

SECUR INDUSTRIES LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE (32ND) THIRTY SECOND ANNUAL GENERAL MEETING OF SECUR INDUSTRIES LIMITED WILL BE HELD ON MONDAY, 02ND AUGUST, 2021 AT 11:00 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, 2021 together with the Board Reports and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 134 of the Companies Act, 2013 and other applicable provision if any, of the companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto) the Financial Statements for the Financial Year 2020-21 together with the Board Report and Auditors Report thereon be and are hereby taken as read, approved and adopted by the members.

FURTHER RESOLVED THAT any Directors of the Company be and are hereby authorized to sign the requisite e-forms filed with Registrar of Companies, Kanpur & to do all such acts, deeds, matters and things which are necessary to give effect to the aforesaid resolution."

2. To consider appointment of a Director in place of Mr. Shyam Sharma, 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. Shyam Sharma, as Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT any Directors of the Company be and are hereby authorized to sign and to do all such acts, deeds, matters and things which are necessary to give effect to the aforesaid resolution."

SPECIAL BUSINESS:

3. To approve the draft Memorandum of Understanding (MOU) to be entered into between the Company and H P Agrawal & Company Private Limited containing the term related to Conversion of Loan into Equity and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT consent of the members be and is hereby accorded to approve and sign the draft Memorandum of Understanding to be entered into between company and H P Agrawal & Company Private Limited in the meeting be and is hereby accorded to approve the Memorandum of Understanding (MOU) including but not limited to containing the term for Conversion of Loan into Equity of INR 9,43,000 (Indian Rupees Nine lakh forty three thousand only).

FURTHER RESOLVED THAT any one Director of the Company be and is hereby authorized to do all such incidental acts and deeds to give effect to the aforesaid resolution."

4. To approve issuance of Equity Shares by Conversion of Loan from H P Agrawal and Company Private Limited into Equity and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules,

2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum of Understanding entered into between the Company and H P Agrawal and Company Private Limited, consent of the shareholders of the Company be and is hereby accorded to issue, offer and allot upto 943000 (Nine lakh forty three thousand only) Equity Shares of the face value of INR 1/- (Indian Rupees One Only) each, against the conversion of loan of INR 9,43,000 (Indian Rupees Nine lakh forty three thousand only) taken by Company.

FURTHER RESOLVED THAT the new equity shares shall rank pari-passu in all respects with the existing shares of the company.

FURTHER RESOLVED THAT any one Director of the Company be and is hereby authorized to file, sign the necessary forms, returns with Registrar of Companies, Kanpur and to do all such incidental acts and deeds to give effect to the aforesaid resolution."

5. To approve the draft Memorandum of Understanding (MOU) to be entered into between the Company and Mr. Hari Prakash Agrawal containing the term for Conversion of Loan into Equity and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT consent of the members be and is hereby accorded to approve and sign the draft Memorandum of Understanding to be entered into between company and Mr. Hari Prakash Agrawal before the meeting including but not limited to containing the term for Conversion of Loan into Equity of INR 16,76,684 (Sixteen lakh seventy six thousand six hundred eighty four only).

FURTHER RESOLVED THAT any one Director of the Company be and is hereby authorized to do all such incidental acts and deeds to give effect to the aforesaid resolution."

6. To approve issuance of Equity Shares by Conversion of Loan from Mr. Hari Prakash Agrawal into Equity and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum of Understanding entered into between the Company and Mr. Hari Prakash Agrawal, consent of the shareholders of the Company be and is hereby accorded to issue, offer and allot upto 16,76,684 (Sixteen lakh seventy six thousand six hundred eighty four only) Equity Shares of the face value of INR 1/- (Indian Rupees One Only) each, against the conversion of loan of INR 16,76,684 (Sixteen lakh seventy six thousand six hundred eighty four only) taken by Company.

FURTHER RESOLVED THAT the new equity shares shall rank pari passu in all respects with the existing shares of the Company.

FURTHER RESOLVED THAT any one Director of the Company be and is hereby authorized to file, sign the necessary forms, returns with Registrar of Companies, Kanpur and to do all such incidental acts and deeds to give effect to the aforesaid resolution."

7. To approve issuance of Equity Shares by way of Preferential Issues to Mr. Hari Prakash Agrawal and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with corresponding rules made thereunder or under any other section of the Companies Act or any other act, if applicable and subject to the Articles of Association of the company and/or such other approvals as may be required under the Companies Act or any other act, if applicable, consent of the members of the Company be and is hereby accorded to offer for subscription, issue and allotment of 2500000 (Twenty five lakh Only) Equity Shares of INR 1/- (India Rupees One Only) each to Mr. Hari Prakash Agrawal on such terms and conditions as may be fixed and determined by the Board prior to the issue and offer thereof.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to issue offer letter for such allotment to the subscriber and 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 and to give effect to the above resolution."

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

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

**Date: 28.06.2021
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, Circular No. 20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs, 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 there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting and till the expiry of 15 Minutes after such scheduled time 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, 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 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 CDSL.
6. In line with the Ministry of Corporate Affairs (MCA) CircularNo.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. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 02/2021 dated 13th January 2021 and MCA Circular No.14/2020 dated April 08, 2020 and MCA Circular No.17/2020 dated April13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. 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 and Email ID by writing to the Company's RTA.
9. 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 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 upto the date of AGM. Members seeking to inspect such documents can send an email to agar.bol.net.in@gmail.com
10. Members are requested to notify the Company of any change in address or demise of any member as soon as possible.
 11. 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.
 12. 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.
 13. 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.
 14. The Board of Directors of the Company has appointed Mr. Vikas 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.
 15. 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.
 16. 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.
 17. 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 Friday, 30-07-2021 at 10.00 AM and ends on Sunday, 01-08-2021 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 26-07-2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Share holders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (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 DPID followed by 8 Digits Client ID,
 - c. Share holders 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 – My easi 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Share holders 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)	<p>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.</p> <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 where in 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.

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 Kumar Verma (Membership No.- F9192, COP: 10786) Managing Partner of M/s. Vikas Verma & Associates, Company Secretaries at vikasverma@vanda.com and to the Company at the email address agar.bol.net.in@gmail.com, 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 26th July, 2021.

Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 Company had received request for conversion of their unsecured loans of INR 9,43,000 (Indian Rupees Nine Lakhs Forty Three Thousand Only) respectively into equity shares of the Company. Accordingly the Directors recommend Item No 3 for the approval by the members as Special Resolution as per the drafted terms and condition given below.

1. As per the books of the Company, an outstanding loan amount of INR 9,43,000/- (Inclusive of applicable interest and other charges, if any) be converted into equity shares of the Company.
2. Subject to the approval of the members of the company. The Board hereby accords its consent, to issue, allot 943000 (Nine Lakh forty three thousand only) equity shares of INR 1/- (Indian Rupees One Only) each in lieu of the outstanding loan of INR 9,43,000/- by converting the said loan and any balance thereof (if any) after the allotment to be set out by payment through banking Channel thereof.
3. The Company hereby undertakes to issue, allot the aforesaid said Equity Shares to the Lender within 60 days from date of this MOU.
4. The Company hereby assure the Lender that the Shares issued shall rank pari-passu to the existing equity shares of the company.
5. It is hereby agreed between the parties that the company shall pay-back the balance outstanding amount if any, at the earliest or at such interval of time as may be mutually agreed between the parties.
6. Any dispute arising between the parties in relation to this Agreement shall be resolved in accordance with the provisions of the Arbitration and Conciliation Act, 1996. The arbitral tribunal shall consist of three arbitrators, out of which, one shall be appointed by the First party and one shall be appointed by the Second party and the one arbitrator so appointed by the parties hereto, shall appoint the third arbitrator, who shall be the presiding arbitrator. The arbitral award shall be final and binding upon the parties hereto. The place of Arbitration shall be Uttar Pradesh and the proceeding shall be held in English language only.
7. This Memorandum of Understanding is governed by and shall be construed in accordance with the laws of India.

The Consent of the shareholders of the Company be and is hereby accorded to approve the Memorandum of Understanding (MOU) with the terms as mentioned above.

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

The Board of Directors in their meeting held on 28th June 2021 has proposed to issue, offer and allot upto 943000 (Nine Lakhs Forty Three Thousand Only) Equity Shares of the face value of INR 1/- (Indian Rupees One Only) each amounting to INR 9,43,000 (Indian Rupees Nine Lakhs Forty Three Thousand Only) in respect of conversion of unsecured loan into fully paid equity shares capital of the Company.

In terms of section 42 and 62(1)(c) of the Companies Act, 2013 and other applicable provisions, allotment of shares requires the approval of the members in a general meeting by way of a special resolution. The Company proposes to allot the equity shares of the Company in the above mentioned manner.

The equity shares proposed to be issued shall rank pari-passu with the existing equity shares of the Company. Your Directors therefore, recommend the Item No 4 to be passed as Special Resolution.

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

Objects of the issue	The proposed conversion will help the Company in increasing its Capital base and reducing the Debt exposure. Further, proposed infusion of funds will help the company to manage the affairs of the Company in more efficient manner
Total No. of Equity Shares to be issued	9,43,000 (Nine Lakhs Forty Three Thousand Only)
The price at which Allotment is proposed	Rs. 1/-
Basis on which price has been arrived at along with report of registered valuer	Valuation Report obtained from Amandeep Kaur, Registered Valuer dated 20.06.2021
Relevant date with reference to which the price has	03.07.2021

been arrived at	
The class or classes of persons to whom the allotment is proposed to be made	Company
Intention of Promoters, directors or KMP's to subscribe to the offer	H P Agrawal & Company Private Limited is Promoter of the Company
The proposed time within which the allotment shall be completed	Within 60 days
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	H P Agrawal and Company Private Limited -10.41%
The change in control, if any, in the company that would occur consequent to preferential offer	N.A
The number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price	N.A.
Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	As per Valuation Report

Pre and Post allotment shareholding pattern:

Sr. No	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters' holding				
1	Indian:				
	Individual/HUF	14627421	76.14%	5273519	26.17%
	Bodies Corporate	1154605	6.01%	2097605*	10.41%
	Sub-Total	15782026	82.15%	7371124	36.58%
2	Foreign Promoters				
	Sub-Total (A)	15782026	82.15%	7371124	36.58%
B	Non-Promoters' holding:				
1	Institutional Investors				
2	Non-Institutions:				
	Individual	3120003	16.24%	7063905	35.05%
	Private Corporate Bodies	141400	0.74%	141400	0.70%
	Directors and Relatives				
	Indian Public				
	Others (Including NRIs)	167000	0.87%	5577000	27.67%
	Sub-Total (B)	3428403	17.85%	12782305	63.42%
	Grand Total	19210429	100.00	20153429	100.00

Item No: 5 The Company had received request for conversion of their unsecured loans of 1676684 (Sixteen Lac Seventy Six thousand Six hundred Eighty four only) respectively into equity shares of the Company. Accordingly the Directors recommend Item No 5 for the approval by the members as Special Resolution as per the drafted terms and condition given below.

- As per the books of the Company, an outstanding loan amount of INR 1676684/- (Inclusive of applicable interest and other charges, if any) be converted into equity shares of the Company.
- Subject to the approval of the members of the company. The Board hereby accords its consent, to issue, allot 1676684 (Sixteen Lac Seventy Six thousand Six hundred Eighty four only) equity shares of INR 1/- (Indian Rupees One Only) each in lieu of the outstanding loan of INR 16,76,684/- by converting the said loan and any balance thereof (if any) after the allotment to be set out by payment through banking Channel thereof.

3. The Company hereby undertakes to issue, allot the aforesaid said Equity Shares to the Lender within 60 days from date of this MOU.
4. The Company hereby assure the Lender that the Shares issued shall rank pari-passu to the existing equity shares of the company.
5. It is hereby agreed between the parties that the company shall pay-back the balance outstanding amount if any, at the earliest or at such interval of time as may be mutually agreed between the parties.
6. Any dispute arising between the parties in relation to this Agreement shall be resolved in accordance with the provisions of the Arbitration and Conciliation Act, 1996. The arbitral tribunal shall consist of three arbitrators, out of which, one shall be appointed by the First party and one shall be appointed by the Second party and the one arbitrator so appointed by the parties hereto, shall appoint the third arbitrator, who shall be the presiding arbitrator. The arbitral award shall be final and binding upon the parties hereto. The place of Arbitration shall be Uttar Pradesh and the proceeding shall be held in English language only.
7. This Memorandum of Understanding is governed by and shall be construed in accordance with the laws of India.

The Consent of the shareholders of the Company be and is hereby accorded to approve the Memorandum of Understanding (MOU) with the terms as mentioned above.

Item No.6: The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

The Board of Directors in their meeting held on 28th June 2021 has proposed to issue, offer and allot upto 16,76,684 (Sixteen Lakh Seventy Six Thousand Six Hundred Eighty Four Only) Equity Shares of the face value of INR 1/- (Indian Rupees One Only) each amounting to INR 16,76,684 (Sixteen Lakh Seventy Six Thousand Six Hundred Eighty Four Only) in respect of conversion of unsecured loan into fully paid equity shares capital of the Company.

In terms of section 42 and 62(1)(c) of the Companies Act, 2013 and other applicable provisions, allotment of shares requires the approval of the members in a general meeting by way of a special resolution. The Company proposes to allot the equity shares of the Company in the above mentioned manner.

The equity shares proposed to be issued shall rank pari-passu with the existing equity shares of a Company.

Your Directors therefore, recommend the Item No 6 to be passed as Special Resolution.

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

Objects of the issue	The proposed conversion will help the Company in increasing its Capital base and reducing the Debt exposure. Further, proposed infusion of funds will help the company to manage the affairs of the Company in more efficient manner
Total No. of Equity Shares to be issued	16,76,684 (Sixteen Lakh Seventy Six Thousand Six Hundred Eighty Four Only)
The price at which Allotment is proposed	Rs. 1/-
Basis on which price has been arrived at along with report of registered valuer	Valuation Report obtained from Amandeep Kaur, Registered Valuer dated 20.06.2021
Relevant date with reference to which the price has been arrived at	03.07.2021
The class or classes of persons to whom the allotment is proposed to be made	Individual
Intention of Promoters, directors or KMP's to subscribe to the offer	Mr. Hari Prakash Agrawal is also Promoters, director of the Company
The proposed time within which the allotment shall be completed	Within 60 days
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Mr. Hari Prakash Agrawal –31.66 %
The change in control, if any, in the company that would occur consequent to preferential offer	N.A
The number of persons to whom allotment on	N.A.

preferential basis have already been made during the year in terms of no. of securities as well as the price					
Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer			As per Valuation Report		
Pre and Post allotment shareholding pattern:					
Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters' holding				
1	Indian:				
	Individual	14627421	76.14%	6950203	31.84%
	Bodies Corporate	1154605	6.01%	2097605	9.61%
	Sub-Total	15782026	82.15%	9047808	41.45%
2	Foreign Promoters				
	Sub-Total (A)	15782026	82.15%	9047808	41.45%
B	Non-Promoters' holding:				
1	Institutional Investors				
2	Non-Institutions:				
	Individual	3120003	16.24%	7063905	32.36%
	Private Corporate Bodies	141400	0.74%	141400	0.65%
	Directors and Relatives				
	Indian Public				
	Others (Including NRIs)	167000	0.87%	5577000	25.54%
	Sub-Total (B)	3428403	17.85%	12782305	58.55%
	GRAND TOTAL	19210429	100.00	21830113	100.00

- Note: Post shareholding includes 9,43,000 Equity Share as mentioned in Item No 4

Item No.7: The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

Since decisions for raising the Financial Assistances or agreeing to terms and conditions for raising the Financial Assistances are required to be taken on quick basis, the Company hereby proposes to raise an aggregate amount of Rs.25,00,000/- (Rupees Twenty Five Lakh only) required for General corporate purpose and Considering the capital requirement of the Company the board has decided to seek shareholder's approval to issue and allot 25,00,000 (Twenty Five Lakh only) Equity Shares of INR 1/- (Indian Rupees One Only) each to Mr. Hari Prakash Agrawal on terms and conditions as may be fixed and determined by the Board of Directors of the company.

Pursuant to provisions of Section 62(1)(c) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said resolution for the approval of the members.

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

Objects of the issue	For General Corporate purpose and Considering the capital requirement of the Company in order to manage the affairs of the Company in more efficient manner.
Total No. of Equity Shares to be issued	2500000 (Twenty Five Lakh)
The price at which Allotment is proposed	Rs. 1/-
Basis on which price has been arrived at along with report of registered valuer	Valuation Report obtained from Amandeep Kaur, Registered Valuer dated 20.06.2021
Relevant date with reference to which the price has been arrived at	03.07.2021
The class or classes of persons to whom the	Individual

allotment is proposed to be made	
Intention of Promoters, directors or KMP's to subscribe to the offer	Mr. Hari Prakash Agrawal is also Promoters, director of the Company
The proposed time within which the allotment shall be completed	Within 60 days
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Mr. Hari Prakash Agrawal – 38.68%
The change in control, if any, in the company that would occur consequent to preferential offer	N.A
The number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price	N.A.
Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	As per Valuation Report

Pre and Post allotment shareholding pattern:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters' holding				
1	Indian:				
	Individual/HUF	14627421	76.14%	9450203	38.84%
	Bodies Corporate	1154605	6.01%	2097605	8.62%
	Sub-Total	15782026	82.15%	11547808	47.46%
2	Foreign Promoters				
	Sub-Total (A)	15782026	82.15%	11547808	47.46%
B	Non-Promoters' holding:				
1	Institutional Investors				
2	Non-Institutions:				
	Individual/HUF	3120003	16.24%	7063905	29.03%
	Private Corporate Bodies	141400	0.74%	141400	0.58%
	Directors and Relatives				
	Indian Public				
	Others (Including NRIs)	167000	0.87%	5577000	22.92%
	Sub-Total (B)	3428403	17.85%	12782305	52.54%
	GRAND TOTAL	19210429	100.00	24330113	100.00

- Note: Post shareholding includes 9,43,000 Equity Share as mentioned in Item No 4 and 1676684 Equity Share as mentioned in Item No 6.

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

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

**Date: 28.06.2021
Place: Ghaziabad**