

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING OF NAM SECURITIES LIMITED WILL BE HELD AT REGISTERED OFFICE OF THE COMPANY AT "THE DOMUS", 410, SECTOR 31, GURGAON-122001(HARYANA) ON FRIDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2016 AT 10.45 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance sheet as at 31st March, 2016 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in the place of Divya Goyal who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint Statutory Auditors of the company and fix their remuneration and in that connection to consider and, if thought fit, to pass with or without modification(s),the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section139 and other applicable provisions, if any, of the Companies Act, 2013 ("the act") and rules made there under and pursuant to the recommendations of the Audit Committee, Raj K Sri & Co., Chartered Accountants, be & are hereby re-appointed as Statutory Auditors of the Company".

"Resolved further that M/s. Raj K Sri & Co., Chartered Accountants shall hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of the twenty Sixth Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) at remuneration to be decided by the Board of Directors."

**SPECIAL BUSINESS:**

**Item No. 1**

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director Ms. Rekha Chauhan .

**"RESOLVED THAT** Ms. Rekha Chauhan, who was appointed as an Additional Director on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and as per Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company."

**NOTES:**

1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and the Proxy need not be a member of the company. Proxies to be effective must be lodged at registered office of the company not less than 48 hours before commencement of meeting

A person can act as proxy on behalf of members not exceeding 50, and holding in the aggregate not more than 10% of the share capital of the company. Provided that a member holding more than 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.

2) The register of members and share transfer books will remain closed from 28<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016(both dates inclusive).

3) Registrar and Transfer activity of shares held in physical and Demat form shall continue to be carried out by our Registrar: "Beetal Financial & Computer Services Pvt. Ltd.

4) A brief profile of the Directors seeking appointment/ re-appointment is furnished in the Report on Corporate Governance.

5) Members are requested to notify any change in their address, mandate etc to: "BEETAL FINANCIAL & COMPUTER SERVICES P. LTD., at 3rd floor, 99, Madangir, behind local shopping centre, near dada Harsukhdas Mandir, New Delhi-110062

6) In terms of rule 18 of the companies(Management and Administration)Rules,2014, a company may give Notice through electronic mode addressing to the person entitled to receive such email as per the records of the company or as provided by the depository, provided that the company shall provide an advance opportunity at least once in a financial year, to the members to register his email address and changes therein and such request may be made by only those members who have not got their email id record or to update a fresh email id and not from the members whose email id's are already registered.

In view of the above, the company hereby request members who have not updated the email id's to update the same with the respective depository participants, or with "**BEETAL FINANCIAL & COMPUTER SERVICES P. LTD.**", at 3rd floor, 99, Madangir, behind local shopping centre, near dada Harsukhdas Mandir, New Delhi-110062, registrar and Transfer agents of the company. Further, members holding shares in an electronic mode are requested to ensure to keep their email addresses update with the depository participant/R&TA of the company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&TA of the company quoting their folio no(s).

7) In support of the "Green Initiative" announced by the Govt. of India and in terms of Section 101 of the Companies Act, 2013 and rule 18 of the companies (Management and Administration) Rules, 2014, electronic copy of the AGM notice of the company inter-alia indicating the process and the manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email id's are registered with company/DP for communication process. For members who have not registered their email address, physical copy of the Notice of the company along inter-alia the process and manner of e-voting with attendance slip and proxy form is being sent in the printed mode.

In terms of Section 107&108 of the Companies Act, 2013, read with the companies (Management and Administration) Rules, 2014, the Company providing the facility to its members holding shares in physical or dematerialized format, to exercise their right to vote by electronic means on all of the business specified in the accompanying Notice. Details of the process and manner of e-voting are being sent to all the Members along with the Notice.

8) In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, e-voting upon poll being demanded, the Chairman of the Company may order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all business specified in the accompanying Notice. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act 2013, read with the Companies (Management and Administration) Rules, 2014.

9) Members holding shares in DEMAT form are requested to incorporate Client Id number and DP ID Number in attendance slip/proxy form for easy identification.

10) Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nomination are requested to send their request in Prescribed Form to the R&T agent "BEETAL FINANCIAL & COMPUTER SERVICES P. LTD., AT 3RD FLOOR, 99, MADANGIR, BEHIND LOCAL SHOPPING CENTRE, NEAR DADA HARSUKHDAS MANDHIR, NEW DELHI-62

11) **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Note that the Company will also send communication relating to remote e-voting which *inter alia* would contain details about User ID and password along with a copy of this Notice to the members, separately.

12) The Company is also extending the facility of ECS/NECS for receipt of dividend. In case you wish to avail the facility please send ECS/NECS mandate form duly filled in to the registered office of the company at the earliest. Members holding shares in electronic forms may forward the details to their respective participants only .

13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website [www.namsecurities.com](http://www.namsecurities.com) under the section 'Investor Relations'.

**E-Voting: The Instructions for 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)]:**

- 1) If you are holding shares in Demat form and had logged on <https://www.evoting.nsdl.com> and casted your vote earlier for EVSN of any company then your existing login id and password are to be used.
- 2) Log on to the e-voting website <https://www.evoting.nsdl.com>
- 3) Click on "shareholders" tab to cast your votes
- 4) Now select the Electronic Voting Sequence Number – "EVSN" along with "COMPANY NAME" (Nam Securities Limited) from the drop down menu and click on "SUBMIT".
- 5) Now fill up the following details in the appropriate boxes:

Particulars	For members holding shares in Demat Form	For members holding shares in Physical Form
User ID	For NSDL – 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio.	
Dividend bank Details	Enter the Dividend Bank Details as recorded in your demat a/c or in the Company records for the said demat account or folio.	

\*Members who have not updated their PAN with the Company/Dep. Participant are requested to use - the First 2 alphabets from First Holder Name filed + 8 characters from right of BOID/Folio Number (If the BOID/Folio No. is shorter than 8 characters then the system will insert "0"(zero) to fulfill the 10 character requirement(s) in PAN field. No special characters will be taken from the name.

- 6) After entering these details appropriately, click on "SUBMIT" tab.
- 7) Members holding shares in physical form will then reach directly to the voting screens. However, members holding shares in demat form will now reach 'Password change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z) , one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & \*). Kindly note that this password is to be also used by the demat holders of voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CSDL platform . It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL platform.
- 8) Click on the relevant EVSN on which you choose to vote.
- 9) On the voting page, you will see Resolution Description and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that your assent to the Resolution and option NO implies that you dissent to the Resolution.
- 10) Click on "Resolution File Link", if you wish to view the entire Resolutions.
- 11) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed .If you wish to confirm you vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 12) Once you "CONFIRM" you vote on the resolution, you will not be allowed to modify your vote.

(B) In case of members receiving the physical copy of Notice of AGM (for Members whose e-mail IDs are not registered with the Company /depository participant(s) or requesting physical copy)

Please follow all steps from Sl.No.(2) to (6) and then Sl.No.(12)Above to cast vote.

(C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to on to <https://www.evoting.nsdl.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

(D)The voting period begins on 27<sup>th</sup> September, 2016 (10.00a.m.) and shall end at 5:00p.m. on the 29<sup>th</sup> September, 2016. During these period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by NDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, shareholder shall not be allowed to change it subsequently.

(E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Qs.(FAQs)&e-voting manual available <https://www.evoting.nsdl.com> under help section or write an email to [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

(F) The voting rights of shareholders shall be in proportion to their shares of paid up equity share capital of the Company as on cut-off date of 23<sup>rd</sup> September, 2016.

(G) Mr. Mudit Gupta (Advocate), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.

(H) The Scrutinizer shall within a period not exceeding three (3)working days from the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

(I) The Results shall be declared at the AGM of the Company. The result will be announced to the Stock Exchanges where the shares of the Company are listed and will also be displayed on the Company's website [www.namsecurities.com](http://www.namsecurities.com).

(J) This notice is being issued having regard to provisions of section 108 and 110 of the Companies Act 2013, General circular no. 20/2014 Government of India and Clause 35B of the listing agreement with stock exchanges.

PLACE: Gurgaon

DATE: 1<sup>st</sup> Sept, 2016

**(Kiran Goyal)**

**Managing Director(DIN:00503357)**

**Add: C-95, East of Kailash, New Delhi-110065**

**NAM SECURITIES LTD**  
CIN: L74899HR1994PLC053200

Regd. Off: LGF,PLOT NO.410,SECTOR-31  
GURGAON-122001(HARYANA)

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

**ITEM NO.1**

Ms. Rekha Chauhan was appointed as an Additional Director of the company in accordance with the provisions of Section 161 of the Companies Act, 2013 and as per the Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Ms. Rekha Chauhan candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Ms. Rekha Chauhan on the Board is desirable and would be beneficial to the company and hence recommend resolution for adoption.

Except Ms. Rekha Chauhan herself, none of the directors or the Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 1 to be passed as an ordinary resolution.

PLACE: Gurgaon  
DATE: 1<sup>st</sup> Sept,2016

**(Kiran Goyal)**  
**Managing Director(DIN:00503357)**  
**Add: C-95, East of Kailash, New Delhi-110065**

Corp. Off: 213, Arunachal Building, Barakhamba Road, N Delhi-110001  
Ph. No: 011-23731122 Email id: nammf@yahoo.com

**PROXY FORM**

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

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./ Client ID	

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

- Name \_\_\_\_\_ Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
- Name \_\_\_\_\_ Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
- Name \_\_\_\_\_ Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> AGM of the Company, to be held on the 30<sup>th</sup> Sep., 2016 at 10.45 a.m.. at "The Domus" 410, Sector 31, Gurgaon -122001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item. No.	Resolutions (Ordinary Business)
1.	Audited Financial Statement of the Co. for the year ended 31st March, 2016 together with the Reports of the Directors and the Auditors thereon.
2.	Re-appointment of Ms. Divya Goyal as Director who retire by rotation.
3.	Re-Appointment of Statutory Auditors and to fix their remuneration
Item No:	Resolutions (Special Business)
1.	Regularization of Additional Director, Ms. Rekha Chauhan

Signature of Shareholder:

Signature of Proxy holder(s):

**NOTES: This form of Proxy in order to be duly completed & deposited at Regd. Office of the Co., not less than 48 hours before the commencement of the Meeting.**

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Affix Revenue Stamp
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**ATTENDANCE SLIP**

DP ID/Client ID/ No of Shares	
Folio No./no. of shares	

Name and Address of the Shareholder: \_\_\_\_\_

I/We hereby record my presence at 22<sup>nd</sup> ANNUAL GENERAL MEETING of the Company to be held on Friday, the 30<sup>th</sup> Day of September, 2016 at 10.45 AM at "The Domus", 410, Sector-31, Gurgaon-122001, Haryana.

(Signature of Shareholder)

**Please complete the Attendance Slip and hand over at the entrance.**