

SECUR INDUSTRIES LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE (33RD) THIRTY THIRD ANNUAL GENERAL MEETING OF SECUR INDUSTRIES LIMITED WILL BE HELD ON SATURDAY, 6TH AUGUST, 2022 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, 2022 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 & 137 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 2021-22 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 appoint M/s. Rajendra K Agarwal & Co. (FRN: 0020049C) as statutory auditor:

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

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Rajendra K. Agarwal & Co., Chartered Accountants (Firm Reg. No. 0020049C) having office III-F, 261A, Nehru Nagar, Rakesh Marg, Ghaziabad-201001 be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of 33rd Annual General Meeting to be held on 6th August, 2022 till the conclusion of 38th Annual General Meeting of the Company to be held in the financial year 2027, at such remuneration, as may be determined in consultation with the auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Director of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e-forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution."

3. To Re-appointment Mrs. Utpal Agrawal as a Directors, who retires by rotation and being eligible offers herself for re-appointment.

To consider Re-appointment of Mrs. Utpal Agrawal as Director, who retires by rotation and being eligible, offers herself for re-appointment as Director and in this regard, pass the following resolution as an Ordinary Resolution:

To Consider appointment of a Director in place of Mrs. Utpal Agrawal, who retires by Rotation and being eligible, offers herself for re-appointment and if thought fit, to pass with or without modification (s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 152 and other applicable provisions if any, of the Companies Act, 2013 approval of members of the Company be and is hereby accorded for the re-appointment of Mrs. Utpal Agrawal, as Director of the Company, liable to retire by rotation”

SPECIAL BUSINESS:

4. To consider the Regularization of appointment of Additional Director as a Director, in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Utpal Agrawal (DIN: 00421262), who was appointed as an Additional Director of the Company with effect from 11th April, 2022 by the Board of Directors in terms of Section 161 of the Companies Act 2013, be and is hereby appointed as Director of the Company.

FURTHER RESOLVED THAT any Director of the Company be and is hereby severally authorized to do and perform all such acts, including execution of such documents and certificates, as may be deemed necessary or filing of e-form DIR-12 or advisable to carry out the purpose and intent of the foregoing resolution.”

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

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

Date: 14-06-2022

Place: Ghaziabad

NOTES

- a. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December 2021, 21/2021 dated 14th December 2021 and 03/2022 dated 05th May, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 31st December, 2022. In accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020 and in compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 33rd AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 33rd AGM shall be registered office of the Company.
- b. 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.
- c. 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 firstcome first served basis.
- d. 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.
- e. 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 Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December 2021, 21/2021 dated 14th December 2021 and 03/2022 dated 05th May, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 31st December, 2022 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.
- f. 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.
- g. 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.
- h. 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

- i. Members are requested to notify the Company of any change in address or demise of any member as soon as possible.
- j. 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.
- k. 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.
- l. Non-Resident Indian members are requested to inform RTA/ respective DPs, immediately of:
 - i. Change in their residential status on return to India for permanent settlement.
 - ii. 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.
- m. The Board of Directors of the Company has appointed Mr. Vikas Verma, Managing Partner of M/s Vikas Verma & Associates, and New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
- n. 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.
- o. 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.
- p. Electronic copy of the Notice of the Thirty Third Annual General Meeting and Annual Report for 2021-2022 is being sent to all the members whose email IDs are registered with the Company/Depository Participant.
- q. 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 3rd August, 2022 at 10.00 AM and ends on Friday, 5th August, 2022 at 5.00 PM. (both days inclusive) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 30th July, 2022 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.
- (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. 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 - 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	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 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@vvanda.com and to the Company at the email addressagar.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 30th July, 2022.

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.

For & on Behalf of
Secur Industries Limited

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

Date: 14-06-2022
Place: Ghaziabad

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

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

The Board has appointed Mrs. Utpal Agrawal (DIN: 00421262) as Executive, additional Director on the Board of the Company w.e.f. 11.04.2022.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

The Chairman of the Company Shri Hari Prakash Agrawal has expired on 22-03-2022 due to which casual vacancy is created in the Board of Directors of the Company. The Board has appointed Mrs Utpal Agrawal, wife of Late Shri Hari Prakash Agrawal as an Additional Director of the company.

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 or otherwise, in the proposed resolution.

For & on Behalf of
Secur Industries Limited

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

Date: 14-06-2022
Place : Ghaziabad

