

NOTICE

NOTICE IS HEREBY GIVEN THAT THE (31st) THIRTY FIRST ANNUAL GENERAL MEETING OF SECUR INDUSTRIES LIMITED WILL BE HELD ON SATURDAY, 19TH DAY, OF DECEMBER, 2020 AT 10:00 A.M IST THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OAVM”) 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, 2020, togetherwith the Board Reports 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 as Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions if any, 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 Re-appoint Mr. Ashutosh Agrawal as Managing Director**

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

“RESOLVED THAT in accordance with the provisions of Sections 152,196, 197,198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Ashutosh Agrawal (DIN: 00421089) as Managing Director, for a period of 5 (five) years from the expiry of his present term of office, i.e., with effect from 01st November, 2020 on the terms and conditions including remuneration as mentioned there in under:

Particulars	Terms & Condition
Term period	Upto 5 Years w.e.f 1 st November, 2020
Salary	Agreed terms and conditions
Sitting fees	Mr. Ashutosh Agrawal shall not be paid sitting fees for attending meetings of the Board/Committee thereof, during his tenure as Managing Director of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' of the Company hereinafter referred to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this resolution be and is hereby authorize to revise, amend, Alter and/or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/or to the extent as may be required, by the lenders, Central Government or any other persons while according the approval.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby severally authorized to sign and file the necessary forms with the Registrar of Companies and to do all such acts and things which are ancillary or incidental to give effect to the above resolution."

4. To Appoint Mr. Shyam Sharma as Director

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as a **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to provisions of Section 152 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Shyam Sharma as Director of the Company having DIN:08177476 with effect from 19th December, 2020.

RESOLVED FURTHER THAT Mr. Ashutosh Agrawal Managing Director and/or Mr. Hari Prakash Agrawal, Director of the Company be and is hereby authorized severally to file e-Form DIR-12 with the Registrar of Companies, to make necessary entries in the Statutory registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution."

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

**Sd/-
Ashutosh Agrawal
(Managing Director)
DIN: 00421089**

**Date:21.09.2020
Place: Ghaziabad**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through evoting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by Central Depository Services (India) Limited (CDSL).
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.securindustriesltd.in.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
9. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.
10. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to aqar@bol.net.in
11. Members are requested to notify the Company of any change in address or demise of any member as soon as possible.
12. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.
13. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.
14. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. The Board of Directors of the Company has appointed Mr. Vikas Kumar Verma, Managing Partner of M/s Vikas Verma & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
17. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.securindustriesltd.in immediately after the result is declared. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER :

- (i) The voting period begins on Wednesday, 16-12-2020 at 10.00am and ends on Friday, 18-12-2020 at 5.00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 12-12-2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the company Secur Industries Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Note for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer Mr. Vikas Verma (Membership No.- F9192, COP: 10786) Managing Partner of M/s. Vikas Verma & Associates, Company Secretaries at vikasverma@vvanda.com and to the Company at the email address agar@bol.net.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-of date of 12th December, 2020.

If you have any queries or issues regarding e-Voting from the e-Voting System, 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 helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No.3 The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

Mr. Ashutosh Agrawal was re-appointed as Managing Director of the Company w.e.f 1st November, 2020 for a period of 5 years.

In the aforesaid facts, the Board of Directors of the Company in its meeting held on 21st September, 2020 had approved the re-appointment of Mr. Ashutosh Agrawal as Managing Director of the Company as set out in this Resolution.

The documents related to the aforesaid transaction, shall be open for inspection (in physical or electronic form) by the Members at the registered office of the Company during normal business on all working up to date of Annual General Meeting.

Mr. Ashutosh Agrawal may be deemed to be concerned or interested, financially or otherwise, in respect of his appointment.

Save and except as above, none of the other Director or Key Managerial Personnel of the Company and their respective relative is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION - II OF SCHEDULE V OF THE COMPANIES ACT, 2013

1. GENERAL INFORMATION:

1.	Nature of Industry	NA		
2.	Date of expected date of commencement of commercial production	NA		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus	NA		
4.	Financial Performance based on given indicators	Particulars	2019-20 (Rs in Lacs)	2018-19 (Rs in Lacs)
		Total Income	NA	NA
		Profit Before Exceptional and Extra-ordinary Items & Tax	NA	NA
		Exceptional Items	NA	NA
		Extra-Ordinary Items	NA	NA
		Profit Before Tax	NA	NA
		Tax	NA	NA
		Profit After Tax	NA	NA
		Equity Capital (face value Rs. 1)	NA	NA
5	Foreign Investment or Collaboration		NA	NA

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details

Mr. Ashutosh Agrawal is having more than twenty years of experience in field of international trade of commodities and steel industries.

2. Past Remuneration:

Last withdrawn remuneration of Mr. Ashutosh Agrawal for the period of 2020 is Nil.

3. Recognition or awards:

Mr. Ashutosh Agrawal is instrumental in growing the business of the Company. His knowledge and expertise is invaluable to the Company and his presence on the Board has enabled the Company in maintaining the continuity in strategic leadership and governance.

4. Job Profile and his suitability:

In the capacity of Managing Director of the Company Mr. Ashutosh Agrawal shall be responsible for defining and executing business strategy of the Company or such other roles and responsibilities as may be assigned to him by the Board from time to time.

5. Remuneration proposed:

a) Gross remuneration is Nil..

b) In addition to fixed gross monthly remuneration as above, contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity and encashment of leave, shall be payable as per policy of the Company.

6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Ashutosh Agrawal is holding 38,401 equity share of the Company. Accordingly, he may be deemed having pecuniary relation, directly and indirectly, with the Company.

III. REASONS AND JUSTIFICATION FOR PAYMENT BEYOND LIMITS SPECIFIED IN SCHEDULE V:

Proposed remuneration of Mr. Ashutosh Agrawal is nil so there provisions of the Companies Act 2013 and Rules made thereunder are not applicable.

Approval of shareholders by way of special resolution is required for re-appointment of Mr. Ashutosh Agrawal.

The Board recommends for approval by the members the resolution as set out at Item No. 3 of the Notice as a Special Resolution.

Except Mr. Ashutosh Agrawal, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 3 of the Notice.

The documents related to the aforesaid transaction, shall be open for inspection (in physical or electronic form) by the Members at the Registered Office of the Company during normal business hours on all working days up to the date of the Annual General Meeting.

Item No.4 The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.

Mr. Shyam Sharma to be appointed as Director of the Company w.e.f 19th December, 2020.

In the aforesaid facts, the Board of Directors of the Company in its meeting held on 21st September, 2020 had approved the appointment of Mr. Shyam Sharma as Director of the Company as set out in this Resolution.

The documents related to the aforesaid transaction, shall be open for inspection (in physical or electronic form) by the Members at the registered office of the Company during normal business on all working days up to date of Annual General Meeting.

Save and except as above, none of the other Director or Key Managerial Personnel of the Company and their respective relative is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

**Sd/-
Ashutosh Agrawal
(Managing Director)
DIN: 00421089**

**Date:21.09.2020
Place: Ghaziabad**