

NAM SECURITIES LIMITED
CIN: L74899HR1994PLC053200
REGISTERED OFFICE: LGF, PLOT NO.-410, SECTOR-31,
GURUGRAM, HARYANA-122001

NOTICE OF THE 24th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth Annual General Meeting of **NAM SECURITIES LIMITED** will be held on Friday, September 28, 2018 at 12:00 P.M., at its Registered Office at LGF, Plot No. - 410, Sector-31, Gurugram, Haryana - 122001 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 31st March, 2018, and the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashwani Goyal (DIN: 00502989), who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

3. **Increase of Authorise Share Capital of the Company and amendment in the Capital Clause in the Memorandum of Association of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 61 and Section 13 other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for time being in force) and rules made there under, and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), and provisions of the Articles of Association, the approval of the shareholders, be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 3,25,00,000/- (Rupees Three Crores Twenty Five Lakhs Only) divided and classification into 32,50,000 (Thirty Two Lakhs and Fifty Thousand Only) Equity Shares face value Rs. 10/- (Rupees Ten Only) each to Rs. 4,60,00,000/- (Rupees Four Crores Sixty Lakhs Only) divided and classification into 46,00,000 (Forty Six Lakhs Only) Equity Shares face value of Rs. 10/- (Rupees Ten Only) each by creating of additional 13,50,000 (In word Thirteen Lakhs Fifty Thousand) Equity Shares face value of Rs. 10/- each ranking pari passu in all respect with the existing equity shares of the Company and consequently first paragraph of the Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

“V. The Authorised Share Capital of the Company is Rs. 4,60,00,000/- (Rupees Four Crores Sixty Lakhs Only) divided and classified into 46,00,000 (Forty Six Lakhs Only) Equity Shares face value of Rs. 10/- (Rupees Ten Only) each”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised, to do all such acts, deeds, matters and as things as may be, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in Memorandum and Article of Association of the Company as they may think fit.

“RESOLVED FURTHER THAT all the Director’s of the Company be and are hereby authorized severally to provide certified copy of the aforesaid resolutions, to whomsoever it may concern.”

4. **Amendment in Article II of Article of Association of The Company Regarding Share Capital**

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

“RESOLVED THAT provisions of section 14 and other applicable provisions, if any, of the Companies act, 2013 and the rules made there under and in terms of applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (including the statutory modification or re-enactment for the time being in force), provisions of the article of association of the Company be and is hereby altered by substituting the following new Article II:

‘The Authorized share capital of the Company shall be such amount as may be mentioned in Clause V of the Memorandum of Association of the Company from time to time’.

“RESOLVED FURTHER THAT all the Directors of the Company, be and are hereby authorised severally to take necessary actions to give effect to the foregoing resolution, submission of documents and papers with the concerned

authorities to register and implement the aforesaid amendments to the memorandum of association of the Company and to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including authorising any officers of the Company for this purpose.”

“**RESOLVED FUTHER THAT** all the Directors of the Company be and are hereby authorized severally to provide certified true copy of the aforesaid resolutions, to whomsoever it may concern”.

5. Issue Of Warrants On Preferential Basis/Private Placement Basis

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

“**RESOLVED THAT** in accordance with the provisions of Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the enabling provisions of the Memorandum and Articles of Association of the Company including any statutory modification(s) or re-enactment thereof, for the time being in force (“Act”) and in accordance with Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the “ICDR Regulations”) and Securities Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011 as amended (the “Takeover Regulations”) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 as amended (the “LODR Regulations”), and any other applicable laws/rules/regulations and subject to the approval/consent/ permission/sanction, any of appropriate authorities/bodies/institutions and subject to such conditions and modifications as may be imposed upon and accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board), the consent of the Members of the Company be and is hereby accorded to the board to create, offer, issue and allot in one or more trenches an aggregate of 15,00,000 (Fifteen Lakhs) warrants of the Company at a price of Rs.34 /-(Rupees Thirty Four only), including premium of Rs. 24/- (Rupees Twenty Four only), on Preferential basis, through offer letter such other document/writing, in such form and manner as may be determined by the Board in its absolute discretion, with a right to subscribe to equal number of equity shares, on conversion within a period of 18 months, of nominal value of Rs.10/-(Rupees Ten only) each fully paid up at a price of Rs. 34/-(Rupees Thirty Four only), including premium of Rs. 24/- (Rupees Twenty Four only) being not less than the price calculated in accordance with the SEBI ICDR, 2009 for Preferential Issue, provided that the aggregate number of resultant equity shares of the Company to be issued against such warrants shall not exceed 15,00,000 (Fifteen Lakhs) fully paid up equity shares of the face value of Rs. 10/- (Rupees Ten only) each, to the following allottees as detailed herein below.”

S/No.	Name of Allottees	Category	No. of warrants
1.	Ashwani Goyal & Sons (HUF) PAN - AABHA6452M Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	2,00,000
2.	Divyanshu Goyal PAN - AJMPG2797H Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	2,00,000
3.	Divya Goyal PAN - AIHPG3564E Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	2,00,000
4.	Nam Credit & Investment Consultants Limited CIN - U74920DL2008PLC173064 PAN - AADCB3234F Reg. Off. - 213, Arunchal Building, 19,Barakhamba Road, New Delhi - 110001 IN	Promoter Group/Body Corporate	2,00,000
5.	Agile Commodities Private Limited CIN - U74899HR1994PTC051279 PAN - AAACN0802G Reg. Off. - 410, SECTOR-31, Gurugram, Haryana -122001 IN	Promoter Group/Body Corporate	3,41,075
6.	Nootan Beri PAN - ALEPB2990H Add. - C - 112, 1st Floor, East Of Kailash, Near Iskon Temple, East Of Kailash, South Delhi, New Delhi - 110065 IN	Public	84,000
7.	Pradeep Kumar PAN - BLLPK9804K Add. - House No - 15/361, Trilok Puri Chilla, Saroda Vihar East,Near Gurudwara, New Delhi - 110091 IN	Public	50,000
8.	Ajay Kumar PAN - DOSPK8961K Add. - S 219/8a, Ashoka Bindu Sar Camp, East Of Kailash, New Delhi – 110065	Public	40,000
9.	Jatinder Paul PAN - AIHPP5834C Add. - C/O Ms Raja Telecom, 520, Meena Bazar, Ludhiana, Punjab - 141008 IN	Public	50,000

10.	Jatinder Paul & Sons (HUF) PAN - AADHJ5215P Add. - C/O Ms Raja Telecom, 520, Meena Bazar, Ludhiana, Punjab - 141008 IN	Public	50,000
11.	Red Star Finance Private Limited CIN - U65921PB2013PTC037307 PAN - AAGCR3486G Add. - 6-7, Keshvar Estate Building, Katra Parja Road, Near Shastri Market, Amritsar Punjab-143001 IN	Public/Body Corporate	84,925
	Total		15,00,000

(*) each of the Proposed Allottees specified above, shall be issued and allotted maximum up to the number of equity shares stated against their respective name.

“RESOLVED FURTHER THAT an amount equivalent to 25% of the price of the share, i.e. Rs. 8.50 (Rupees Eight and fifty paisa Only), shall be payable at the time of making application for the warrants, which shall be adjusted and appropriated against the price payable by the warrant holders at the time of exercising the option to convert the warrant into equity shares, and that in the event the option for such conversion is not exercised fully within the prescribed time, the remaining warrants shall lapse and the amount so paid on the allotment of the warrants shall stand forfeited.

“RESOLVED FURTHER THAT the issue of warrants as above shall be subject to the following terms and conditions:-

- A. Each warrant shall be convertible into one equity share face value of Rs.10/- each, of the Company.
- B. The warrants shall be convertible into equity shares in more than one tranches (at the sole option of the warrant holders) at any time within a period of 18 months from the date of allotment of warrants.
- C. The warrant holder(s) shall on or before the date of allotment, pay an amount equivalent to 25% i.e. Rs. 1,27,50,000 (Rupees One Crore Twenty Seven Lakhs Fifty Thousand Only), of the total consideration per warrant.
- D. The warrant shall not carry any voting/dividend rights.
- E. The warrant holder(s) shall, on or before the date of allotment of resultant equity shares on conversion, pay the balance 75% i.e. Rs.3,82,50,000 (Rupees Three Crore Eighty Two Lakhs Fifty Thousand Only) of the consideration towards the subscription to each equity share.
- F. The amount referred to in above (C) above shall be forfeited, if the option to acquire shares is not exercised by the warrant holders, within the stipulated period.
- G. 15,00,000 warrants and the resultant equity shares on conversion, shall be subject to a lock-in period to be determined in accordance with the provisions of Chapter VII on Preferential Issue under SEBI (Issue of capital and Disclosure Requirements) Regulations 2009, as amended up to date.
- H. The entire pre- preferential of the proposed allottees shall be under a lock-in period, from the relevant date, i.e. 28th August, 2018, up to a period of six months from the date of trading approval.
- I. The warrants convertible into equity shares at a later date shall be made fully paid-up at the time of their allotment.”

“RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted on conversion of the above said warrants, is calculated in accordance with the SEBI (ICDR) Regulations, on the Relevant Date.”

“RESOLVED FURTHER THAT the “Relevant Date” in relation to the issue of warrants convertible into equity shares, in accordance with the SEBI (ICDR) Regulations, would be 28th August, 2018, being the date 30 days prior to the date of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby instructed to get the warrants convertible into equity shares allotted pursuant to this resolution and the resolution be acted upon within a period of 15 days from the date of passing this resolution or within 15 days of obtaining applicable approval of the competent authority wherever applicable, if any.”

“RESOLVED FURTHER THAT the Company shall ensure that whilst any warrants remaining exercisable, it will at all times, keep available and reserved such part of its authorized but un-issued share capital as would enable all outstanding warrants to be satisfied in full.”

“RESOLVED FURTHER THAT the Equity Shares so issued on conversion of warrants shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.”

“RESOLVED FURTHER THAT the Board, be and is hereby, authorized in its entire discretion to decide and proceed with the issue of the warrants and resultant equity shares on conversion, including the size and relative component of the same, and for the purpose of giving effect to this issue of equity shares and warrants, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agency/agencies, to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to such issue and allotment and to do all acts,

deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the Members of the Company to the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. Appointment Of Non- Executive Independent Director

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“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) and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mr. Prakash Chandra Panjekar (DIN:08207000), Non - Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and eligible for re-appointment , be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for term of five consecutive years with effect from 28th September, 2018 to 31st March, 2023 who shall not be liable to retire by rotation.”

7. Shifting of Registered Office of the Company from State of Haryana to the National Capital Territory (NCT) of Delhi

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

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory amendment or modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and / or any other authorities as may be prescribed from time to time and Subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Haryana to the National capital of Territory (NCT) of Delhi and that Clause II of the Memorandum of Association of the Company be substituted with the following Clause:

II. The registered office of the Company will be situated in the National capital of Territory (NCT) of Delhi.”

“**RESOLVED FURTHER THAT** the Board of Director of the Company (hereinafter to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer / executive / representative and / or any other person so authorized by Board, be hereby authorised on behalf of the Company to make any modification, changes, variations, alteration or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint consults / consultant and advisors, file applications / petitions, issue notices, advertisement, obtain orders for shifting of Registered Office from the authorities concerned and to do all such act, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any question, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

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

**Place: Gurugram
Date: 30.08.2018**

**(Roshan Kumar Patwa)
Company Secretary**

NOTES FOR MEMBERS ATTENTION:

1. Explanatory statement pursuant to provision of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the AGM as set out in the Notice, is annexed hereto.
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 Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authorization letter, as applicable.
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 not more than 50 (fifty) Members holding in aggregate not more than 10 (ten) percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

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 not less than three days notice in writing of the intention to inspect is given to the company.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive) for the purpose of the Annual General Meeting.
7. Since, the Company has never declared any dividend since its incorporation. No amount, therefore, has fallen due for transfer to Investor Education & Protection Fund.
8. Pursuant to **Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015** particulars of the director being re-appointed / appointed, brief resume, nature of his expertise in specific functional areas, 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.
9. As per the provision of **Section 72 the Companies Act, 2013**, facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's **Registrar and Transfer Agents** by Members holding shares in Physical form. Members holding shares in electronic form may obtain nomination form from their respective **Depository Participants**.
10. 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** for both physical and demat segment of equity shares. Please quote on all such correspondence "Nam Securities Limited".
11. The company has designated separate **e-mail id** of the grievances redressed division / compliances officer named **contact@namsecurities.in** exclusively for the purpose registering complaint.
12. Members are requested to:
 - (a) Note that Copies of Annual Report will not be distributed at the Annual General Meeting.
 - (b) Bring their copies of Annual Report, Notice and Attendance Slip duly completed and sign at the meeting.
 - (c) Note that Attendance Slip/Proxy form should be signed as per the specimen signature registered with RTA/Depository Participant.
 - (d) Deliver duly completed and signed Attendance slip at the entrance of the Meeting Venue.
 - (e) Note that in case of Joint holders attending the Meeting, only Such Joint holder who is higher in the order of names will be entitled to vote.
 - (f) Quote their folio number/DP ID and Client id in all correspondence.
 - (g) Note that no gifts, gift coupons or any benefit in lieu of gifts will be distributed at or in connection with AGM.
 - (h) Notify immediately change of their address and Bank particulars to the RTA (in case the shares are held in physical form); and in case shares are held in dematerialized form, information should be passed on directly to their respective depository participant and not to the Company/RTA without any delay.
13. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the company or its RTA with relevant share certificates.
14. The **route map** for easy location of the venue of Annual General Meeting (AGM) is attached with the Notice. The Notice of AGM (including the route map) and Annual Report will be available on the Website of the Company www.namsecurities.in
15. 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
16. The Members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
17. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchanges; hence Members are requested to convert their physical share certificates into electronic form.

18. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to their Depository Participants with whom they are maintaining demat accounts. It has also made mandatory for the transferees to furnish a copy of PAN Card to the Company / Registrar and Share Transfer Agents for registration of transfers and for Security Market Transactions and off market/private transactions involving transfer of shares of listed companies in physical form. Accordingly, Members holding shares in physical mode should attach Copy of their PAN Card to the Company / Registrar and Share Transfer Agents.
19. SEBI vide notification dated 8th June 2018 has mandated that after 4th December, 2018, Except in case of Transposition and Transmission of shares, request for effecting transfer of securities shall not be processed unless the Securities are held in the Dematerialised form with a Depository, accordingly shareholders holding share in physical forms are advised to Dematerialised their shares.
20. Members, holding shares in physical form, may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the Form- SH 13 as prescribed in the Companies (Share Capital & Debentures) Rule, 2014, any person to whom their shares in the Company shall vest on occurrence of event stated in the Form. Persons holding shares in physical form may send Form SH-13 in duplicate to RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective DP.
21. Members desirous of getting any information on any items of business proposed to be transacted at this Meeting are requested to address their queries to Company Secretary of the Company at the registered office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
22. Annual listing fee for the year 2018-19 has been paid to Bombay Stock Exchange wherein shares of the Company are listed.
23. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
24. 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, of 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 of Proxy form. 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.
25. With a view to support the "Green Initiative", we are sending the Notice of the General Meetings, Financial Statements, Annual Reports 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 at contact name securities1@yahoo.com or Registrar M/s Beetal financial & computer Services Private Ltd at beetalrta@gmail.com for receiving all communication from the company electronically.
26. Relevant documents referred in the accompanying Notice and the Statement is open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sunday, during business hours up to the date of the Meeting.

27. **Voting through electronic means:**

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

- i. In compliance with provisions of **Section 108** of the Companies Act, 2013, **Rule 20** of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and **Regulation 44** of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide remote e-voting facility to its Members to exercise their right to vote on resolutions proposed to be passed in 24th the Annual General Meeting (AGM) by electronic means and the business 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 AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through ballot paper 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 ballot paper.
- 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 25th September, 2018 (10:00 AM) and ends on 27th September, 2018 (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., 21st September, 2018 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:

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.nsdl.com/>

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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.nsdl.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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 to 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.

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.

Details on Step 2 is given below:

How to 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 Company ("Nam Securities Limited") 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 to Itr1961@yahoo.com 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.nsd.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in

- vi. 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).
- vii. 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 21st September, 2018.
- viii. 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. 21st September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- ix. 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.
- x. 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.
- xi. Mr. Mudit Gupta, Advocate in Practice (Membership No. D/2537/2011) and Proprietor M/s. Mudit Gupta & Co has been appointed for 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.
- xii. 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.
- xiii. 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.
- xiv. The Results declared along with the report of the Scrutinizer shall be placed on the **website** of the **Company** www.namsecurites.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

Presently the Authorised Capital of the Company is Rs. 3,25,00,000 (In words Rupees Three Cores Twenty Five Lakhs) divided and classified into 32,50,000 (Thirty Two Lakhs Fifty Thousands) Equity Shares face value of Rs. 10/- (Rupees Ten Only) each".

The Company's Issued, Subscribed and Paid up is Rs. 3,05,01,000/- (In words Rupees Three Cores Five Lakhs One Thousand 30,50,100 (Thirty Lakhs Fifty Thousand One Hundred) Equity Shares face value of Rs. 10/- (Rupees Ten Only) each. Since the Company proposes to raise further finance from the existing Members in near future, to meet the operational fund requirements and any other general corporate purpose of the Company and accordingly, would require consequential amendments to the existing Clause V of Memorandum of Association of the Company, such that the authorized Capital is increased to Rs. 4,60,00,000/- (Rupees Four Crores Sixty Lakhs Only) divided and classified into 46,00,000 (Forty Six Lakhs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each".

The existing Capital Clause V in the Memorandum of Association and Article II in the Article of Association of the Company relating to Share Capital also need relevant amendment to give effect to the increase in Authorized Share Capital of the Company.

The Board of Director's of the Company ('the board') at their meeting held on 30th Aug, 2018 considered it desirable to increase the authorized share capital of the company and aforesaid amendment in Memorandum and Article of Association of the Company in view of proposal for issue of warrants on Preferential basis/Private Placement basis.

The Board of Directors of the Company recommends the Ordinary Resolution in respect of Increase in Authorized Share Capital and consequent Amendment in Memorandum of Association of the Company and Special Resolution in respect of Amendment in Articles of Association of the Company as set out in the accompanied Notice for approval of the shareholders.

ITEM NO. 4

After passing above resolution in (at Item No. 3) it is necessary to amend Article II of the Article of Association (Articles) of the Company as the same depicts the Authorised Share Capital. The Article II presently describes the Authorised share Capital as Rs. 3,25,00,000/- (Rupees Three Crores Twenty Five Lakhs Only) divided and classification into 32,50,000 (Thirty Two Lakh's and Fifty Thousand Only) Equity Shares face value of Rs. 10/- (Rupees Ten Only) each which shall now increased to Rs. 4,60,00,000/- (Rupees Four Crores Sixty Lakhs Only) divided and classification into 46,00,000(Forty Lakh's Only) Equity Shares face value of Rs. 10/- (Rupees Ten Only) each".

It is, therefore, proposed to substitute the present Article II of the Articles of Association with the Article as proposed in the Resolution in order to bring the same in line with the amendment to Clause V of the Memorandum of Association of the Company. Consequently, Existing aforesaid Article II is amended and the new proposed Article would come into effect.

As per section 14 of the Companies Act, 2013, any alteration requires approval of the shareholders by Special Resolution in the general meeting. Hence, the Resolution is placed before the shareholders for approval.

None of the Directors and / or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution.

ITEM NO. 5

As required under Rule 13(2) (d) of the (Share Capital and Debentures) Rules, 2014 of Companies Act 2013 and regulation 73(1) & (2) of Chapter VII of the ICDR Regulations and as Per Companies Act, 2013.

For the purpose of meeting working capital requirement and other General Corporate Purpose the Company proposes to issue 15,00,000 (Fifteen Lakhs) warrants convertible into equity shares, at a price of Rs.34/- (Rupees Thirty Four only), including premium of Rs.24/- (Rupees Twenty Four only) on preferential basis to the Promoters and/or Promoter Group and Non Promoter Group as detailed below in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

S/No.	Name of Allottees	Category	No. of warrants
1.	Ashwani Goyal & Sons (HUF) PAN - AABHA6452M Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	2,00,000
2.	Divyanshu Goyal PAN - AJMPG2797H Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	2,00,000
3.	Divya Goyal PAN - AIHPG3564E Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	2,00,000
4.	Nam Credit & Investment Consultants Limited CIN - U74920DL2008PLC173064 PAN - AADCB3234F Reg. Off. - 213, Arunchal Building, 19,Barakhamba Road, New Delhi - 110001 IN	Promoter Group/Body Corporate	2,00,000
5.	Agile Commodities Private Limited CIN - U74899HR1994PTC051279 PAN - AAACN0802G Reg. Off. - 410, SECTOR-31, Gurugram, Haryana -122001 IN	Promoter Group/Body Corporate	3,41,075
6.	Nootan Beri PAN - ALEPB2990H Add. - C - 112, 1st Floor, East Of Kailash, Near Iskon Temple, East Of Kailash, South Delhi, New Delhi - 110065 IN	Public	84,000
7.	Pradeep Kumar PAN - BLLPK9804K Add. - House No - 15/361, Trilok Puri Chilla, Saroda Vihar East,Near Gurudwara, New Delhi - 110091 IN	Public	50,000
8.	Ajay Kumar PAN - DOSPK8961K Add. - S 219/8a, Ashoka Bindu Sar Camp, East Of Kailash, New Delhi – 110065 IN	Public	40,000
9.	Jatinder Paul PAN - AIHPP5834C Add. - C/O Ms Raja Telecom, 520, Meena Bazar, Ludhiana, Punjab - 141008 IN	Public	50,000

10.	Jatinder Paul & Sons (HUF) PAN - AADHJ5215P Add. - C/O Ms Raja Telecom, 520 Meena Bazar, Ludhiana, Punjab - 141008 IN	Public	50,000
11.	Red Star Finance Private Limited CIN - U65921PB2013PTC037307 PAN - AAGCR3486G Add. - 6-7, Keshvar Estate Building, Katra Parja Road, Near Shastri Market, Amritsar Punjab-143001 IN	Public/Body Corporate	84,925
	Total		15,00,000

The following disclosure is made by the Company in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:

- (a) The objects of the preferential issue: the proposed preferential issue is required for meeting working capital requirement and other General Corporate Purpose.
- (b) The intention of the Allottees to subscribe to the offer: as mentioned herein above, the Company proposes to make a preferential allotment of 15,00,000 (Fifteen Lakhs) Warrants of face value of Rs.10/- each at a price of Rs.34/- per warrant for cash (including a premium of Rs.24/-), convertible into equity shares to Promoter and/or Promoter Group and Non Promoter Group, who have intended to subscribe for the said warrants of the Company.
- (c) **The Shareholding Pattern of the issuer before and after the preferential issue:**

S.No.	Particular	Prior to Issue		After issue of Convertible warrants	
		Number of Shares	% To Total Shareholding	Number of Shares	% To Total Shareholding
(A)	Promoter and Promoter Group				
	Indian Promoters:				
	Individual/HUF	2271500	74.4730	2871500	63.1085
	Bodies Corporate	-	-	541075	11.8915
	Foreign Promoter	-	-	-	-
	Total Shareholding (A)	2271500	74.4730	3412575	75.0000
(B)	Non Promoter/ Public Shareholding				
1.	Institutions:				
	Foreign Institutional Investor	-	-	-	-
2.	Non-Institutions:				
	Individuals :				
	i. Individual-Holding Nominal Value upto Rs. 2 lakhs	494085	16.199	718085	15.7817
	ii. Individual-Holding Nom. Val. greater then Rs. 2 lakhs	174780	5.7303	174780	3.8412
	Any other:				
	Bodies Corporate	1344	0.0441	86269	1.8960
	Clearing Members	100	0.0033	100	0.0022
	NRI	-	-	-	-
	Other- Individual HUF	108291	3.5504	158291	3.4788
	Sub Total (B)	778600	25.5271	1137525	25.0000
	Total (A+B)	3050100	100	4550100	100

* **The Pre-issue shareholding Pattern as on 30th June, 2018**

- (d) **Relevant date** : The Relevant date as per the ICDR Regulations, 2009 for the determination of the Price Per Equity Share pursuant to the Preferential allotment is 28th August, 2018, ("Relevant Date") (i.e. 30 days prior to the date of Proposed Annual General Meeting which is on Friday, September 28, 2018), to approve the Proposed Preferential issue.

- (e) **Proposed time limit within which the allotment shall be complete:** Allotment of warrants is proposed to be made within 15 days from the date of passing of this resolution at this Annual General Meeting of the shareholders, subject to obtaining of in-principle approval of the Stock Exchanges, where the equity shares of the Company are listed, as per the SEBI (LODR), 2015
- (f) Identity of the Proposed Allottees, Percentage of post-issue capital and change in control, if any, in the issuer consequent to the preferential allotment.

S/No.	Name of Allottees	Category	No. of warrants
1.	Ashwani Goyal & Sons (HUF) PAN - AABHA6452M Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	2,00,000
2.	Divyanshu Goyal PAN - AJMPG2797H Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	2,00,000
3.	Divya Goyal PAN - AIHPG3564E Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	2,00,000
4.	Nam Credit & Investment Consultants Limited CIN - U74920DL2008PLC173064 PAN - AADCB3234F Reg. Off. - 213, Arunchal Building, 19,Barakhamba Road, New Delhi - 110001 IN	Promoter Group/Body Corporate	2,00,000
5.	Agile Commodities Private Limited CIN - U74899HR1994PTC051279 PAN - AAACN0802G Reg. Off. - 410, SECTOR-31, Gurugram, Haryana -122001 IN	Promoter Group/Body Corporate	3,41,075
6.	Nootan Beri PAN - ALEPB2990H Add. - C - 112, 1st Floor, East Of Kailash, Near Iskon Temple, East Of Kailash, South Delhi, New Delhi - 110065 IN	Public	84,000
7.	Pradeep Kumar PAN - BLLPK9804K Add. - House No - 15/361, Trilok Puri Chilla, Saroda Vihar East,Near Gurudwara, New Delhi - 110091 IN	Public	50,000
8.	Ajay Kumar PAN - DOSPK8961K Add. - S 219/8a, Ashoka Bindu Sar Camp, East of Kailash, New Delhi – 110065 IN	Public	40,000
9.	Jatinder Paul PAN - AIHPP5834C Add. - C/O Ms Raja Telecom, 520, Meena Bazar, Ludhiana, Punjab - 141008 IN	Public	50,000
10.	Jatinder Paul & Sons (HUF) PAN - AADHJ5215P Add. - C/O Ms Raja Telecom, 520, Meena Bazar, Ludhiana, Punjab - 141008 IN	Public	50,000
11.	Red Star Finance Private Limited CIN - U65921PB2013PTC037307 PAN - AAGCR3486G Add. - 6-7, Keshvar Estate Building, Katra Parja Road, Near Shastri Market, Amritsar Punjab-143001 IN	Public/Body Corporate	84,925
	Total		15,00,000

- (g) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.

Sl. No.	Name of Allottees	Category	Pre-issue Holding		Post-issue Holding	
			No. of Shares	%Total Equity Capital	No. of Shares	%Total Equity Capital
1.	Ashwani Goyal & Sons (HUF)	Promoter	4,33,000	14.1963	6,33,000	13.9117
2.	Divyanshu Goyal	Promoter	3,95,000	12.9504	5,95,000	13.0766
3.	Divya Goyal	Promoter	2,22,000	7.2784	4,22,000	9.2745
4	Agile Commodities Private Limited	Promoter Group/Body Corporate	0	0	3,41,075	7.4959
5	Nam Credit & Investment Consultants Limited	Promoter Group/Body Corporate	0	0	2,00,000	4.3955
6.	Nootan Beri	Public	6000	0	90,000	1.9779
7.	Pradeep Kumar	Public	0	0	50,000	1.0988
8.	Ajay Kumar	Public	7400	0	47,400	1.0417
9.	Jatinder Paul	Public	0	0	50,000	1.0988
10.	Jatinder Paul & Sons (HUF)	Public	0	0	50,000	1.0988
11.	Red Star Finance Private Limited	Public/Body Corporate	0	0	84,925	1.8664

- (h) **Lock-in Period:** In terms of SEBI (ICDR) Regulations, 2009, the said Warrants and the resultant equity shares on conversion of warrants proposed to be issued to Promoter and or Promoter Group and Non Promoter Group on Preferential basis shall be subject to lock-in for a period of three (3) years and 1 (One) year respectively.

The equity shares already held by the proposed allottees shall be under a lock-in period, from the relevant date, i.e. 28th August, 2018, up to a period of six months from the date of trading approval of equity shares.

- (i) **Relevant date:** The Relevant date as per the ICDR Regulations, 2009 for the determination of the Price Per Equity Share pursuant to the Preferential allotment is 28th August, 2018, ("Relevant Date") (i.e. 30 days prior to the date of Proposed Annual General Meeting which is on Friday, September 28, 2018), to approve the Proposed Preferential issue.
- (j) **Issue Price:** The Company is listed on BSE and the price is above is determined on the basis of the quotes available on the BSE. For the computation of the price per equity shares and in terms of ICDR Regulations

The issue price of Rs. 34/- (Rupees Thirty Four only) per equity share has been calculated in accordance with the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and for the purpose of the above guidelines the Relevant Date is 28th August, 2018. Considering the Relevant Date 28th August, 2018, for this proposed Resolution in terms of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, the minimum price works out to Rs. 34/- per equity share, determined as follows:

- a. Average of the weekly high and low of the closing prices of the equity shares of the Company quoted on the Bombay Stock Exchange Ltd., during the twenty six weeks preceding the Relevant Date: Rs. 31.56/-.

OR

- b. Average of the weekly high and low of the closing prices of three quantity shares of the Company quoted on the Bombay Stock Exchange Ltd., during two weeks preceding the Relevant Date: Rs. 33.91/-

The Company is proposing to make a preferential allotment at Rs. 34/- per warrant, which is more than the aforesaid minimum price.

Consequential changes in voting rights and change in management: There will be no change in voting rights & change in the management of the company pursuant to this preferential allotment.

- (k) **Undertakings:** The Company do hereby undertake that:

1. It shall re-compute the price of the said shares in terms of the provisions of SEBI (ICDR) Regulations, 2009, where it is required to do so; and
2. If the amount payable on account of the re-computation of the price of the said shares is not paid within the time stipulated in SEBI (ICDR) Regulations, 2009, the said Warrants shall continue to be locked-in till the time such amount is paid by the allottees.

- (l) **Statutory Auditor Certificate:** A copy of the certificate of the Statutory Auditor Certificate as per SEBI (ICDR) Regulations, 2009 shall be placed before the Shareholders at this Extra-ordinary General Meeting.
- (m) **SEBI Takeover Code:** In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

- (n) **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

- (o) **Shareholder's Consent:** Shareholder's Consent is sought pursuant to 62 of the Companies Act, 2013 and in terms of the listing agreement with Stock Exchanges, and SEBI (ICDR) Regulations, to the issue of the above mentioned Warrants, as set out in the Resolution.

Thus the Board recommends the above resolution for your approval as a Special Resolution.

- (p) The Directors of your Company may be deemed to be concerned or interested to the extent of securities that may be subscribed to by them or their relatives.

- (q) The Board of Directors at its meeting held on 30th August, 2018 has approved the issue and allotment of Warrants on Preferential basis in the manner stated above Subject to approval of the Members of the Company by way of Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, The Board Recommends the Resolution set out at Item No. 5 for your approval.

ITEM NO. 6

The Company had, pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, The Board has Considered the appointment of Mr. Prakash Chandra Panjekar (DIN: 08207000), as Non Executive Independent Director, Subject to approval of Shareholder's in Annual General Meeting also in compliance with the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Pursuant to the provisions of section 149 of the Companies Act, 2013 which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Prakash Chandra Panjekar, (DIN: 08207000) as Non-executive Independent director of the Company the period commencing from September 28, 2018 up to March 31st, 2023., he has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. In the opinion of the Board, this director is a person of integrity and fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of this director as Independent Director is now being placed before the Members for their approval. The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Board Recommends appointment of Mr. Prakash Chandra Panjekar subject to approval of shareholders in ensuing 24th Annual General Meeting.

A brief profile of the Non-Executive Independent Director to be appointed is given below:

Mr. Prakash Chandra Panjekar is a B.Sc. (Hons.) from Bhagalpur University B.Tech (in Mechanical Engineering) from College of Military Engineering M.Sc.(Defense Studies) from University of Madras and has done Senior Defense Management Course as well as DIP in Strategic Management from Osmania University and has also served in the Indian army for forty years as well as he has held numerous senior positions such as Vice President in Lavasa Corp. Limited for five years and he is Pro Vice Chancellor & CEO in Techno India University, Kolkata.

Mr. Prakash Chandra Panjekar is concerned or interested in the Resolutions of the accompanying Notice relating to their own appointment.

ITEM NO. 7

Presently, the registered office of the Company is situated at LGF Plot No. 410, Sector-31, Gurugram - 122001 in the State of Haryana. The Board of Directors is of the opinion that the registered office of the Company should be shifted to the National Capital Territory of Delhi to help smooth functioning and efficient management of the business.

The proposed shifting of registered office requires an approval of the Members by way of special resolution and also an approval of the Central Government (power delectated to Regional Director). If approved, the registered office of the Company will be moved to 213, Arunachal Building, 19 Barakhamba Road - 110001 in the National Capital Territory of Delhi. Further, a change in the registered office from one state to another state requires an amendment in the situation clause of the Memorandum of Association of the Company.

The Board of Directors therefore, submits the resolution for your consideration and recommends it to be passed as Special Resolution, pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.

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

Place: Gurugram
Date: 30.08.2018
Registered Office: LGF 410, Sector- 31Gurugram - 122001, Haryana

(Roshan Kumar Patwa)
Company Secretary

ANNEXURE

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

Particulars	Mr. Ashwani Goyal	Prakash Chandra Panjkar
DIN	00502989	08207000
Date of appointment	31.03.2017	28.09.2018
Qualification	B.Com, FCA, ICWAI(I)	B.Sc. (Hons.) B.Tech (in Mechanical Engineering) M.Sc.(Defense Studies)
Expertise in Specific functional areas	A qualified Chartered Accountant with experience of over three Decades in the diversified filed of Capital Market, Financial Services, and Merchant Banking with specific expertise in Equity Research.	He has reach experience and in-depth knowledge of business environment and strategic management and Business operation and served in senior positions such as Vice President in Lavasa Corp. Limited for five years and he is Pro Vice Chancellor & CEO in Techno India University Kolkata, and also in the dynamic field's such as management, hospitality training, culinary art, executive education, as well as vocational fields.
Directorship Held in other Listed Companies (excluding foreign companies)	Nil	Nil
Membership / Chairmanship of Committees of other Indian Public companies	Nil	Nil
Relationships between directors inter-se	Husband of Mrs. Kiran Goyal and Father of Ms. Divya Goyal	Independent of the Board
Number of Shares held in the Company	12,21,000	Nil

NAM SECURITIES LIMITED
CIN: L74899HR1994PLC053200
REGISTERED OFFICE: LGF, PLOT NO.-410, SECTOR-31,
GURUGRAM 122001, HARYANA
Website: www.namsecurities.in, Email: namsecurities1@yahoo.com
Tele No.: 011-23731144, FAX: 011-23731267

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

ATTENDENCE SLIP

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

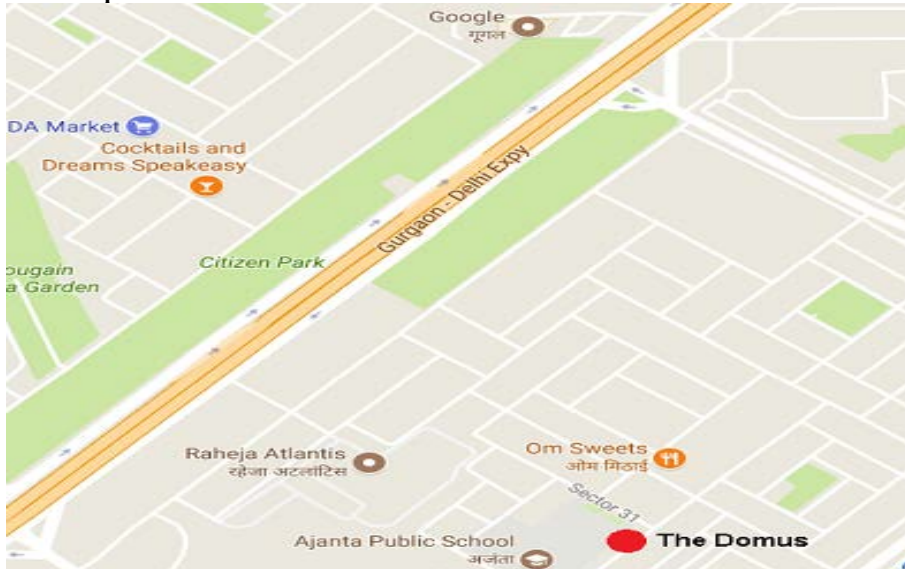
I certify that I am a Member / proxy for the Member(s) of the Company
I hereby record my presence at the 24th Annual General Meeting on Friday 28th September, 2018, at 12:00 P.M., at LGF, Plot No.-410, Sector-31, Gurugram - 122001, Haryana

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

.....
Signature of Member / Proxy

.....X.....

Route Map



NAM SECURITIES LIMITED
CIN: L74899HR1994PLC053200
REGISTERED OFFICE: LGF, PLOT NO.-410, SECTOR-31,
GURUGRAM 122001,HARYANA
Website: www.namsecurities.in, Email. namsecurities1@yahoo.com
Tele. 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	L74899HR1994PLC053200	
Name of the Company	Nam Securities Limited	
Registered office	LGF, Plot No.-410, Sector-31, Gurugram -122001, Haryana	
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:

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

2. 1. Name: _____ Address: _____
E-Mail Id: _____ Signature: _____ or failing him

3. 1. 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 24th Annual General Meeting of the company to be held on Friday, September 28, 2018 at 12:00 P.M., at LGF, Plot No.-410, Sector-31, Gurugram - 122001, Haryana 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 31 st March, 2018, and the Report of the Board of Directors and Auditors thereon.
2.	To appoint a director in place of Mr. Ashwani Goyal (DIN: 00502989), who retires by rotation and being eligible, has offered himself for re-appointment.
B	Special Business:
3.	Increase of Authorise Share Capital and Alteration in Clause V of Memorandum of Association of the Company
4.	Amendment of Article II of Article of Association of The Company Regarding Share Capital
5.	Issue of Warrants on Preferential Basis/Private Placement Basis
6.	Appointment of Non-Executive Independent Director
7.	Shifting of Registered Office of the Company from State of Haryana to the National Capital Territory (NCT) of Delhi

Signed this..... Day of.....2018

Affix Revenue
Stamp

.....
Signature of Member(s)

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

Note: - 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 24th Annual General Meeting of the Company

If undelivered please return to:
Nam Securities Limited
LGF, Plot No. 410, Sector - 31
Gurugram – 122001