or payment of any fee, royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon, testing or improving any such patents, inventions, rights or concessions.
21. To pay for any property or right acquired by or for any services rendered to the company and in particular to remunerate any person, firm or company introducing business of the company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms, as the company may determine, subject to the provisions of the Act.
22. To pay out of the funds of the Company all costs, charges, expenses and preliminary and incidental to the promotion, formation, establishment and registration of the Company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the Company of any property or assets.
23. To agree to refer to arbitration any dispute present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.

24. Subject to the provisions of the Companies Act, 2013, to subscribe, contribute, gift or donate any money, rights or assets for any national, educational religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research, associations, funds, universities, college or any individual, body of individuals or bodies corporate and to make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient, subject to the provisions of the Act.

25. To advance money either with or without security and to such persons and upon such terms and conditions, as the company may deem fit and also to invest and deal with the money of the company not immediately required in or upon such investments and in such manner, as from time to time may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulation Act, 1949.

26. To raise money, resources, properties by issue and allotment of shares, debentures and other securities whether for consideration in cash or otherwise, on such terms and conditions as the company may think fit and proper.

27. To borrow or raise money or secure the payment of money or to receive money on deposits, whether as secured loans and / or unsecured loans from companies, firms, banks, financial institutions, trusts, individuals, group of individuals bodies corporate, societies and organizations with or without interest, with or without rights to convert such borrowed monies in to shares of this or any other company or otherwise in such manner as the company may think fit and proper and by the issue of debentures, debenture stock, bonds either convertible into share of this or any other company or otherwise, or perpetual debenture annuities, and in security of any such money so borrowed or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenues of the company, present or future, including its uncalled capital, by special assignment or otherwise or to transfer or to convey the same, absolutely or conditionally or to create interest and to give the lenders power of sale and other powers as may deem expedient and to purchase, redeem or pay off any such loans, debentures, debenture stock, bonds, deposits.

28. To lend money on property or on mortgage of immovable property or against bank guarantee and to make advances of money against future supply of goods and services on such terms as the Directors may consider necessary and to invest money of the Company in such manner as the Directors may think fit and to sell, transfer or deal with the same, but the Company shall not carry on the business of Banking as defined in the Banking Regulations Act, 1949.

29. To improve, manage, develop, exchange, loan, lease, let, sub-let, mortgage, sell, dispose of, turn to account or otherwise deal with, any rights or property of the Company or the undertaking of the Company or any part thereof and, in respect of any disposal of whatever nature, for such consideration as the Company may think fit and, in particular, for shares, debentures or securities of any other association, partnership, corporation or company and to promote or aid in the promotion of any other association, partnership, corporation or company for the purpose of the acquisition of all or any of the properties, rights or liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

30. To receive grants, subsidies, contributions, donations, loans, advances or other monies or deposits of whatsoever nature from State Government, Central Government, Foreign Government and bodies,

banks, companies, trusts or individuals with or without conditions for the purpose of fulfillment of objects of the Company subject to the provisions of the Act.

31. To apply for and obtain any order under any act or legislature, charter, privileges, concessions, license or authorization of any Government, State or any authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the company or for effecting and modification of the constitution of the Company or for any other such purpose, which may seem expedient or calculated direct or indirectly to prejudice the interest of the company..

32. To guarantee for the performance or discharge of any contracts or obligations, liabilities, duties or the payment or repayment of any money by any person, firm or company, including such companies, which are or may come under the management or control of the company or Governments of States and also to give indemnity or guarantee that may be made by or on behalf of such company and if thought fit to secure or support such guarantee by mortgage, pledge or hypothecate any properties of the company as security for any advance to be made or any debt or obligations of any person, firm or company.

33. To establish branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or associate companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.

34. To acquire by purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purposes of its main business and in particular any land, buildings, easements, machinery, plant and stock-in-trade.

35. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the company.

36. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pensioner superannuation, provident or gratuity funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances, bonuses or emoluments of any persons, who are or were at any time in the employment or service of the company or any company which is subsidiary of the Company or its allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

37. Subject to the provisions of the law of for the time being in force to invest and deal with the money of the Company not immediately required in or upon such securities and in such manner as from time to time to be determined.

38. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects or above objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

39. To establish for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India, as the Company may deem expedient. The company can enter into transactions such as takeover, amalgamation, merger, de-merger, compromise, arrangement & such other activities required to expand & grow the business.

40. To negotiate and enter into agreements and contracts with Indian and Foreign individuals, companies, corporations and such other organizations for technical or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of necessary formulas and patent rights for furthering the main objects of the company.

41. To send out foreign countries its directors, employees or any other person for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in this connection.

42. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013, or such other status or rule having the force of law and to make payments to any persons, whose office of employment or duties may be determined by virtue of any transactions in which the Company is engaged.

43. To appoint agents, sub-agents, dealers, managers, canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this company is authorized to carry on and to constitute agencies of the company in India or in any other country and to establish depots and agencies in different parts of the work.

44. To acquire by concession, erection, construction, grant, purchase, lease, licence or otherwise, either absolutely or conditionally and either solely or jointly with any person, firm, company, corporation, government or local authority and buildings, forests, factories, any establishments, offices, workshops, and other privileges, rights and hereditaments and machinery, plants, utensils and all other movable and immovable of any description in India or elsewhere.

“RESOLVED FURTHER THAT the other objects clause of Memorandum of Association of the company be completely deleted starting from sub-clause 1 to 25 of Clauses C in order to comply with the provision of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the

authority of this resolution and to sign and execute all necessary documents, applications and e-forms, etc. for the purpose of giving effect to the aforesaid resolution."

Item No. 2

TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of section 5 and Section 14 read with Schedule I to Companies Act, 2013 ('the Act'), and the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Act and SEBI Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act based on Table F of the Schedule I to the Act, be and is hereby approved and adopted in substitution for, and to the exclusion of the existing Articles of Association of the Company

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to sign and execute all necessary documents, applications and e-forms, etc. for the purpose of giving effect to the aforesaid resolution."

Place:-Kanpur

Date:-06/11/2023

By the order of the Board
For VIKALP SECURITIES LIMITED

ARUN KEJRIWAL
MANAGING DIRECTOR
DIN:.. 00687890

VINOD KUMAR SHARMA
DIRECTOR
DIN:03399019

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act in respect of proposed special resolution to be passed through postal ballot (via remote e-voting) is annexed hereto, for your consideration.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The MCA vide MCA Circulars, has permitted companies to conduct postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The

communication of the assent or dissent of the Members would take place through the process of remote e-voting only. In compliance with the provisions of Sections 108 and 110 of the Companies Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through remote e-voting facility provided by National Securities Depository Limited. The instructions for remote e-voting are annexed to this Notice.

3. Voting Rights of Members shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on Thursday December 21, 2023 i.e. "Cut-off Date". Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by remote e-voting. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
4. The Scrutinizer will submit the report to the Chairman and Managing Director, or in his absence, the Chief Financial Officer and Company Secretary of the Company, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before Tuesday, January 30, 2024 and will be displayed on the corporate website of the Company (i.e., www.vikalpsecurities.com) and will also be intimated to BSE.
5. The dispatch of the Postal Ballot Notice along with the Explanatory Statement shall be announced through advertisement in at least one English language national daily newspaper circulating in the whole or substantially the whole of India, at least in one English newspaper in English language having wide circulation in the district where the Registered Office of the Company is situated and at least in one daily newspaper published in the vernacular language of the district and published on the website of the Company.
6. All the material documents referred to in the Explanatory Statement such as the Articles of Association of the Company, Memorandum of Association, are available for inspection by the Members of the Company at the Registered Office at 25/38, Karachi Khana Kanpur-208001 on any working day between 10.00 a.m. and 5.00 p.m. up to the last date of conduct of remote e-voting specified in the accompanying Notice.

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Companies Act, read with Rule 20 and 22 of the Management Rules, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited, on the resolution set forth in this Notice. The instructions for e-voting are given herein below.
- ii. Further, in accordance with the provisions of the aforesaid circular, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants ("DPs") in order to increase the efficiency of the voting process.

- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- iv. The remote e-Voting period commences from December 28, 2023 (09:00 a.m. IST) and ends on January 26, 2024, (05:00 p.m. IST).
- v. 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 i.e. December 21, 2023.
- vi. In case of Individual Member holding securities in demat mode and 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 follow steps mentioned below under “Login method for remote e-voting.

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 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.

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>
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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. 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. 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. 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.
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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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 on NSDL e-Voting system.

How to cast your vote electronically 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.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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 adesh.tondon11@gmail.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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@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 vikalpsecuritieslimited@gmail.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to vikalpsecuritieslimited@gmail.com. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/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.

ANNEXURE TO THE NOTICE

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

Item No. 1

ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Company proposes to change the object of the company with the view to diversify and expand the scope of the existing business. The company intends to enter into new line of business and bring more profitability into the business. Earlier, your Business was dealing in assistance and consultancy service but it proposes to diversify its business in the real estate sector and trading of FMCG goods which seems to be profitable prospect for the company in near future. Hence this change in the objects of the Company is proposed for the approval of the members through Postal Ballot for which your approval is required by way of Special Resolution. The Company is proposed to pursue the activities of real estate business, which no longer reflect in the existing name of the Company. However the company shall change its name only after satisfying the criteria stated in Regulation 45 of the SEBI(LODR) Regulations, 2015.

Therefore, the approval of the Members is being sought by way of a special resolution in terms of section 13 and other applicable provisions of the Act, if any, read with the rules made there under, to enable the Company to alter the main object of the Memorandum of Association of the Company by Substituting the Clause 3(A) and Clause 3(B) of the memorandum of Association. Moreover, the existing "other clause" has been deleted in order to maintain the parity with the companies Act, 2013.

The Board of Directors recommends the resolution at Item No. 1 for approval by the shareholders as a special resolution as contained in the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and / or their relatives is deemed to be concerned or interested, financial or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or Shareholder or otherwise mentioned herein above, in the Company.

ITEM NO. 2:

TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013

Upon enactment of the Companies Act, 2013, the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act. The Board of Directors in its meeting held on 06TH of November 2023 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company, subject to the approval of members of the Company. The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Postal ballot. In terms of Section 14 of the Companies Act,

2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The Board of Directors recommends the resolution at Item No. 2 for approval by the shareholders as a special resolution as contained in the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and / or their relatives is deemed to be concerned or interested, financial or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or Shareholder or otherwise mentioned herein above, in the Company.

By the order of the Board
For VIKALP SECURITIES LIMITED

ARUN KEJRIWAL
MANAGING DIRECTOR
DIN NO. 00687890

VINOD KUMAR SHARMA
DIRECTOR
DIN NO. 03399019

Place:- Kanpur
Date:-06/11/2023
