

NOTICE OF THE 25th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty fifth (25th) Annual General Meeting of the member(s) of NAM SECURITIES LIMITED ("Company") will be held on Monday, September 30, 2019 at 12:15 P.M at Kiran Farms, W-10D, Western Avenue, Sainik Farms, New Delhi - 110062 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2019, and the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Ms. Divya Goyal (DIN: 01995354), who retires by rotation and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the members of the company be and is hereby accorded to appoint/ re-appoint Ms. Kiran Goyal (DIN: 00503357) as the Managing Director of the company, for a period of 5(five) years i.e. with effect from the 30.09.2019, on the terms and conditions including remuneration as set out in the statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors (on the recommendation of the Nomination and Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of the Managing Director in such manner as may be permissible in accordance with the provisions of the Companies Act, 2013 and Schedules thereof and as may be agreed between the Board of Directors and Mrs. Kiran Goyal.

RESOLVED FURTHER THAT any Director of the company be and is hereby authorized to do all such acts, deeds, things and to take all such steps as may be necessary, proper or expedient in order to give effect to this resolution."

4. 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 149, 152 read with Schedule IV 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(s) thereof for the time being in force) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ravi Berry (DIN: 00468594), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 30.09.2019 to 29.09.2024.

5. 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 149, 152 read with Schedule IV 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(s) thereof for the time being in force) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Rekha Chauhan (DIN: 02783776), Non-Executive Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 30.09.2019 to 29.09.2024.

By order of the Board
For Nam Securities Limited

Sd/-
(Meenakshi Mittal)
Company Secretary

Place: Delhi
Date: 30.08.2019

NOTES FOR MEMBERS ATTENTION:

1. The explanatory statement pursuant to provision of Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY, IN ORDER TO BE EFFECTIVE, THE INSTRUMENT OF PROXY, 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 BLANK PROXY FORM IS ENCLOSED.
3. PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 AND RULES MADE THERE UNDER, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%), OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. EVERY MEMBER ENTITLED TO VOTE AT A MEETING OF THE COMPANY OR ON ANY RESOLUTION TO BE MOVED THEREAT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING TWENTY-FOUR HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.
5. Member(s) / Proxies / Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in Physical mode are requested to write their folio number in the attendance slip.
6. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send to the company a certified copy of board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 particulars of the director being re-appointed / appointed, brief resume, experience, names of Indian Public Limited Companies in which he holds directorship and Membership/chairmanship of Board or its duly constituted Committee(s), shareholding and relationships between directors inter-se annexed to this Notice.
8. Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him / them shall vest in the event of his/their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Transfer Agent, M/s Beetal Financial and Computer Services (P) Limited. In respect of shares held in dematerialized form, the nomination form may be filed with respective Depository Participant.
9. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market.. Member(s) holding shares in DEMAT form are requested to provide their PAN details to their respective Depository Participants and those who are holding shares in physical mode are requested to provide their PAN details to the Company/RTA.
10. Pursuant to amendment in Listing Regulations, securities of listed Companies can only be transferred in dematerialized form with effect from April 1, 2019 except in case of transmission or transposition of securities. In view of the above, members are advised to dematerialize shares held by them in physical form.
11. Members are requested to send all their documents and communications pertaining to shares to the Registrar and Transfer Agent of the Company at their address at 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Dada Harsukhdas Mandir, New Delhi - 110062. [Email: beetalrta@gmail.com](mailto:beetalrta@gmail.com) for both physical and DEMAT segment of equity shares. Please quote on all such correspondence "Nam Securities Limited".

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Agreements in which the directors are interested maintained under Section 189 of the Act, will be available for inspection by the members at the meeting.
13. Members desirous of seeking any information relating to the financial statements of the Company may write to the Company at 213, Arunachal Building, 19, Barakhamba Road, New Delhi – 110001 at least seven (7) days in advance of the Meeting so that requisite information can be made available at the meeting.
14. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
15. Since, the Company has never declared any dividend since its incorporation. No amount, therefore, has fallen due for transfer to Investor Education & Protection Fund.
16. The company has designated separate e-mail id of the grievances redressed division /compliances officer named **contact@namsecurities.in** exclusively for the purpose of registering complaint.
17. Members are requested to:
 - (a) Note that as a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of Annual Report at the meeting.
 - (b) Note that Attendance Slip/Proxy form should be signed as per the specimen signature registered with RTA/Depository Participant.
 - (c) Deliver duly completed and signed Attendance slip at the entrance of the Meeting Venue.
 - (d) In case of Joint holders attending the Meeting, only the first holder will be entitled to vote
 - (e) Quote their folio number/DP ID and Client id in all correspondence.
 - (f) Note that no gifts, gift coupons or any benefit in lieu of gifts will be distributed at or in connection with AGM.
 - (g) Notify immediately change of their address, Bank particulars or email ID to the RTA (in case the shares are held in physical form); and in case shares are held in demat form, the same shall be communicated to their respective depository participant.
18. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the company or its RTA along with relevant share certificates.
19. The route map for easy location of the venue of Annual General Meeting (AGM) is attached with the Notice.
20. Members, who have not registered their NECS mandate, are requested to send their NECS Mandate Form to the Registrar/ Investor Service Department of the company or to their DP, as the case may be. For any change in bank particulars due to banker having migrated their operations to core banking solutions, Members are requested to register a fresh NECS Mandate with the revised bank particulars.
21. Any person who is not a member as on the Cut-off date should treat this notice for information purpose only.
22. In compliance with provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering remote E-voting facility to all the Shareholders of the Company in respect of items to be transacted at this Annual General Meeting. User ID and Password including instructions for e-voting are given overleaf. All members are requested to read those instructions carefully before casting their e-vote. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting. Members who have not voted electronically can cast their vote at the meeting.
23. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, September 23, 2019. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, September 23, 2019 only shall be entitled to avail the facility of remote e-voting/poll.
24. With a view to support the "Green Initiative", we are sending the Notice of the General Meetings, Financial Statements, Annual Report or all other communications required to be sent to the Members of the Company, to the e-mail address given by the Members to their Depositories. We request the Members, who have not registered their e-mail address, so far, to register their e-mail address with their concerned Depository Participants or the company contact@namsecurities.in or Registrar M/s Beetle

financial & Computer Services (P) Ltd at beetalrta@gmail.com for receiving all communication from company electronically.

25. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2018-19 will also be available on Company's website: www.namsecurities.in.

26. Voting through Electronic Means:

The instructions and other information relating to voting through electronic means are given here as under:

- i. In compliance with provisions of Section 108 of the Companies Act read with Rules prescribed there under, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its Members to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting (AGM) by electronic means and the items of business given in the Notice of meeting may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting will be provided by the National Securities Depository Limited (NSDL).
- ii. The facility for voting through poll shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through poll. No voting by show of hands will be allowed at the Meeting.
- iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on Friday 27th September, 2019 (10:00 AM) and ends on Sunday, 29th September, 2019 (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 of i.e., 23rd September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:
- vi. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log -in to NSDL e-voting system at <https://www.evoting.nsd.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Step: 1 Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a Mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details will be as per details given below:

a. For Members who hold shares in Demat account with NSDL:	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b. For Members who hold shares in demat account with CDSL:	16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).

c. For Members holding shares in Physical Form:

EVEN Number followed by Folio Number registered with the company (For example if folio number is 001**** and EVEN is 101456 then user ID is 101456001****)

5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your DEMAT account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your DEMAT account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your DEMAT account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail "itr1961@yahoo.com" to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- vii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- viii. 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-off date of 23rd September, 2019.
- ix. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [Issuer/RTA](#).
- x. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xi. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xii. Mr. Mudit Gupta, Advocate in Practice (Membership No. D/2537/2011) and Proprietor of M/s. Mudit Gupta & Co has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e- voting process in a fair and transparent manner.
- xiii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or Ballot Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xiv. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.namsecurities.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

ITEM NO. 3 APPOINTMENT/ RE-APPOINTMENT OF MS. KIRAN GOYAL (DIN:00503357) AS MANAGING DIRECTOR OF THE COMPANY

The Board of Director of the Company ("Board"), at its meeting held on August 30, 2019 had subject to the approval of members in the ensuing Annual General Meeting, appointed/ re-appointed Ms. Kiran Goyal (DIN: 00503357) as Managing Director of the Company, for a period of 5 (five) years i.e. with effect from 30.09.2019, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

The Board is authorized to amend, vary the terms and conditions (including remuneration) of appointment of Ms. Kiran Goyal, time to time

in accordance with limits as prescribed under Part II of the Schedule V of the Companies Act, 2013.

The Board of Directors of your Company recommends the Resolution in relation to appointment/re-appointment of Ms. Kiran Goyal as Managing Director, for the approval by the Members of the Company as an Ordinary Resolution.

General

- i. The Managing Director will perform her duties as such with regard to all work of the company and will manage and attend to such business and carry out the orders and directions given by the board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time given and made by the Board.
- ii. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.
- iii. The Managing Director shall adhere to the Company's code of conduct.
- iv. Ms. Kiran Goyal satisfies all conditions set out in Part I of Schedule V to the Act & also conditions set out under section 196 (3) of the act for being eligible for her appointment. She is not disqualified from being appointed as Director in terms of section 164 of the Act.
- v. The above may be treated as a written memorandum setting out the terms of appointment of Ms. Kiran Goyal under section 190 of the act.
- vi. Details of Ms. Kiran Goyal is provided in the Annexure to the Notice
- vii. Ms. Kiran Goyal is interested in the resolution set out at Item No. 2 & Item No. 3 of the Notice. Mr. Ashwani Goyal & Ms. Divya Goyal, being related to Ms. Kiran Goyal may be deemed to be interested in the said resolution.
- viii. The other relatives of Ms. Kiran Goyal may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 4 RE-APPOINTMENT OF MR. RAVI BERRY(DIN: 00468594) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Members of the Company had on September 30, 2014 approved the appointment of Mr. Ravi Berry (DIN: 00468594) as a Non-Executive Independent Directors of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of 20th Annual General Meeting of the Company held on September 30,2014.

Pursuant to Section 149(10) of the Companies Act, 2013 (the 'Act'), an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company.

Accordingly, Mr. Ravi Berry is eligible for re-appointment as an Independent Director of the Company. On the recommendation of the Nomination & Remuneration Committee ('the Committee') of the Company, the Board of Directors ('the Board') at its meeting held on August 30, 2019, subject to the approval of members of the company by way of special resolution, approved the re-appointment of Mr. Ravi Berry (DIN: 00468594) as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years, with effect from Sept. 30, 2019 till Sept 29, 2024 in terms of Section 149 read with Schedule IV of the Act, and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, based on the performance evaluation and as per the recommendation of the Committee, considers that, given the background and experience and contributions made by Mr. Ravi Berry during his tenure, the continued association of Mr. Ravi Berry would be beneficial to the company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Ravi Berry as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years.

The Board of Directors are of the opinion that the above Independent Director, being eligible, is a person of integrity and possesses relevant expertise, experience also he, fulfils the conditions specified by the Act including Rules framed thereunder and the Listing Regulations and that he is independent of the management of the Company.

Mr. Ravi Berry is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Ravi Berry that he meets the criteria of independence as prescribed both

under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of Mr. Ravi Berry, are provided in the "Annexure" to the Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and the appointee.

Copy of draft letter of re-appointment of Mr. Ravi Berry setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Ravi Berry is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. Relatives of Mr. Ravi Berry may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5 APPOINTMENT OF MS. REKHA CHAUHAN (DIN: 02783776) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Rekha Chauhan (DIN: 02783776) was appointed as an Independent Director of the Company in the 20th Annual General Meeting of the Company held on September 30, 2014 for a term of 5 (five) years and she holds the office as an Independent Director of the Company up to 29.09.2019.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Ms. Rekha Chauhan as an Independent Director of the Company for a second term of 5(five) consecutive years.

The Board, based on the performance evaluation and as per the recommendation of Nomination & Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Ms. Rekha Chauhan would be beneficial to the company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Rekha Chauhan as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years.

Ms. Rekha Chauhan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from Ms. Rekha Chauhan that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Ms. Rekha Chauhan fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Details of Ms. Rekha Chauhan, are provided in the "Annexure" to the Notice. she shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and the appointee.

Copy of draft letter of appointment of Ms. Rekha Chauhan setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Ms. Rekha Chauhan is interested in the resolution set out at Item No. 5 of the Notice with regard to her re-appointment. Relatives of Ms. Rekha Chauhan may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**By the order of the Board
For Nam Securities Limited**

Place: Delhi
Date: 30.08.2019

Sd/
(Meenakshi Mittal)
Company Secretary

ANNEXURE

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Particulars	Ms. Divya Goyal	Ms. Kiran Goyal	Mr. Ravi Berry	Ms. Rekha Chauhan
DIN	01995354	00503357	00468594	02783776
Date of appointment	30.09.2013	05.07.1994	30.09.2014	30.09.2014
Qualification	B.COM, MBA	S.S.C/ Matric	Graduate	Graduate
Experience	Ms. Divya Goyal has vast experience in the field of Business Management, Marketing.	Mrs. Kiran Goyal has vast experience of more than two decades in the field of business, management and corporate administration.	Mr. Ravi Berry has over two decades of experience in business management and administration.	Ms. Rekha Chauhan has more than a decade experience in business management and administration.
Directorship held in other Listed Companies (excluding foreign companies)	Nil	Nil	Nil	Nil
Membership / Chairmanship of Committees of other Indian Public companies	Nil	Nil	Nil	Nil
Relationships between directors inter- se	Daughter of Mr. Ashwani Goyal & Ms. Kiran Goyal	Wife of Mr. Ashwani Goyal, Mother of Ms. Divya Goyal	Independent of the Board	Independent of the Board
Number of Shares held in the Company	2,22,000	500	Nil	Nil

NAM SECURITIES LIMITED
 CIN: L74899DL1994PLC350531
 REGD OFF:213, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, NEW DELHI-110001
 Website: www.namsecurities.in, Email: namsecurities1@yahoo.com
 Tele No.: 011-23731144, 011-23731122

Please complete this attendance slip and hand it over at the entrance of the meeting hall

ATTENDANCE SLIP

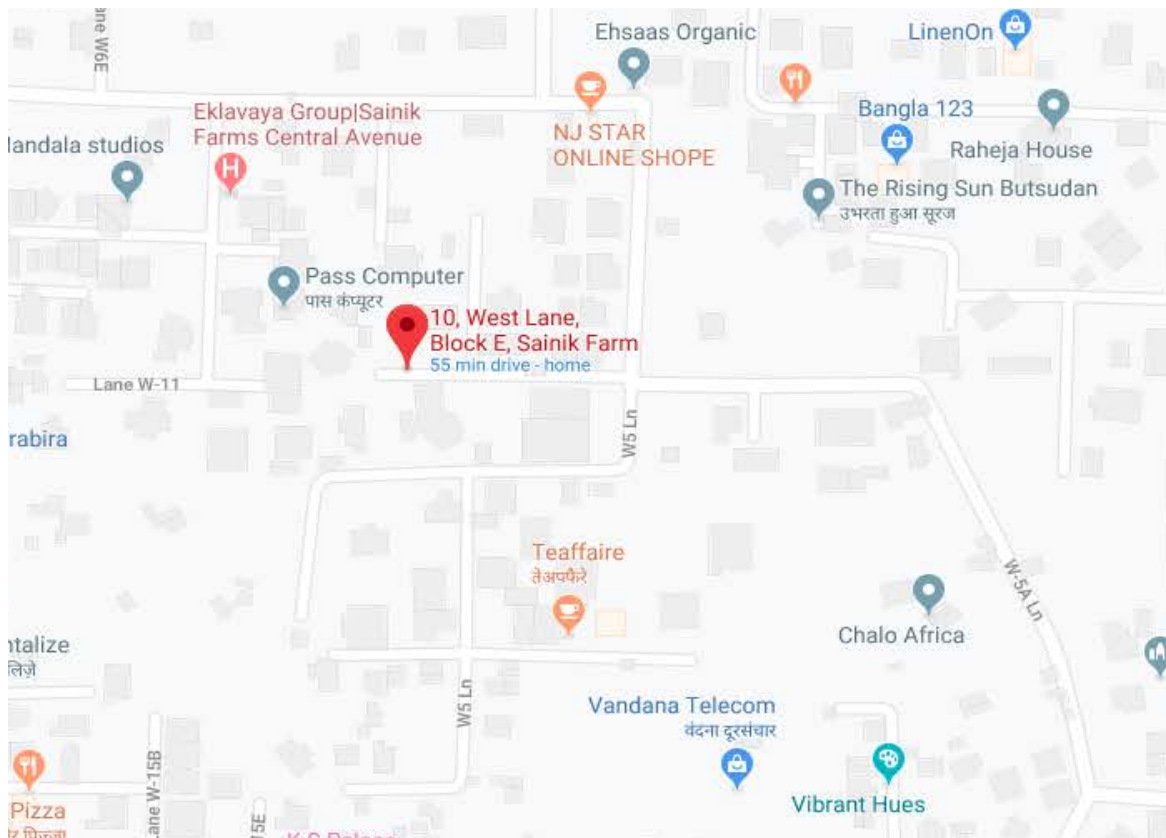
DP ID		Name and Address:
Client ID		
Regd. Folio No.		
No. of Shares held		

I certify that I am a Member / proxy for the Member(s) of the Company/ hereby record my presence at the 25th Annual General Meeting on Monday 30th September, 2019, at 12:15 P.M, at Kiran Farms, W-10D, Western Avenue, Sainik Farms, New Delhi — 110062.

.....
Member's/Proxy's name in block letters

.....
Signature of Member /Proxy

ROUTE MAP



NAM SECURITIES LIMITED
CIN: L74899DL1994PLC350531
REGD OFF: 213, ARUNACHAL BUILDING, 19, BARAKHAMBHA ROAD, NEW DELHI-110001
Website: www.namsecurities.in, Email: namsecurities1@yahoo.com
Tel. No.: 011-23731144, Fax: 011-231267
Form MGT – 11 PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L74899DL1994PLC350531	
Name of the Company	Nam Securities Limited	
Registered office	213, Arunachal Building, 19, Barakhamba Road, New Delhi-110001	
Name of Member(s)		
Registered Address		
Email Id		
Folio No.		
DP ID.		
Client ID		

I/ We, being the Member(s) of **NAM SECURITIES LIMITED** holding shares hereby appoint:

- Name: _____ Address: _____
E-Mail Id: _____ Signature: _____ *or failing him*
- Name: _____ Address: _____
E-Mail Id: _____ Signature: _____ *or failing him*
- Name: _____ Address: _____
E-Mail Id: _____ Signature: _____ *or failing him*

As my/ our proxy to attend and vote (on poll) for me/ us and on my/ our behalf at the 25th Annual General Meeting of the company to be held on Monday, September 30, 2019 at 12:15 PM at Kiran Farms, W-10D, Western Avenue, Sainik Farms, New Delhi - 110062 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No	Resolutions
A	Ordinary Business:
1.	To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2019, and the report of the Board of Directors and Auditors thereon.
2.	To appoint a director in place of Ms. Divya Goyal (DIN: 01995354), who retires by rotation and being eligible, has offered herself for re-appointment.
B	Special Business:
3.	Appointment/ Re-appointment of Ms. Kiran Goyal (DIN: 00503357) as a Managing Director of the Company for a term of 5 (five) years with effect from 30.09.2019
4.	Re- appointment of Mr. Ravi Berry (DIN: 00468594) as a Non- Executive Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 30.09.2019.
5.	Re- appointment of Ms. Rekha Chauhan (DIN: 02783776) as a Non- Executive Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 30.09.2019.

Signed this.....Day of 2019

.....
Signature of Member(s)

.....
Signature of Proxy Holder(s)

Affix
Revenue
Stamp

Notes: - 1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For Resolutions, Explanatory Statements and Notes please refer to the Notice of 25th Annual General Meeting of the Company

If undelivered please return to:
Nam Securities Limited
213, Arunachal Building
19, Barakhamba Road,
New Delhi-110001