

SECUR INDUSTRIES LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE SECUR INDUSTRIES LIMITED WILL BE HELD AT BHAIJGOVINDAM BANQUET, VASANT ROAD, GHAZIABAD- 201001 (U.P) ON SATURDAY, 28TH DAY OF SEPTEMBER, 2019 AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Hari Prakash Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.

To appoint a Director in place of Mr. Hari Prakash Agrawal (DIN: **00421360**), who retire by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, the approval of the members of the company be and is hereby accorded to the reappointment of Mr. Hari Prakash Agrawal, as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification, the following Resolution as Special Resolution for issue of equity shares through preferential allotment/ private placement:

“RESOLVED THAT pursuant to the provisions of Section 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), consent of members of the Company be and is hereby accorded to offer for subscription, and to issue and allot 35,00,000 (Thirty Five Lakh) Equity Shares of INR 1/- (Rupee One Only) on preferential allotment/private placement basis at a price of Re. 1/- per equity share in one or more tranches on such terms and conditions as may be fixed and determined by the Board prior to the issue and offer thereof:

Name & occupation of Allottee	Number of shares to be allotted	Address of Allottee
Name: Vijay Kumar Gupta Occupation: Professional	15,00,000	88, Poorvi Marg, Vasant Vihar, Delhi
Name: Hari Prakash Agrawal Occupation: Professional	10,00,000	2103, Tower-1, Eldeco Utpoia, Sector-93A, NOIDA
Name: Utpal Agrawal Occupation: Housewife	10,00,000	2103, Tower-1, Eldeco Utpoia, Sector-93A, NOIDA
Total	35,00,000	

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as it may, at its discretion deem necessary or desirable with power to settle any question, difficulty or doubt that may arise in regard to such issue and / or allotment.”

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

**Sd/-
Hari Prakash Agrawal
(Chairman & Director)
DIN: 00421360**

Date: **24.08.2019**
Place: Ghaziabad

NOTES:

1. A MEMBERS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT THE PROXY TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXY FORM IN MGT-11 DULY FILLED UP AND EXUCTED 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 THE MEMBERS NOT EXCEEDING AND HOLDING MORE THAT TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHT. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTINGS RIGHT MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR 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.
3. 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.
4. 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.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. The Register of Members and Share Transfer Books shall remain closed from 26th September, 2019 to 28th September, 2019 (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. 19.
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. The Route map and landmark venue of the AGM is enclosed.

19. 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, 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. Vikas 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 24th September, 2019.
- h) Remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Wednesday, 25th September, 2019, 9:00 a.m.
End of remote e-voting	Friday, 27th September, 2019, 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.in. The results shall simultaneously be communicated to the concerned authorities.

The instruction 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 shareholder.
- xii) 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.
- xiii) 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 service@vvanda.com with copy marked to evoting@nsdl.co.in.
- xiv) 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.
- xv) The Results shall be declared on the date of AGM of the Company i.e. 28th

September, 2019. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.securindustriesltd.in 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.

- xvi) 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:
- Copy of the Board Resolution
 - Notice of the AGM with Explanatory
 - Memorandum and Articles of Association of the Company
 - Balance Sheet as on 31st March, 2019 along with Profit & Loss Account and Auditors' Report thereon of the Company.

Explanatory Statement u/s 102 of the Companies Act, 2013

The following explanatory statement sets out all material facts relating to the Special Business set out in the accompanying notice of the Annual General Meeting of the Members of Secur Industries Limited to be held on Saturday, 28.09.2019 at 11:00 A.M. at Bhajgovindam Banquet, Volga Place, Vasant Road, Ghaziabad-201001.

ITEM NO. 3

The Board of Directors has decided to infuse more working capital in order to manage the affairs of the Company in more efficient manner. The Company is constantly inclined towards expansion in order to maximize shareholder's wealth. Apart from constraints of working capital requirement, liquidity shall be maintained in order to meet future contingencies in wake of changing external environment and in order to combat competition. Considering the capital requirement of the Company, the Board has decided to seek shareholder's approval to issue and allot 35,00,000 (Thirty Five Lakh) Equity Shares of INR 1/- (Rupee One Only) at Rs. 1/- (Rs. One Only) in one or more tranches each to such person and on such terms and conditions as may be fixed and determined by the Board of Directors of the Company.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62 (1) (c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013").

The equity shares proposed to be issued shall rank Pari-Passu with the existing equity shares of a company. None of the Directors or relatives of directors are interested in the resolution otherwise than as members.

Your Directors therefore, recommend the resolution to be passed as Special Resolution.

The following disclosures are pursuant to the requirement of Rule 13 (2) (d) of Companies (Share Capital and Debentures) Rules, 2014:

Objects of the issue	To infuse more working capital in order to manage the affairs of the Company in more efficient manner.
Total No. of Equity Shares to be issued	35,00,000 (Thirty Five Lakh Only)
The price at which Allotment is proposed	Rs. 1/- per equity share
Basis on which price has been arrived at along with report of registered valuer	Valuation Report obtained from Fast Track Finsec Private Limited B 502, B Wing, Stateman House, 147, Barakhamba Road, Delhi-110001 dated 19.08.2019
Relevant date with reference to which the price has been arrived at	31 st July, 2019
The class or classes of persons to whom the allotment is proposed to be made	Individuals
Intention of Promoters, directors or KMP's to subscribe to the offer	Except Mr. Hari Prakash Agrawal, Director of the Company, none of the other promoters and directors or key managerial personnel of the Company intend to apply/ subscribe to any of the Equity Shares
The proposed time within which the allotment shall be completed	12 months from the date of passing of special resolution
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Proposed Allottee : Vijay Kumar Gupta : 15,00,000, Hari Prakash Agrawal : 10,00,000 Utpal Agrawal : 10,00,000 Post Percentage: Vijay Kumar Gupta : 8.59% Hari Prakash Agrawal : 27.25% Utpal Agrawal : 7.85%
The change in control, if any, in the company that would occur consequent to preferential offer	N.A.
Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.

Pre and post allotment shareholding pattern:					
Sr. No.	Category	Pre-Issue (as on 31.05.2018)		Post-Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters' holding				
1	Indian:				
	Individual	10952421	69.71	14452421	75.23
	Bodies Corporate	1154605	7.35	1154605	7.35
	Sub-Total	12107026	77.06	15607026	81.24
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	12107026	77.06	15607026	81.24
B	Non-Promoters' holding:				
1	Institutional Investors				
2	Non-Institutions:				
	Private Corporate Bodies	141400	0.90	141400	0.74
	Indian Public	3462003	22.04	3462003	18.02
	Others (Including NRIs)				
	Sub-Total (B)	3603403	22.94	3603403	18.76
	GRAND TOTAL	15710429	100%	19210429	100%

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

Sd/-
Hari Prakash Agrawal
(Chairman & Director)
DIN: 00421360

Date: 24.08.2019
Place: Ghaziabad