

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

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of **NAM Securities Limited** (the Company) will be held on Friday, September 29, 2017 at 12.00 noon, at “The Domus” LGF, PLOT NO.-410, SECTOR-31, Gurugram, Haryana- 122001 for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company as at 31st March, 2017 together with the Reports of the Auditors and Directors thereon.
2. To appoint a director in place of Ms. Divya Goyal (DIN:01995354) who retire from office by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of the Statutory Auditor and in this regard, to consider and, if thought fit to pass the following resolution as an **Ordinary Resolution**.

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

“**RESOLVED THAT** pursuant to the provision of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Rules made there under (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force the appointment of M/s Raj K Sri & Co, Chartered Accounts (Firm Registration No. 014141N) who have been appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 21st Annual General Meeting for a term of five consecutive years till conclusion of the 26th Annual General Meeting, and who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act and is hereby ratified”

SPECIAL BUSINESS

4. **To Regularize the appointment of additional Director, Mr. Ashwani Goyal (DIN: 00502989) as Director of the Company**

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

“**RESOLVED THAT** Mr. Ashwani Goyal who was appointed as an Additional Director with effect from March 31, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and hereby appointed as a Director of the Company.

“RESLOVED FURTHER THAT the Board of Director of the Company be and herby authorized to do all such acts, deeds and things to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To adopt new set of Articles of Association of the Company, to the exclusion of the existing set of Articles of Association

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

“RESOLVED THAT pursuant to the provisions of sections 5, 14 and 15 of the Companies Act, 2013, and Schedule I enacted thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act 2013, that a new set of Articles of Association, primarily based on Table F of Schedule I to the Companies Act 2013, be and is hereby approved and adopted as the new set of Articles of Association in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.”

**Place: Gurugram
Date: 30.08. 2017**

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

**Sd/-
Kiran Goyal
Managing Director
DIN: 00503357**

NOTES FOR MEMBERS' ATTENTION:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. 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 and 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.
3. 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 Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.
4. 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.
5. Explanatory statement pursuant to Section 102 of the Act, in respect of the Special Business to be transacted at the AGM as set out in the Notice, is annexed hereto.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (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 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 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, Managir, 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 a spate e-mail Id of the grievances redressed division / compliances officer named contact@namsecurities.in exclusively for the purpose registering complaint.
12. Members are requested
 - a) To bring their copies of Annual Report and Notice at the meeting of received physically.
 - b) To submit their attendance slip, duly filled in, for attending the Meeting.
 - c) To quote their folio number/DP ID and Client id in all correspondence.
 - d) To 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. 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
14. The members may kindly note that no gifts, gift coupons or any benefit in lieu of gifts, will be distributed at or in connection with AGM.
15. 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.
16. 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.
17. 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 the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents, **Beetal Financial and Computer Services (P) Ltd.**
18. 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 contactnamsecurities1@yahoo.com or Registrar M/s Beetal financial & computer Services Private Ltd at beetalrta@gmail.com for receiving all communication from the company electronically.
19. 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.
20. Mr. Mudit Gupta, an Advocate in practise (Membership No. D/2537/2011) and Proprietor M/s. Mudit Gupta & Co, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.

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 members facility to exercise their right to vote on resolutions proposed to be considered at 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 26th September, 2017 (10:00 AM) and ends on 28th September, 2017 (5:00 PM). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017 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:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “remote e-voting.pdf”.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Nam Securities Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to itr@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No)

VIII. 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).

IX. 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 22nd September, 2017.

- X. 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. 22nd September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [Issuer/RTA](#).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “*Forgot User Details/Password?*” or “*Physical User Reset Password?*” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. 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.
- XII. 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.
- XIII. Mr. Mudit Gupta, Advocate (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.
- XIV. 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.
- XV. 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.
- XVI. The Results declared alongwith 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. 4

The Board at its meeting held on March 27, 2017, appointed Mr. Ashwani Goyal as additional director respectively with effect from such Board meeting date pursuant to Section 161 of the Companies Act, 2013. Hence, he will hold office up to the date of the ensuing Annual General Meeting. The Company has received consent in writing to act as directors in Form DIR 2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Directors. Accordingly, the Board recommends the resolution Nos. 4, in relation to appointment of Mr. Ashwani Goyal as Director, respectively, for the approval by the shareholders of the Company.

Item No. 5

The Company was incorporated in 1994. The existing Articles of Association (“AOA”) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table ‘F’ of the Act which sets out the model Articles of Association for a Company limited by shares. Shareholder’s attention is invited to certain salient provisions in the new draft of AOA of the Company viz;

1. Provisions relating to the appointment of independent and women directors have been added.
2. Provisions relating to the appointment of Key Managerial Personnel have been added.
3. Provisions relating to giving of special notice by shareholders for moving any resolution at a shareholders meeting have been amended in accordance with the Act.
4. Provisions relating to disclosures to be made by directors at meetings of the board and vacation of office by directors have been amended in accordance with the Act.
5. Provisions relating to use of the electronic medium to communicate with the shareholders and directors have been added.
6. Various existing articles have been aligned with the Act.
7. The statutory provisions of the Act which permit a company to do some acts “if so authorized by its articles” or provisions which require a company to do acts in a prescribed manner “unless the articles otherwise provide” have been specifically included.

The proposed new draft of AOA is being uploaded on the company's website for perusal by the Shareholders. The proposed new draft of AOA is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. upto and including the date of Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 5 of the Notice. The Board of Directors recommends the Special Resolution for your approval.

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

**Place: Gurugram
Date: 30.08.2017**

**Sd/-
Kiran Goyal
Managing Director
DIN: 00503357**

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

ANNEXURE

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

Particulars	Mr. Ashwani Goyal	Ms. Divya Goyal
DIN	00502989	01995354
Date of appointment	31.03.2017	01.09.2009
Qualification	B.Com, FCA, ICWAI(I)	B.COM, MBA
Expertise in Specific functional areas	A qualified Chartered Accountant with experience of over three Decades in the diversified field of Capital Market, Financial Services, and Merchant Banking with specific expertise in Equity Research.	Business Management with experience in Investment and Financial Services.
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	Daughter of Mr, Ashwani Goyal and Mrs. Kiran Goyal.
Number of Shares held in the Company	12,21,000	2,22,200

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

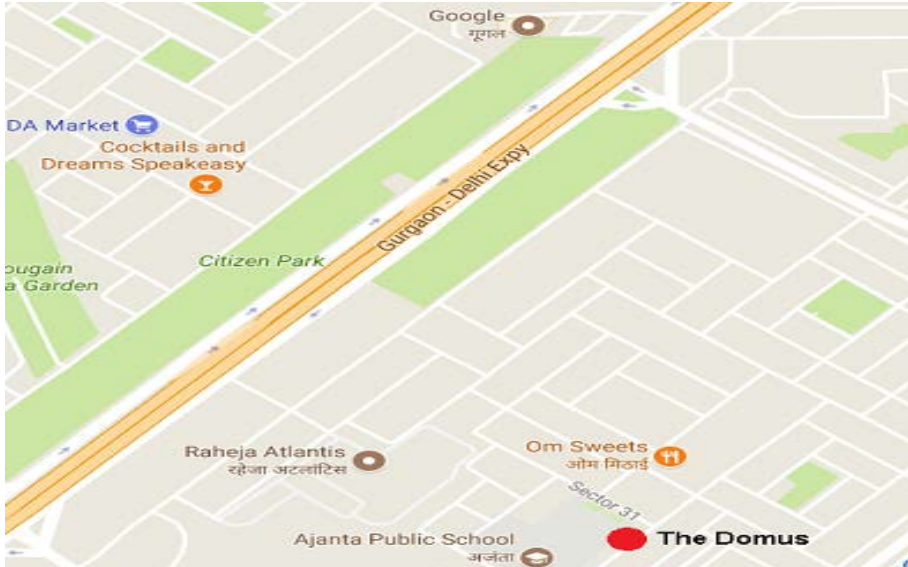
Please complete this attendance slip and hand it over at the entrance of the meeting hall
ATTENDENCE SLIP

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 23rd Annual General Meeting on Friday 29th September, 2017, at 12:00 noon, at The DOMUS, LGF, Plot No.-410, Sector-31, Gurugram - 122001, Haryana

.....
Member's/Proxy's name in block letters
.....X.....
Signature of Member / Proxy

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: 011-23731267
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 23rd Annual General Meeting of the company to be held on Friday, September 29, 2017 at 12:00 noon, at The Domus, LGF, Plot No.-410, Sector-31, Gurugram - 122001, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Matter of Resolutions	Optional	
		For	Against
	Ordinary Business:		
1.	To consider and Adopt the Audited Financial Statements of the company for the financial year ended March 31, 2017 and 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 under the provisions of the Companies Act, 2013 and being eligible offer herself for re-appointment.		
3.	Ratify the appointment of Statutory Auditor		
	Special Business:		

4.	To regularize the appointment of Mr. Ashwani Goyal (DIN 00502989) as a Director of the Company		
5.	To adopt new set of Articles of Association as per new Companies Act, 2013		

Signed this..... Day of.....2017

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 23rd Annual General Meeting of the Company.

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