

NAM SECURITIES LIMITED
CIN: L74899DL1994PLC350531
REGISTERED OFFICE:
213, Arunachal Building, 19, Barakhamba Road, New Delhi - 110001

NOTICE OF THE 26th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth Annual General Meeting of **NAM SECURITIES LIMITED** will be held on 30th September, 2020 (Wednesday) at 12:15 P.M., at Kiran Farms, W-10D, Western Avenue, Sainik Farms, New Delhi — 110062 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, 2020, 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.
3. To appoint Statutory Auditors and fix their remuneration and in this regard 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 provisions of Sections 139, 141, 142 of the Companies Act 2013 (Act) and other applicable provisions, if any of the Act read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. Raj K Sri & Co, Chartered Accountants.(Firm Registration No. 014141N) be and is hereby re-appointed as the Statutory Auditors of the Company for a further period of five years and to hold office from the conclusion of 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors (the ‘Board’ which term includes a duly constituted committee of the Board of Directors) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. **Increase of Authorised 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 of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided and classification into 55,00,000 (Fifty Five Lakhs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each by creating of additional 22,50,000 (In word Twenty Two Lakhs Fifty Thousand) Equity Shares of face value of Rs. 10/- each ranking paripassu 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. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided and classified into 55,00,000 (Fifty Five 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 Directors of the Company be and are hereby authorized severally to provide certified copy of the aforesaid resolutions, to whomsoever it may concern.”

5. 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 FURTHER 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.”

6. Issue of Equity Shares 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 pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), each as amended, any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with BSE Limited (“BSE”) and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the members be and is hereby accorded to the Board to create, issue, offer and allot 24,49,900 (Twenty Four Lakhs Forty Nine Thousand Nine Hundred) number of equity shares of the Company of the face value of Rs.10 (Rupees Ten) each (“Equity Shares”) on preferential allotment basis, at a price of 18.50 (Rupees Eighteen and fifty paise) per Equity Share aggregating upto 4,53,23,150 (Rupees Four Crores Fifty Three Lakhs Twenty Three Thousand One Hundred Fifty) to the following allottees as detailed herein below.”

S/No	Name of Allottees	Category	No. of Equity Shares
1.	Ashwani Goyal PAN-AACPG7336H Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	404000
2.	Divyanshu Goyal PAN -AJMPG2797H Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	405000
3.	Divya Goyal PAN - AIHPG3564E Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	353000
4.	Kiran Goyal PAN- ACYPG9503A Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	374500
5.	Ashwani Goyal (HUF) PAN- AABHA6452M Add- 213, Arunachal Building, B.K. Road, New Delhi-110001	Promoter	317000
6.	Nutan Berry PAN - ALEPB2990H Add. - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Non-Promoter	25000
7.	Ravi Berry PAN - AAGPB6468D Add - C-112, East Of Kailash, New Delhi-110065	Non-Promoter	54000
8.	Renu Bisht PAN- AOAPB6978G Add-B-78, Near Life Care Hospital, PocketA-3, Mayur Vihar Phase-3, New Delhi-110096	Non-Promoter	27000

9.	Nizam PAN- AHIPN8971E Add-A-24, Khanpur Extn., Pushpa Bhawan. Hauzkhask, South Delhi-110062	Non-Promoter	15093
10.	Kamal Kumar PAN- FJJPK0117D Add-15/353, Trilok Puri, New Delhi-110091	Non-Promoter	25000
11.	Anu Gohil PAN- ANHPG7765Q Add-B-6-302, Siddhartha Complex, (Municipal Staff Quarter), Umra Surat City, Surat-395007	Non-Promoter	50000
12.	Chandan Mehra PAN- ATXPM9898E Add-F-59, A-1, Pratap Vihar, Sector-11, Ghaziabad, UP-201009	Non-Promoter	50000
13.	Pradeep Kumar PAN - BLLPK9804K Add. - 15/361, TrilokPuri, New Delhi-110091	Non-Promoter	27,000
14.	Gauri Kapoor PAN- ARAPK9492P Add-C-128, East Of Kailash, Delhi-110065	Non-Promoter	50000
15.	Nilabh Jyoti Mahanta PAN - BBVPM8695L Add - H. No. JSQ 4 Q284. Top Floor, Tilak Nagar Rajouri, New Delhi-110018	Non-Promoter	27000
16.	Monika Kapoor PAN- AIKPK8845M Add - Ho. No.94, FF Tagore Park, Delhi-110009	Non-Promoter	27000
17.	Uma Mehra PAN- FXRPM4488P Add-F-59, A-1, Pratap Vihar, Sector-11, Ghaziabad, UP-201009	Non-Promoter	25000
18.	Vijay Kumar Paul & Sons(HUF) PAN- AAKHV7454F Add- A-60, Dayanand Colony, Lajpat Nagar-4, South Delh, Delhi-110024	Non-Promoter	27000
19.	Ajay Kumar PAN - DOSPK8961K Add. - S-219/8A, Ashoka BinduSar Camp, East Of Kailash, Delhi-110065	Non-Promoter	16307
20.	Rahul Vashishat& Sons (HUF) PAN- AARHR1002E Add-B-9-690, Malerkotla House, Ludhiana-141001	Non-Promoter	22000
21.	Jatinder Paul PAN - AIHPP5834C Add - H. No. F-2, Red Star Tower, Patel Nagar, Ludhiana-141001	Non-Promoter	27000
22.	Nikita Khatter PAN - AKUPK7752P Add - Flat No.606, T-5 Mahagony Tower,	Non-Promoter	27000

	SushantEsateSector-52, Gurgaon-122002		
23.	Pawan Khatter PAN – AAKPK3060G Add – B-11/3, Hans Bhawan, Bahadur Shahzafar Marg, New Delhi-110002	Non-Promoter	50000
24.	Veena Kapoor PAN – AEGPK7922K Add - C-128, East Of Kailash, Delhi-110065	Non-Promoter	25000
	Total		2449900

(*) 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 in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, 2018 the “Relevant Date” is hereby fixed as Monday, August 31, 2020, 30 days prior to the date of Annual General Meeting i.e. Wednesday, September 30, 2020.

RESLOVED FURTHER THAT all such equity shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association and Article of Association of the Company and shall rank pari-passu in all respect including dividend with the existing equity shares of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Investor be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Investor for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only. Further, the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI (ICDR) Regulations, 2018. The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations, 2015 and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without

being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

**Place: New Delhi
Date: 28.08.2020**

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

NOTES FOR MEMBERS ATTENTION:

1. Considering the present COVID-19 pandemic, social distancing is a norm to be followed. Members can attend and participate in the ensuing AGM and permission for holding AGM at the venue will be sought from the relevant authorities as required.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive) for the purpose of the Annual General Meeting.
8. Since, the Company has never declared any dividend since its incorporation. No amount, therefore, has fallen due for transfer to Investor Education & Protection Fund.
9. 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.
10. 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**.
11. Members are requested to send all their documents and communications pertaining to shares to the **Registrar and Transfer Agent** of the Company at their address at 3rd Floor,

99, Madangir, Behind Local Shopping Centre, New Dada Harsukhdas Mandir, New Delhi - 110062. **Email:beetalrta@gmail.com** for both physical and demat segment of equity shares. Please quote on all such correspondence "Nam Securities Limited".

12. 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.
13. 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.
14. 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.
15. 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
16. 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.
17. 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.
18. 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.
19. 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.
20. 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.

21. 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.
22. 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.
23. Annual listing fee for the year 2020-21 has been paid to Bombay Stock Exchange wherein shares of the Company are listed.
24. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.namsecurities.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
25. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.namsecurities.in for their download. For any communication, the shareholders may also send requests to the Company's investor email id: compliance@namsecurities.in.
26. Electronic copy of the Annual Report for 2019-20, the Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of Remote e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes.
27. 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.
28. 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 namsecurities1@yahoo.com or Registrar M/s Beetal financial & computer Services Private Ltd at beetalrta@gmail.com for receiving all communication from the company electronically.
29. 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.

30. 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 **26th** 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 27th September, 2020 (10:00 AM) and ends on 29th September, 2020 (5:00 PM). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of i.e., 23rd September, 2020 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 asunder:

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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- 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.
- Select "EVEN" of Company ("Nam Securities Limited") for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 lfr1961@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.nsdl.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 evoting@nsdl.co.in

- ii. 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).
- iii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2020.
- iv. 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. 25th August, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [Issuer/RTA](#).
- v. 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.
- vi. 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.
- vii. 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.
- viii. 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.
- ix. 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.
- x. 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

The Members of the Company at the 26th Annual General Meeting ('AGM') held on 30th September, 2020 approved the reappointment of M/s Raj K Sri & Co., Chartered Accountants (Firm Registration No. 014141N) as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s Raj K Sri & Co, will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company, on the recommendation of the Audit Committee, recommended for the approval of the Members, the re-appointment of M/s Raj K Sri & Co, Chartered Accountants, as the Auditors of the Company for a further period of five years from the conclusion of this AGM till the conclusion of the 31st AGM. M/s Raj K Sri & Co. is an audit and financial consulting firms in India having experience in the field of Audit & Assurance, Risk Advisory, Internal Audit, Corporate Finance, Tax Consulting, As per the provisions of Section 139 of the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder, M/s. M/s Raj K Sri & Co. is eligible for re-appointment as Statutory Auditor of the Company and has given their consent in writing for re-appointment.

Remuneration to the auditors shall be decided by the Board of Director and same may be revised from time to time in consultation with M/s Raj K Sri & Co. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the proposed Ordinary Resolution as set out at item no. 3 of the notice. The Board of Directors recommends the Ordinary Resolution as set forth in the item no. 3 for approval of the members of the Company.

ITEM NO. 4

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 of the 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 of the 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. 5,50,00,000/- (Rupees Five Crores fifty Lakhs Only) divided and classified into 55,00,000 (Fifty Five Lakhs Only) Equity Shares of the 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 28th August, 2020 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 equity shares on Preferential basis/Private Placement basis.

The Board of Directors of the Company recommends the Ordinary Resolution in respect of increase 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. 5

After passing above resolution in (at Item No. 4) 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 Lakhs Fifty Thousand Only) Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each which shall now increased to Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided and classified into 55,00,000 (Fifty Five Lakhs Only) Equity Shares of the 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. 6

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

The board of directors of the Company (“Board”) in their meeting held on Friday, August 28, 2020 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding Rs. 4,53,23,150 by way of issue of 24,49,900 Equity shares having face value of Rs. 10/- each. In terms of Section 62(1)(c) read with section 42 of the Companies Act, 2013 and Rules made thereunder (the ‘Act’), and in accordance with the provisions of Chapter V “Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the Members by way of a special resolution.

The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution to create, issue, offer and allot 24,49,900 (Twenty Four Lakhs Forty Nine Thousand Nine Hundred) number of equity shares of the Company of the face value of `10 (Rupees Ten) each (“Equity Shares”) on preferential allotment basis, at a price of 18.50 (Rupees Eighteen point Five) per Equity Share aggregating upto 4,53,23,150 (Rupees Four Crores Fifty Three Lakhs Twenty Three Thousand One Hundred Fifty) to the following allottees as detailed herein below.”

S/No.	Name of Allottees	Category	No. of Equity Shares
1.	Ashwani Goyal PAN-AACPG7336H Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	404000
2.	Divyanshu Goyal PAN -AJMPG2797H Add - C-95, East Of Kailash, Srinivaspuri S.O., South	Promoter	405000

	Delhi, New Delhi – 110065 IN		
3.	Divya Goyal PAN - AIHPG3564E Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	353000
4.	Kiran Goyal PAN- ACYPG9503A Add - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Promoter	374500
5.	Ashwani Goyal (HUF) PAN- AABHA6452M Add- 213, Arunachal Building, B.K. Road, New Delhi-110001	Promoter	317000
6.	Nutan Berry PAN - ALEPB2990H Add. - C-95, East Of Kailash, Srinivaspuri S.O., South Delhi, New Delhi – 110065 IN	Non-Promoter	25000
7.	Ravi Berry PAN - AAGPB6468D Add - C-112, East Of Kailash, New Delhi-110065	Non-Promoter	54000
8.	Renu Bisht PAN- AOAPB6978G Add-B-78, Near Life Care Hospital, PocketA-3, Mayur Vihar Phase-3, New Delhi-110096	Non-Promoter	27000
9.	Nizam PAN- AHIPN8971E Add-A-24, Khanpur Extn., Pushpa Bhawan. Hauz khas, South Delhi-110062	Non-Promoter	15093
10.	Kamal Kumar PAN- FJJPK0117D Add-15/353, Trilok Puri, New Delhi-110091	Non-Promoter	25000
11.	Anu Gohil PAN- ANHPG7765Q Add-B-6-302, Siddhartha Complex, (Municipal Staff Quarter), Umra Surat City, Surat-395007	Non-Promoter	50000
12.	Chandan Mehra PAN- ATXPM9898E Add-F-59, A-1, Pratap Vihar, Sector-11, Ghaziabad, UP-201009	Non-Promoter	50000
13.	Pradeep Kumar PAN - BLLPK9804K Add. - 15/361, TrilokPuri, New Delhi-110091	Non-Promoter	27,000
14.	Gauri Kapoor PAN- ARAPK9492P Add-C-128, East Of Kailash, Delhi-110065	Non-Promoter	50000
15.	Nilabh Jyoti Mahanta PAN - BBVPM8695L Add - H. No. JSQ 4 Q284. Top Floor, Tilak Nagar Rajouri, New Delhi-110018	Non-Promoter	27000
16.	Monika Kapoor PAN- AIKPK8845M Add - Ho. No.94, FF Tagore Park, Delhi-110009	Non-Promoter	27000

17.	Uma Mehra PAN- FXRPM4488P Add-F-59, A-1, Pratap Vihar, Sector-11, Ghaziabad, UP-201009	Non-Promoter	25000
18.	Vijay Kumar Paul & Sons(HUF) PAN- AAKHV7454F Add- A-60, Dayanand Colony, Lajpat Nagar-4, South Delh, Delhi-110024	Non-Promoter	27000
19.	Ajay Kumar PAN - DOSPK8961K Add. - S-219/8A, Ashoka BinduSar Camp, East Of Kailash, Delhi-110065	Non-Promoter	16307
20.	Rahul Vashishat& Sons (HUF) PAN- AARHR1002E Add-B-9-690, Malerkotla House, Ludhiana-141001	Non-Promoter	22000
21.	Jatinder Paul PAN - AIHPP5834C Add - H. No. F-2, Red Star Tower, Patel Nagar, Ludhiana-141001	Non-Promoter	27000
22.	Nikita Khatter PAN - AKUPK7752P Add - Flat No.606, T-5 Mahagony Tower, Sushant Esate Sector-52, Gurgaon-122002	Non-Promoter	27000
23.	Pawan Khatter PAN – AAKPK3060G Add – B-11/3, Hans Bhawan, Bahadur Shahzafar Marg, New Delhi-110002	Non-Promoter	50000
24.	Veena Kapoor PAN – AEGPK7922K Add - C-128, East Of Kailash, Delhi-110065	Non-Promoter	25000

The following disclosure is made by the Company in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- (a) The objects of the preferential issue: The proceeds of the issue will be utilized for repayment of debt/advances, funding of long term capital requirements for future growth of the company, meeting of working capital requirement and other General Corporate Purpose.
- (b) Company proposes to make a preferential allotment of 24,49,900 (Twenty Four Lakhs Forty Nine Thousand Nine Hundred) equity shares of face value of Rs.10/- each at a price of Rs. 18.5/- per shares for cash (including a premium of Rs. 8.5/-), convertible into equity shares to Promoter and/or Promoter Group and Non Promoter Group, who have intended to subscribe for the said equity shares of the Company.

(c) The Shareholding Pattern of the issuer before and after the preferential issue:

<u>Shareholding pattern before the offer:(as on June 30, 2020)</u>			
SR.NO	Category	No. of shares	Percentage
A.	Promoters and promoter group holding:		
1.	Indian:		
	Individual/HUF	2271500	74.4730%

	Bodies corporate	---	
2.	Foreign promoters	---	
	Sub Total (A)	2271500	74.4730%
B.	Non promoters holding:		
1.	Institutional investors		
	a) Foreign bodies corporate		
2.	Non institutional:		
	a) Individuals	670052	21.9682%
	b) Indian bodies corporate	58	0.0019%
	c) NRI (Repatriable)	---	--
	d) NRI (Non-Repatriable)	166	0.0054%
	e) Clearing member	4	0.0001%
	f) Trust	--	--
	g) NBFC	--	--
	h) Others	108320	3.5514%
	Sub-Total(B)	778600	25.5270%
	TOTAL	3050100	100.0000%

Post issue Shareholding pattern

SR.NO	Category	No. of shares	Percentage
A.	Promoters and promoter group holding:		
1.	Indian:		
	Individual/HUF	4125000	75.0000%
	Bodies corporate	---	
2.	Foreign promoters	---	
	Sub Total (A)	4125000	75.0000%
B.	Non promoters holding:		
1.	Institutional investors		
	b) Foreign bodies corporate	---	---
2.	Non institutional:		
	i) Individuals	1217452	21.1355%
	j) Indian bodies corporate	58	0.0011%
	k) NRI (Repatriable)	--	--
	l) NRI (Non-Repatriable)	166	0.0030%
	m) Clearing member	4	0.0001%
	n) Trust	--	--
	o) NBFC	--	--
	p) Others	157320	2.8604%
	Sub-Total(B)	1375000	25.0000%
	TOTAL	5500000	100.0000%

(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 31st August, 2020, ("Relevant Date") (i.e. 30 days prior to the date of Proposed Annual General Meeting which is on Wednesday, September 30, 2020), to approve the Proposed Preferential issue.

(e) Proposed time limit within which the allotment shall be complete: Allotment of equity shares 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

(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.

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	Promoter	1221000	40.03	1625000	29.55
2.	Divyanshu Goyal	Promoter	395000	12.95	800000	14.54
3.	Divya Goyal	Promoter	222000	7.28	575000	10.45
4.	Kiran Goyal	Promoter	500	0.01	375000	6.82
5.	Ashwani Goyal (HUF)	Promoter	433000	14.20	750000	13.64
6.	Nutan Berry	Non-Promoter	6000	0.19	31000	0.56
7.	Ravi Berry	Non-Promoter	0	0	54000	0.98
8.	Renu Bisht	Non-Promoter	0	0	27000	0.49
9.	Nizam	Non-Promoter	3407	0.11	17500	0.32
10.	Kamal Kumar	Non-Promoter	0	0	25000	0.45
11.	Anu Gohil	Non-Promoter	0	0	50000	0.91
12.	Chandan Mehra	Non-Promoter	0	0	50000	0.91
13.	Pradeep Kumar	Non-Promoter	0	0	27,000	0.49
14.	Gauri Kapoor	Non-Promoter	0	0	50000	0.91
15.	Nilabh Jyoti Mahanta	Non-Promoter	2435	0.07	29435	0.53
16.	Monika Kapoor	Non-Promoter	0	0	27000	0.49
17.	Uma Mehra	Non-Promoter	0	0	25000	0.45
18.	Vijay Kumar Paul & Sons(HUF)	Non-Promoter	0	0	27000	0.49
19.	Ajay Kumar	Non-Promoter	7400	0.24	23707	0.43
20.	Rahul Vashishat& Sons (HUF)	Non-Promoter	3000	0.09	25000	0.45
21.	Jatinder Paul	Non-Promoter	0	0	27000	0.49
22.	Nikita Khatter	Non-Promoter	0	0	27000	0.49

23.	Pawan Khatter	Non-Promoter	0	0	50000	0.91
24.	Veena Kapoor	Non-Promoter	0	0	25000	0.45

- (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	Promoter	1221000	40.03	1625000	29.55
2.	Divyanshu Goyal	Promoter	395000	12.95	800000	14.54
3.	Divya Goyal	Promoter	222000	7.28	575000	10.45
4.	Kiran Goyal	Promoter	500	0.01	375000	6.82
5.	Ashwani Goyal For Ashwani Goyal (HUF)	Promoter	433000	14.20	750000	13.64
6.	Nutan Berry	Non-Promoter	6000	0.19	31000	0.56
7.	Ravi Berry	Non-Promoter	0	0	54000	0.98
8.	Renu Bisht	Non-Promoter	0	0	27000	0.49
9.	Nizam	Non-Promoter	3407	0.11	17500	0.32
10.	Kamal Kumar	Non-Promoter	0	0	25000	0.45
11.	Anu Gohil	Non-Promoter	0	0	50000	0.91
12.	Chandan Mehra	Non-Promoter	0	0	50000	0.91
13.	Pradeep Kumar	Non-Promoter	0	0	27,000	0.49
14.	Gauri Kapoor	Non-Promoter	0	0	50000	0.91
15.	Nilabh Jyoti Mahanta	Non-Promoter	2435	0.07	29435	0.53
16.	Monika Kapoor	Non-Promoter	0	0	27000	0.49
17.	Uma Mehra	Non-Promoter	0	0	25000	0.45
18.	Vijay Kumar Paul For Vijay Kumar Paul & Sons(HUF)	Non-Promoter	0	0	27000	0.49
19.	Ajay Kumar	Non-Promoter	7400	0.24	23707	0.43

20.	Rahul Vashishat For Rahul Vashishat & Sons (HUF)	Non-Promoter	3000	0.09	25000	0.45
21.	Jatinder Paul	Non-Promoter	0	0	27000	0.49
22.	Nikita Khatter	Non-Promoter	0	0	27000	0.49
23.	Pawan Khatter	Non-Promoter	0	0	50000	0.91
24.	Veena Kapoor	Non-Promoter	0	0	25000	0.45

- (h) Lock-in Period:** In terms of SEBI (ICDR) Regulations, 2018, the said equity shares 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. 31st August, 2020, 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, 2018 for the determination of the Price Per Equity Share pursuant to the Preferential allotment is 31st August, 2020, ("Relevant Date") (i.e. 30 days prior to the date of Proposed Annual General Meeting which is on Wednesday, September 30, 2020), 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. 18.5/- (Rupees Eighteen and Five Paise only) per equity share has been calculated in accordance with the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the Relevant Date is 31st August, 2020. Considering the Relevant Date 31st August, 2020, for this proposed Resolution in terms of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, the minimum price works out to Rs. 18.5/- per equity share, determined as follows:

- As per SEBI (ICDR) regulations, 2018 the shares of the Company are not frequently traded shares, as the total traded turnover of Nam securities Limited for the period 12 months preceding the relevant date on Stock Exchange is below 10% of the total number of shares of the Company.
- Accordingly Sec 165 of SEBI (Issue of Capital & Disclosure Requirements), Regulations 2018 states that "where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.
- Accordingly, the Company has appointed Mr. Kapil Maheshwari who is a registered valuer (Reg. No. IBBI/RV/05/2019/11264) to determine the pricing of shares under section 164 and 165 of the Regulations for preferential issue perspective. As per the valuation Report dated 26.08.2020 issued by the registered valuer the share price of the Company comes out to be 18.50 per share. Accordingly, the company propose to make a preferential allotment at Rs 18.50/- per equity shares on preferential basis.

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

- It shall re-compute the price of the said shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, 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, 2018, the said Equity shares 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, 2018 shall be placed before the Shareholders at this Annual 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 Equity shares, 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 28th August, 2020 has approved the issue and allotment of equity shares on Preferential basis in the manner stated above Subject to approval of the Members of the Company by way of Special Resolution.

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

**Place: New Delhi
Date: 28.08.2020**

**Registered Office:213,
Arunachal Building, 19,
Barakhamba Road,
New Delhi -110001**

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

ANNEXURE

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

Particulars	Mr. Ashwani Goyal
DIN	00502989
Date of appointment	31.03.2017
Qualification	B.Com, FCA, ICWAI(I)
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.
Directorship Held in other Listed Companies (excluding foreign companies)	Nil
Membership / Chairmanship of Committees of other Indian Public Companies	Nil
Relationships between directors inter-Se	Husband of Mrs. Kiran Goyal and Father of Ms. Divya Goyal
Number of Shares held in the Company	12,21,000

NAM SECURITIES LIMITED
CIN: L74899DL1994PLC350531

RegOffice: 213, Arunachal Building, 19, Barakhamba Road, New Delhi - 110001

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

ATTENDANCE SLIP

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

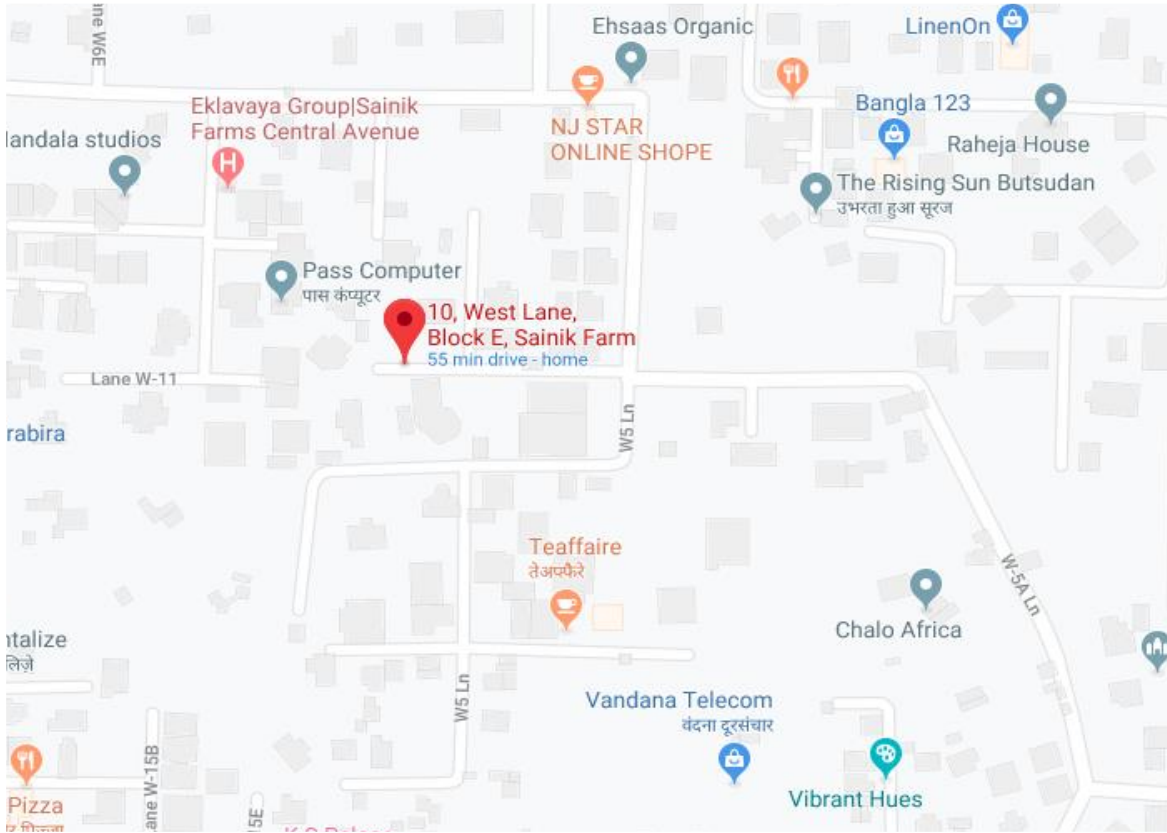
I certify that I am a Member / proxy for the Member(s) of the Company

I hereby record my presence at the 26th Annual General Meeting on Wednesday 30th September, 2020, at 12:15 P.M., at Kiran Farms, W-10D, Western Avenue, Sainik Farms, New Delhi — 110062

Member's/Proxy's name in block letters

Signature of Member /Proxy

Route Map



NAM SECURITIES LIMITED
CIN: L74899DL1994PLC350531

REGISTERED OFFICE:

213, Arunachal Building, 19, Barakhamba Road, New Delhi - 110001

Form MGT – 11 PROXY FORM

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

CIN	L74899DL1994PLC350531	
Name of the Company	Nam Securities Limited	
Registered office	213, Arunachal Building, 19, Barakhamba Road. New Delhi – 1100001	
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 26th Annual General Meeting of the company to be held on Wednesday, September 30, 2020 at 12:15 P.M., at Kiran Farms, W-10D, Western Avenue, Sainik Farms, New Delhi — 110062 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions
A	Ordinary Business:
1.	To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31 st March, 2020, 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.
3.	Re-appointment of M/s. Raj. K. Sri & Co. Chartered Accountants as the Statutory Auditor of the Company.
B	Special Business:
4.	Increase of Authorise Share Capital and Alteration in Clause V of Memorandum of Association of the Company
5.	Amendment of Article II of Article of Association of The Company Regarding Share Capital
6.	Issue of Equity Shares on Preferential Basis/Private Placement Basis

Signed this.....Day of 2020

Affix Revenue
Stamp

.....
Signature of Member(s)

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

Note: -

- (a) 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.
- (b) For **Resolutions, Explanatory Statements and Notes** please refer to the Notice of 26th Annual General Meeting of the Company

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