

SECUR INDUSTRIES LIMITED

545 , Kirtan Wali Gali , Choti Bazaria, Near Anmol Studio,
GHAZIABAD-201001 (U.P.)

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of Secur Industries Limited will be held at Bhajgovindam Banquet, Volga Place, Vasant Road, Ghaziabad-201001 (U.P.) on Thursday, 29th day of September, 2016 at 10:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and if thought fit to pass with or without modification(s) the following.

“RESOLVED THAT the Audited Balance Sheet & Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2016 along with the Auditor’s Report and the Directors’ Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”

2. To appoint a Director in place of Shri Hari Prakash Agrawal, who retires by rotation and being eligible offers himself for re-appointment:

“RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 Shri Hari Prakash Agrawal, (DIN: 00421360), who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.

3. To re-appoint M/s Shri Prakash Associates as the Auditor of the Company and to fix their remuneration and 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 Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, M/s Shri Prakash Associates, Chartered Accountants , Ghaziabad be and is hereby re-appointed as Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of Next Annual General Meeting at a remuneration to be fixed by the Board.”

SPECIAL BUSINESS:

4. **Conversion of Loan into Equity Share Capital**

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

“RESOLVED THAT pursuant to provisions of sub section 3 of Section 62 of the Companies Act, 2013 and subject to Companies (Share capital and Debenture) Rules, 2014 read with all the notifications, modifications and amendments came into force, consent of the Company be and is hereby accorded to the issue and allotment of 2500000 equity shares of Re.1 each to Hari Prakash Agrawal at par credited as fully paid up, in lieu of and against conversion of part of the rupee loan to the extent of Rs. 25,00,000/- taken by the Company from Mr. Hari

Prakash Agrawal. The new equity shares shall rank pari passu in all respect with the existing equity shares of the company.

FURTHER RESOLVED THAT any of the director of the Company be and is hereby authorised either singly or jointly with other directors to sign, file all forms, documents, papers etc. with the Registrar of the Companies, Kanpur and to do all such acts deeds and things which may be necessary in this behalf.”

5. Appointment of Mrs. Shilpa Agarwalla as Independent Director of the Company

To appoint **Mrs. Shilpa Agarwalla** as an Non Executive Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Mrs. Shilpa Agarwalla whose candidature has been placed by board in the Meeting of the Board of Directors the Company dated 30th August, 2016, due to casual vacancy caused by the resignation of Mr. Alok Gupta, Independent Director of the Company w.e.f 30th August, 2016, be and is hereby appointed as Non Executive Independent Director to hold office as such for a period of 5 (five) consecutive years, with effect from 30th August, 2016 to 30th August, 2021 and she shall not be liable to retire by rotation and in respect of whom the Company has received a notice in writing and required sum of Deposit from herself proposing her candidature for the office of Independent Director.”

RESOLVED FURTHER THAT Board of Director of the Company be and are hereby severally authorized to sign, file all forms, documents, papers etc. with the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all such acts deeds, and things which may be necessary in this behalf.”

For & on Behalf of Board of Directors,
Secur Industries Limited.

Sd/-

Hari Prakash Agrawal
(Chairman cum Director)
Din: 00421360

Sd/-

Ashutosh Agrawal
(Director)
Din: 00421089

Place: Ghaziabad
Date: 30.08.2016

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 4 to 5 of the Notice set out above is annexed herewith.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.

3. Proxy form in MGT-11 duly filled up and executed must be received at the Registered Office of the company not less than 48 hours before the time fixed for the meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or Depository Participant(s). Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
6. The Register of Members and Share Transfer Books shall remain closed from 22st September, 2016 to 28th September, 2016 (both days inclusive).
7. Members desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
8. Members are requested to notify the company their change of address, if any, to Registered Office of the Company.
9. Members are requested to bring their attendance slip and copy of the Annual Report with them at the Annual General Meeting.
10. All correspondence relating to shares may be addressed to the registered office of the company.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
13. 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.
14. Members may kindly note that no 'Gifts' will be distributed at the Annual General Meeting.

15. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 18.
16. Members desiring any information/clarification on the Accounts are requested to write to the Company in advance at least seven (7) days before the meeting so as to keep the information ready at the time of Annual General Meeting.
17. As per provisions of the Companies Act, 2013 facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registered Office of the Company.

18. Voting Through Electronic Means:

- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- b) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
- c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- d) The Company shall also provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- e) The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- f) The Board of Directors of the Company has appointed Mr. Ashok Kumar Verma, a Practicing Company Secretary, New Delhi as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- g) The cut-off date for the purpose of voting (including remote e-voting) is 22nd Sept, 2016.
- h) Remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Monday, 26th September, 2016, 9:00 a.m.
End of remote e-voting	Wednesday, 28th September, 2016, 5:00 p.m.

Please note that remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

- i) The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.securindustriesltd.com. The results shall simultaneously be communicated to the Stock Exchanges.

The instructions for e-voting are as under:

- i. The User ID and password, to those members whose email addresses are registered with the company. For members who have not registered their email address, can use the details as provided in the e-voting instruction being sent along with the Notice.
- ii. The shareholders should log on to the e-voting website <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login
- iv. Put User ID and password as initial password/PIN noted in step (1) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on remote e-voting : Active Voting Cycles.
- vii. Select “EVEN” of ‘Secur Industries Limited’.
- viii. Now you are ready for remote e-voting as Cast Vote page opens. Cast your vote by selecting appropriate option and click on ‘Submit’ and also ‘Confirm’ when prompted.
- ix. Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- x. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xi. Note for Non-Individual Shareholders:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evoting.nsdl.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatories who are authorized to vote, to the scrutinizer through email to ashokvermafcs@gmail.com with copy marked to evoting@nsdl.co.in
- xii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to evoting@nsdl.com.com
- xiii. The Results shall be declared on the date of AGM of the Company i.e. 29th September, 2016. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.securindustriesltd.com and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to all the concerned Governed Authorities.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

The Company is having standing long term borrowings in its liabilities side to which the company now desires to convert into the equity capital. The long Term borrowing worth amount Rs. 25,00,000 is now decided to be converted into the 2500000 equity shares of Rw. 1 each issued at a par.

In accordance with the provisions of Section 62(3) of the Companies Act, 2013 and rules made thereon, The company shall require to obtain the approval of shareholders by special resolution, for the conversion of the loan into equity shares of the company. Also the company in its loan agreement had specifically mentioned the rights of the lenders to get their shares converted into the equity of the company within a specified period of 7 years. In pursuance of the same, your Directors recommend the resolution at item no. 5 of the notice as Special Resolution.

None of the Director, Key Managerial Personnel and their relatives is concerned or interested in the above resolution except to the extent of their respective shareholding in the Company to the same extend as that of every other member of the company.

Item No. 5

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

As per the applicable provisions of Companies Act, 2013 Mrs. Shilpa Agarwalla be appointed as an Independent Director of the Company and to hold office as such for a period of 5 (five) consecutive years.

It is proposed to appoint Mrs. Shilpa Agarwalla as an Independent Director under Section 149 of the Companies Act, 2013 to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2021.

Mrs. Shilpa Agarwalla is not disqualified from being appointed as Independent Director in terms of Section 164 of the Act and have given her consent to act as Independent Director. The Company has also received declaration from Mrs. Shilpa Agarwalla that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act.

The Company has received a notice in writing from Mrs. Shilpa Agarwalla along with the deposit of Rs 1,00,000/- as amount stated under Section 160 of the Act proposing the candidature of Mrs. Shilpa Agarwalla for the office of Director of the Company. In the opinion of the Board, Mrs. Shilpa Agarwalla fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mrs. Shilpa Agarwalla, is independent from the management of the Company. She is not related to any Director, Key Managerial Personnel and Relative of any of them.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board Resolution
2. Notice of the AGM with Explanatory
3. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2016 along with Profit & Loss Account and Auditors' Report thereon of the Company.