

NOTICE TO MEMBERS

Notice is hereby given that the **Extra Ordinary General Meeting (EGM)** of the members of **HIND SECURITIES & CREDITS LIMITED** will be held on Tuesday, the 19th day of November 2019 at 10.00 A.M. at D – 16, Ground Floor, Udyog Nagar, Nangloi, Delhi-110041 (Near Udyog Nagar Metro Station), to transact the following business:-

SPECIAL BUSINESS:

1. Appointment of Mr. Jagdish Rai Bansal as Managing Director :

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

“**RESOLVED THAT** pursuant the provisions of Section 196 of the Companies Act, 2013 and rules made thereunder, Mr Jagdish Rai Bansal, be and is hereby appointed as the Managing Director of the Company, for a period of 5 consecutive year with effect from 9th August, 2019.”

“**RESOLVED FURTHER** that pursuant to the Article of Association of the Company, Mr. Jagdish Rai Bansal shall not retire by rotation.”

“**RESOLVED FURTHER THAT** any of the director of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

**By Order of the Board of Directors
For Hind Securities & Credits Limited**

Date: 15th Oct 2019
Place: Delhi

Balraj Singhal
Director
DIN: 00673384
R/o: A-1/315, Paschim Vihar,
New Delhi – 110063

Shyam Lal Bansal
Director
DIN: 01071068
R/o: 252, Second Floor,
Bhera Enclave, Paschim Vihar,
New Delhi - 110087

Registered Office:

D – 16, Ground Floor, Udyog Nagar,
Nangloi, Delhi – 110041

NOTES:

The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item No. 1 above and the relevant details of the Directors seeking re- appointment/appointment as set out in item No. 1 above as required by Regulation 26 (4) and 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.**
2. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. Corporate Members intending to send their authorized representative to attend Extra Ordinary General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representative to attend and vote on their behalf at the Extra Ordinary General Meeting.
4. Members/Proxies/Authorized Representatives are requested to produce at the Registration Counter(s) the attached attendance slip, duly completed and signed for admission to the meeting hall. Photocopies of Attendance Slip will not be entertained for issuing Gate Pass for attending Extra Ordinary General Meeting. However, in case of non-receipt of Notice of Extra Ordinary General Meeting, members are requested to write to the Company at its registered office or to the RTA for issuing the duplicate of the same.
5. The Register of Members and Share Transfer Books of the Company will be closed from **Monday, 11th October 2019 to Monday, 18th September 2019 (both days inclusive).**
6. With a view to using natural resources responsibly, we request shareholders to register/ update their e-mail addresses :
 - **in respect of electronic shareholding** - through their respective Depository Participants.
 - **in respect of physical shareholding** - by sending a request to the Company's Share Transfer Agent at birendra.singh@linkintime.co.in, mentioning therein the Company's name i.e., Hind Securities & Credits Limited, their folio number and e-mail address.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for registration of transfer of shares, the transferee(s), as well as transferor(s), shall furnish a copy of their PAN card to Link Intime India Private Limited.
8. Members holding shares in the dematerialized form are requested to intimate all changes pertaining to their bank details, change of address, change of name, e-mail address, contact numbers etc. to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected

in the Company's record which will help the Company and the Company's Registrars and Transfer's Agents, M/s. LINK INTIME INDIA PRIVATE LIMITED, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrars and Transfer's Agent.

M/s. LINK INTIME INDIA PVT LTD,
Regd. Off – C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai-400083

Corporate Office: Noble Heights, 1st Floor,
Plot No. NH 2, C-1 Block LSC,
Near Savitri Market, Janakpuri, New Delhi-110058
Tel.: +91 011- 49411000 Fax: 011-41410591
Email Id.: delhi@linkintime.co.in , Website: www.linkintime.co.in

9. Pursuant to the directions of the Securities and Exchange Board of India (SEBI), trading in the shares of the Company should be in compulsory dematerialized form. Members, who have not yet got their shares dematerialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant (s) with whom they have opened the dematerialization account to the Company's Registrar appointed with effect from 1st April 2014.
10. In case of the joint holders attending the Meeting, the Members whose name appears as the first holder in order of the names as per the Register of Members of the Company will be entitled to vote.
11. Attendance Slip, Proxy Form of the venue of EGM is attached hereto.
12. **E-voting:**

In compliance with Section 108 of the Companies Act, 2013 read with prevailing Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The facility for voting, through ballot paper, will also be made available at the EGM and the Members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again. The instructions for e-voting are as under:

A. The instructions for voting electronically are as under:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

- i. Visit the e-voting system of LIPL. Open web browser by typing the following URL:
<https://instavote.linkintime.co.in>.
- ii. Click on "Login" tab, available under 'Shareholders' section.
- iii. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- iv. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID

- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
- v. Your Password details are given below:
If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”. In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

- vi. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
- vii. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option 'Abstain' and the shares held will not be counted under ‘Favour/Against’.
- viii. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- ix. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- x. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xi. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

B. In the case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period will commence from Saturday, 16th November 2019, (9.00 a.m. IST) and will end on Monday, 18th November 2019, (5.00 p.m. IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e. Tuesday, 11th November 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

C. Other Instructions:

- (i) The e-voting period commences on Saturday, 16th November 2019 (9.00 a.m. IST) and ends on Monday, 18th November 2019, (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Monday, 11th November 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- (ii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Monday, 11th November, 2019.
- (iii) M/s. APAC & Associates, LLP (LLP Regn. No. AAF-7948), has been appointed as Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (iv) The Scrutinizer shall, after the conclusion of voting at EGM, will first count the vote cast at the meeting and thereafter unblock the vote 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 two days of conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing who shall countersign the same.
- (v) The Results declared along with the Scrutinizer’s Report will be placed on the Company’s website viz. www.supersecurities.in and also will be communicated to BSE Limited, where the shares of the Company are listed immediately after the result is declared by the Managing Director or any other person authorized by him.

**By Order of the Board of Directors
For Hind Securities & Credits Limited**

Date: 15th Oct 2019
Place: Delhi

Balraj Singhal
Director
DIN: 00673384
R/o: A-1/315, Paschim Vihar,
New Delhi – 110063

Shyam Lal Bansal
Director
DIN: 01071068
R/o: 252, Second Floor,
Bhera Enclave, Paschim Vihar,
New Delhi - 110087

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act) the following Explanatory Statement sets out all material facts relating to the business mentioned under item No. 1 of the accompanying notice dated October 15, 2019.

Item No. 1

The Board of Directors, at its meeting held on October 15, 2019 appointed Mr. Jagdish Rai Bansal as a Managing Director with effect from August 9, 2019 pursuant to the provisions of Section 149, 152, 164, 165 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, as may be applicable and the Articles of Association of the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Jagdish Rai Bansal (DIN: 00673384) will holds office for a period of 5 consecutive year with with effect from 9th August, 2019, be and is hereby appointed as Director of the Company shall not be liable to retire by rotation.

The Board recommends the resolution set forth in Item No. 1 for the unanimous approval of the members.