

SKP SECURITIES LIMITED

Regd. Office : Chatterjee International Centre, Level 21, 33A, Jawaharlal Nehru Road, Kolkata - 700 071

Tel. No. : (033) 4007-7000, **Fax :** (033) 4007 7007, **E.mail :** cs@skpmoneywise.com

Website: www.skpmoneywise.com, **CIN :** L74140WB1990PLC049032

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "**Companies Act**"), read with the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") as amended including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the resolutions appended below for the adoption of new set of Articles of Association of SKP Securities Limited (the "**Company**") and buyback of equity shares of the Company are proposed to be passed as Special Resolution by way of Postal Ballot / Electronic voting.

1. In order to permit the Company to buyback equity shares of the Company it is necessary to amend the Articles of Association of the Company for inclusion of specific clause regarding Buyback of equity shares. It is also considered necessary to alter the Articles of Association of the Company to commensurate with the provisions of Companies Act, 2013. Considering the multiple changes required to be made in the Articles especially to be in line with the new provisions of the Companies Act 2013, it is proposed to adopt a new set of Articles of Association of the Company. As required under the provisions of Sec. 14 and Rules made there under, if any, and to the extent applicable, the Company can amend /adopt new set of Articles of Association through postal ballot. Necessary resolution is therefore proposed to the shareholders for their approval.
2. The Board of Directors of the Company at its meeting held on April 20, 2017 (the "**Board Meeting**") has, subject to the adoption by the shareholders of the Company of the new Articles of Association of the Company which empowers the Company to Buyback shares or other specified securities of the Company and any other applicable laws and such other permissions and exemptions as may be required from applicable regulatory and statutory authorities, approved Buyback of upto 12,15,600 equity shares of the Company, from all the members holding equity shares of the Company on a proportionate basis through the "Tender Offer" route in accordance with the Companies Act, the Management Rules, the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (the "**Buyback Regulations**"), as amended from time to time, at a price of Rs. 51/- (Rupees Fifty One Only) per equity share payable in cash for an aggregate consideration not exceeding Rs. 6,19,95,600/- (Rupees Six Crores Nineteen Lakhs Ninety Five Thousand and Six Hundred Only) (excluding Company's transaction cost such as brokerage, securities transaction tax, service tax, stamp duty etc) ("**Buyback Offer Size**"). The Proposed Buyback shall not exceed 25% of the aggregate fully paid up equity share capital and free reserves of the Company as per audited accounts of the Company for the financial year ended March 31, 2017 (the latest audited Annual Standalone Financial Statement available as on the date of Board Meeting recommending the proposal of the Buyback).

Pursuant to Section 68(2)(b) of the Companies Act, and other applicable provisions, it is necessary to obtain the consent of the Members holding equity shares of the Company by way of a special resolution for the proposed buyback of equity shares. Further, as per Section 110 of the Companies Act read with Rule 22(16)(g) of the Management Rules, the consent of the Members is required to be obtained for the Buyback by means of postal ballot. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the resolution appended below. An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form (the "**Postal Ballot Form**") for your consideration. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Anil Murarka (FCS No. 3150), Practicing Company Secretary, Proprietor of M/s. A. Murarka & Co., of "Diamond Prestige" 41-A, A.J.C Bose Road, 3rd Floor, Suite No.- 301, Kolkata – 700 017 as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer at the Registered Office of the Company at Chatterjee International Centre, Level 21, 33A, Jawaharlal Nehru Road, Kolkata- 700 071, not later than close of working hours i.e. 5:00 p.m. on Tuesday, June 6, 2017. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. Also, the e-voting module will be disabled after the close of the business hours i.e. 5.00 p.m. on Tuesday, June 6, 2017 for voting by the Members holding equity shares of the Company. E-Voting facility is also provided to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes electronically. The Members holding equity shares of the Company have both the options of voting i.e. by e-voting or through Postal Ballot Form. Kindly note that while exercising their vote, Members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa.

The Scrutinizer will submit his report to the Chairman or to the Managing Director or in his absence to any other Director authorized by him, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on Tuesday, June 13, 2017 and will be displayed at the Registered Office of the Company and communicated to BSE Limited (the “**BSE**”) where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company’s website: www.skpmoneywise.com. The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have passed, if approved by the members with requisite majority. The Members are requested to consider and, if thought fit, pass the following resolutions:

1. APPROVAL TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** in accordance with the provisions of Section 110 of the Companies Act, 2013 as amended read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Section 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other rules and regulations, as may be applicable, consent of the members of the Company be and is hereby accorded for the adoption of new set of Articles of Association (as prescribed under the Table- F of the Companies Act, 2013) of the Company in the place of and exclusion of the existing Articles of Association.”

“**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Company Secretary be and are severally authorized to do all such acts, deeds and things as may be required in order to give effect to the above Alteration of Articles of Association on behalf of the Company.”

2. APPROVAL FOR BUYBACK OF EQUITY SHARES

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

“**RESOLVED THAT** pursuant to the provisions of Section 68, 69,70 and all other applicable provisions, if any, of the Companies Act, 2013 and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, including any statutory modifications or re-enactments thereof (“**SEBI Buyback Regulations**”), and subject to the adoption by the shareholders of the Company of the new set of Articles of Association of the Company which empowers the Company to Buyback shares or other specified securities of the Company subject to necessary approval from Stock Exchange(s) and Depositories, of which the Company is a member or Depository Participant, approval by the equity shareholders of the Company for Buyback of equity shares in general meeting through Postal Ballot and any such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the “**Board**” which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby recommends the proposal to Buyback upto 12,15,600 (Twelve Lakhs Fifteen Thousand Six Hundred only) fully paid-up equity shares of the face value of Rs. 10/- each (representing 21.65% of the total number of shares in the paid-up equity capital of the Company) at a price of Rs. 51/- (Rupees Fifty One only) per equity share (the “**Buy Back Offer Price**”) payable in cash, for an aggregate amount of Rs. 6,19,95,600 (Rupees Six Crores Nineteen Lakhs Ninety Five Thousand and Six Hundred Only) (excluding Company’s transaction cost such as brokerage, securities transaction tax, service tax, stamp duty etc) (“**Buyback Offer Size**”) being 24.98% of the fully paid-up equity share capital and free reserves as per the latest audited Annual Standalone Financial Statement of the Company for the financial year ended March 31, 2017, (which is within 25% of the fully paid-up equity share capital and free reserves of the Company) from the shareholders of the Company on a proportionate basis, through the **Tender Offer** route as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the “**Buyback**”).”

“**RESOLVED FURTHER THAT** the Buyback, to the extent permissible under law and subject to all applicable legal provisions, be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.”

“**RESOLVED FURTHER THAT** such Buyback may be made out of the Company’s free reserves and / or such other sources as may be permitted by law through “Tender Offer” route and as required by the Buyback Regulations and the Companies Act; the Company may buyback equity shares from all the existing Shareholders holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations.”

“**RESOLVED FURTHER THAT** the Buyback from non-resident Members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc. shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) /Committee (**“Buyback Committee”**) of the Company in order to give effect to the aforesaid resolutions, including but not limited to appointment of Merchant Bankers, Escrow Bankers, Brokers, Solicitors, Depository Participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of all necessary accounts including bank accounts as per applicable law, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, BSE Limited (**“BSE”**), Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By the order of the Board of Directors
For SKP Securities Limited

Naresh Pachisia
Managing Director
DIN: 00233768

Date: April 20, 2017
Place: Kolkata

NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act setting out the material facts pertaining to the Resolutions are annexed hereto along with postal ballot form for your consideration.
2. The Board of Directors of the Company has appointed Mr. Anil Murarka, Practicing Company Secretary (FCS: 3150) and proprietor of M/s. A. Murarka & Co., Company Secretaries as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, as on the close of working hours on April 28, 2017 i.e. Cut-off Date.
4. As per Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with Depositories / with the Company/ with Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Courier / Registered Post.
5. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
6. In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged Central Depository Services (India) Limited (**“CDSL”**) to offer e-voting facility to all its members to enable them to cast their votes electronically. Details of e-voting facility are specified under the notice of Postal Ballot.
7. The shareholders who do not receive the Postal Ballot Form may apply to the Company/Company’s RTA i.e M/s Maheshwari Datamatics (P) Limited, 6 , Mangoe Lane, 2nd Floor, Kolkata 700 001, to receive the duplicate thereof.

8. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. However Postal Ballot Form(s) if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the closing of working hours 5.00 p.m. on Tuesday, June 6, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder(s). Unsigned Postal Ballot Form(s) will be rejected. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except their assent or dissent and affixing their signature.
9. The Scrutinizer will submit his final report to the Chairman or the Managing Director as soon as possible after the last date of receipt for Postal Ballot Form but not later than 5.00 p.m. on Tuesday, June 13, 2017. The Results of the e-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company and intimated to the Stock Exchange on which the shares of the Company are listed.
10. The Resolutions shall be deemed to be passed on the date of declaration of the results of the postal ballot.
11. The Postal Ballot Notice is also being uploaded on the Company's website viz. www.skpmoneywise.com and of CDSL viz. www.evotingindia.com.

All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m to 5.00 p.m. on all working days except Saturdays, Sundays and National Holidays.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

1. APPROVAL TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

The Board in its meeting held on Thursday, the April 20, 2017 decided to alter the Articles of Association with the approval of the Shareholders of the Company to enable the Company to Buyback the equity shares of the Company to return the surplus cash available. While considering insertion/amendment of the article pertaining to the Buyback, the Board of Directors, after taking into consideration the implementation of the Companies Act, 2013, formed an opinion that it would be in the best interest of the Company to adopt new set of Articles of Association, to be in line with the Companies Act, 2013. It is therefore proposed to adopt a new set of Articles of Association of the Company pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013.

The proposed Article of Association would be available for inspection at the Registered office of Company on all working days between 10.00 a.m. to 1.00 p.m. upto the date of declaration of the result of Postal Ballot. The said Articles of Association are also available on the website of the Company www.skpmoneywise.com. Any shareholder wanting to have a hard copy of the new Articles of Association may write to the Company at its registered office address.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, if any, in passing of the said Special Resolution except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommends the Resolution for your approval.

2. APPROVAL FOR BUYBACK OF EQUITY SHARES NOT EXCEEDING 25% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID UP SHARE CAPITAL OF THE COMPANY

With an objective of rewarding shareholders holding equity shares of the Company, through return of surplus cash, the Board at its meeting held on Thursday, April 20, 2017 has approved the proposal of recommending buyback of equity shares as contained in the resolution in the Notice. As per the applicable provisions of the Companies Act and Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the shareholders holding equity shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's equity shares. Requisite details relating to the Buyback are given below:

a) Objective of the Buyback

Share buyback is the acquisition by a company of its own shares. The objective is to return surplus cash to the shareholders holding equity shares of the Company. The Board at its meeting held on Thursday, April 20, 2017, considered the amount in accumulated free reserves as well as the cash liquidity reflected in the latest audited Annual Standalone financial statements for the financial year ending March 31, 2017 and considering these, the Board decided to allocate a sum of Rs. 6,19,95,600/- (Rupees Six Crores Nineteen Lakhs Ninety Five Thousand and Six Hundred Only) (excluding Company's transaction cost such as brokerage, securities transaction tax, service tax, stamp duty etc) ("**Buyback Offer Size**") for distributing to the shareholders holding equity shares of the Company through the Buyback. After considering several factors and benefits to the shareholders holding equity shares of the Company, the Board decided to recommend Buyback of upto 12,15,600 (Twelve Lakhs Fifteen Thousand and Six Hundred only) equity shares (representing 21.65% of the total number of equity shares in the paid-up equity share capital of the Company) at a price of Rs. 51/- (Rupees Fifty One Only) per equity share for an aggregate consideration of Rs. 6,19,95,600/- (Rupees Six Crores Nineteen Lakhs Ninety Five Thousand Six Hundred only) (excluding

Company's transaction cost such as brokerage, securities transaction tax, service tax, stamp duty etc) ("**Buyback Offer Size**") being 24.98% of the fully paid-up equity share capital and free reserves as per the latest audited Annual Standalone financial statements of the Company for the financial year ended March 31, 2017, (which is within 25% of the paid up share capital and Free Reserves of the company) Buyback is a more efficient form of distributing surplus cash to the shareholders holding equity shares of the Company, inter-alia, for the following reasons:

1. The Buyback will help the Company to distribute surplus cash to its shareholders holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to them;
2. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of 15% of the outlay to small shareholders. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder";
3. The Buyback would help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
4. The Buyback gives an option to the shareholders holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback Offer or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment;
5. Optimizes the capital structure.

b) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis from all the shareholders holding equity shares of the Company through the "Tender Offer" route, as prescribed under the Buyback Regulations and in accordance with Article 41 of the new Articles of Association so adopted and pursuant to the provisions of Companies Act and the Share Capital Rules to the extent applicable, and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (the "**Record Date**") for determining the names of the shareholders holding equity shares of the Company who will be eligible to participate in the Buyback. In due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback.

The equity shares to be bought back as a part of the buyback is divided in two categories:

- (a) Reserved category for small shareholders; and
- (b) General category for all other shareholders.

As defined in the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on BSE as on Record Date, of not more than Rs.2,00,000 /- (Rupees Two Lacs only).

In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".

Based on the holding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. Shareholders' participation in Buyback will be voluntary. Shareholders holding equity shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders holding equity shares of the Company may also accept a part of their entitlement. Shareholders holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any shareholder cannot exceed the number of equity shares held by the shareholder as on the Record Date.

The equity shares tendered as per the entitlement by Members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and read with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016. Detailed instructions for participation in the Buyback (tender of equity shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders holding equity shares of the Company as on the Record Date.

c) Maximum amount required under the Buyback and the sources of funds from which the Buyback would be financed

The maximum amount required under the Buyback will be Rs.6,19,95,600/- (Rupees Six Crores Nineteen Lakhs Ninety Five Thousand Six Hundred only) (excluding Company's transaction cost such as brokerage, securities transaction tax, service tax, stamp duty etc) ("**Buyback Offer Size**") being 24.98% of the fully paid-up equity share capital and free reserves as per the per the latest audited Annual Standalone financial statements of the Company for the financial year ended March 31, 2017, (which is within 25% of the paid up share capital and Free Reserves of the Company). The Buyback would be financed out of free reserves of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet. The Company confirms that as required under Section 68(2) (d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company, if any, shall not be more than twice the paid-up equity share capital and free reserves after the Buyback.

d) Buyback Price and the basis of arriving at the Buyback Price

The equity shares of the Company are proposed to be bought back at a price of Rs. 51/- (Rupees Fifty One only) per equity share (the "**Buyback Offer Price**").

The Buy Back Offer Price has been arrived at after considering various factors such as average closing prices of the equity shares of the Company on BSE Limited where the equity shares of the Company are listed. The Buy Back Offer Price of Rs. 51/- per equity share represents a premium of 39.21% over the average closing prices of the Company's equity shares on BSE Limited for 3 months preceding the date of intimation to the BSE for the Board Meeting to consider the proposal of the Buy-Back and 27.52% over the average closing prices of the Company's equity shares on BSE Limited for 2 weeks preceding the date of intimation to the BSE Limited for the Board Meeting to consider the proposal of the Buy-Back.

e) Number of shares that the Company proposes to Buyback

The Company proposes to Buyback upto 12,15,600 (Twelve Lakhs Fifteen Thousand Six Hundred only) equity shares of face value of Rs.10/- each of the Company.

f) Compliance with Section 68(2)(c) of the Companies Act

The aggregate paid-up share capital and free reserves as at March 31, 2017 is Rs. 24,81,23,903/- (Rupees Twenty Four Crores Eighty One Lakhs Twenty Three Thousand Nine Hundred and Three Only). Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the total paid-up capital and free reserves of the Company i.e. Rs.6,20,30,975.75 (Rupees Six Crores Twenty Lakhs Thirty Thousand Nine Hundred Seventy Five and Seventy Five Paise only). The aggregate amount proposed to be utilized for the Buyback, is approximately Rs.6,19,95,600/- (Rupees Six Crores Nineteen Lakhs Ninety Five Thousand Six Hundred only) and is therefore within the limit of 25% of the Company's total paid-up equity capital and free reserves as per the audited Balance Sheet as at March 31, 2017.

Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of equity shares that can be bought back in the current financial year is 14,03,750 equity shares. Since the Company proposes to Buyback up to 12,15,600 equity shares, the same is within the aforesaid 25% limit.

g) The aggregate shareholding of the Promoters, the directors of the Promoter where Promoter is a Company and of directors and key managerial personnel of the Company as on the date of this Notice:

Sl. No.	Name	No. of Equity shares	% of Shareholding
1	Naresh Pachisia	28,65,000	51.02
2	Naresh Pachisia & Sons (HUF)	5,04,700	8.99
3	Manju Pachisia	4,00,000	7.12
4	Nikunj Pachisia	2,20,000	3.92
5	Vaibhav Pachisia	2,20,000	3.92
	Total	42,09,700	74.97

Shareholding of Directors or key managerial personnel of the Company:

DIN/PAN	Name	No. of Equity Shares	% of Shareholding
00233768	Naresh Pachisia	28,65,000	51.02
06933720	Nikunj Pachisia	2,20,000	3.92
00233821	Manju Pachisia	4,00,000	7.12

h) Intention of the Promoters and Persons in Control of the Company to tender equity shares in the Buyback:

The promoter and promoter group have expressed their intention, vide letter dated 20th April, 2017 to participate in the Buyback, and tender an aggregate of Rs.42,09,700/- (Forty Two Lacs Nine Thousand Seven Hundred only).

- i. The details of the date and price of acquisition/sale of entire Equity Shares that **Mr. Naresh Pachisia** has acquired/sold till date are set-out below:

Date of Acquisition / (disposal)	Number of equity shares Acquired / (sold)	Cost of Acquisition / (sale) (Rs.)	Remarks
Opening Balance as on 01.04.2010	10,03,850		Through allotments / purchases
31-12-2012	5,42,850	-	Received on partition of Surendra Kumar Pachisia & Sons (HUF)
25-03-2013	1,00,000	-	Gift from Mrs. Suraj Devi Pachisia
08-08-2014	14,38,300	3,19,69,774/-	Purchase
26-08-2014	(2,20,000)	-	Gift to Vaibhav Pachisia
Closing Balance as on 20.04.2017	28,65,000		

- ii. The details of the date and price of acquisition/sale of entire Equity Shares that **Naresh Pachisia and Sons (HUF)** has acquired/sold till date are set-out below:

Date of Acquisition / (disposal)	Number of equity shares Acquired / (sold)	Cost of Acquisition / (sale) (Rs.)	Remarks
Opening Balance as on 01.04.2010	2,07,300		Through allotments / purchases
11-08-2014	85,850	20,88,735/-	Purchase
12-08-2014	2,11,550	47,02,221/-	Purchase
Closing Balance as on 20.04.2017	5,04,700		

- iii. The details of the date and price of acquisition/sale of entire Equity Shares that **Mrs. Manju Pachisia** has acquired/sold till date are set-out below:

Date of Acquisition / (disposal)	Number of equity shares Acquired / (sold)	Cost of Acquisition / (sale) (Rs.)	Remarks
Opening Balance as on 01.04.2010	2,00,000		Through allotments / purchases
08-08-2014	2,00,000	44,45,495/-	Purchase
Closing Balance as on 20.04.2017	4,00,000		

- iv. The details of the date and price of acquisition/sale of entire Equity Shares that **Mr. Nikunj Pachisia** has acquired/sold till date are set-out below:

Date of Acquisition / (disposal)	Number of equity shares Acquired / (sold)	Cost of Acquisition / (sale) (Rs.)	Remarks
Opening Balance as on 01.04.2010	50,850		Through allotments / purchases
08.08.2014	1,54,250	34,24,689/-	Purchase
12.08.2014	14,900	3,29,728/-	Purchase
Closing Balance as on 20.04.2017	2,20,000		

- v. The details of the date and price of acquisition/sale of entire Equity Shares that **Mr. Vaibhav Pachisia** has acquired/sold till date are set-out below:

Date of Acquisition / (disposal)	Number of equity shares Acquired / (sold)	Cost of Acquisition / (sale) (Rs.)	Remarks
Opening Balance as on 01.04.2010	-		-
26.08.2014	2,20,000	-	Gift from Mr. Naresh Pachisia
Closing Balance as on 20.04.2017	2,20,000		

i) Confirmation that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

j) Confirmation that the Board has made full enquiry into the affairs and prospects of the Company and that they have formed the opinion to the effect that the Company, after Buyback will continue to be able to meet its liabilities and will not be rendered insolvent

The Board of Directors of the Company has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- i) That immediately following the date of the Board Meeting held on Thursday, April 20, 2017 and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company can be found unable to pay its debts;
- ii) That as regards the Company's prospects for the year immediately following the date of the board meeting as well as the year immediately following the date on which the results of the Postal Ballot will be declared, approving the Buyback and having regards to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the board meeting approving the Buyback or within a period of one year from the date on which the results of the Postal Ballot will be declared, as the case may be;
- iii) In forming the opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act.

k) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency

The text of the Report dated 20.04.2017 received from M/s. G.P. Agrawal & Co, (FRN : 302082E) the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

To

The Board of Directors

SKP Securities Limited

Chatterjee International Centre

Level 21, 33A, Jawaharlal Nehru Road

Kolkata - 700 071.

Sub : Proposed Buyback Offer of Equity Shares of SKP Securities Limited (the "Company")

Dear Sir,

At the request of the Company, vide their letter dated 20.04.2017, we the statutory auditors of the Company, are providing the certificate on the proposed Buyback of Equity Shares of the Company. The Certificate is required for the purpose of inclusion of the same a) in the explanatory statement to be annexed to the notice for general meeting for authorizing buyback by passing a special resolution and b) in the Public Announcement and Letter Of Offer for buyback of its share by the Company and for submission to the Securities and Exchange Board of India (SEBI) and other Regulatory Authorities.

- 1) We have been informed that the board of directors of the Company in their meeting held on April 20, 2017 have decided to Buyback 12,15,600 (Twelve lakhs Fifteen Thousand and Six Hundred Only) equity shares under Section 68 and 70(1) of the Companies Act, 2013, as amended from time to time (the "Act") at a price of Rs.51/- (Rupees Fifty One only) per share for an aggregate consideration of Rs.6,19,95,600/- (Rupees Six Crores Nineteen Lakhs Ninety Five Thousand and Six Hundred Only). In terms of the requirements of Clause (xi) of Schedule II, Part A of the Securities and Exchange Board of India (Buyback of Securities), Regulations, 1998 as amended from time to time, (hereinafter called the "Buyback Regulations") we confirm as under:
 - a) We have enquired into the state of affairs of the Company in relation to its audited accounts for the year ended March 31, 2017.
 - b) The amount of permissible capital payment towards Buyback of Equity Shares (including Premium) if any, as ascertained below in our view has been properly determined in accordance with Section 68 of the Companies Act, 2013.

Particulars	Amount (Rs)
Issued, Subscribed and Paid-up share capital as at March 31, 2017	5,61,50,000
Free reserves as at March 31, 2017	
- General Reserve	2,28,76,000
- Surplus in Statement of Profit & Loss	14,59,32,903
- Securities Premium Account	2,31,65,000
Total	24,81,23,903
Maximum amount permissible for buy-back i.e. 25% of the total paid-up capital and free reserves	6,20,30,975

- 2) The opinion expressed by the directors of the Company in the Declaration as to any of the matters mentioned in the declaration as per Schedule II- Clause (x) of the rules is reasonable;
- 3) The Board of Directors of the Company is responsible for :
 - i. Properly determining the amount of capital payment for buyback;
 - ii. making a full enquiry into the affairs and prospects of the Company and forming the opinion that the Company will not be rendered insolvent within a period of one year from the date on which the results of the postal ballot for buyback will be declared.
- 4) Based on the representation made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we report that we are not aware of anything to indicate that the opinion expressed by Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on April 20, 2017 is unreasonable in the circumstances in the present context.
- 5) Compliance with the provisions of the Act and Rules is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy based on our review procedures. This report is intended solely for your information and for the purpose of inclusion of the same a) in the explanatory statement to be annexed to the notice for general meeting for authorizing buyback by passing a special resolution and b) in the Public Announcement and Letter Of Offer for buyback of its share by the Company and is not to be used, referred or distributed for any other purpose without our written consent. Nothing contained in this report should be construed to be representation as to the future. We do not accept or assume any liability or duty of care for any other purpose, save where expressly agreed by our prior consent in writing.

For **G.P. Agrawal & Co.**
Chartered Accountants
Firm Registration No. 302082E

Date : 20th April, 2017
Place : Kolkata

(CA Sunita Kedia)
Membership No. 60162
Partner

UNQUOTE

As per the provisions of the Buyback Regulations and the Companies Act:

- i. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- ii. The Company shall not raise further capital for a period of one year from the closure of Buyback offer except in discharge of its subsisting obligations;
- iii. The special resolution approving the Buyback will be valid for a maximum period of one year from the date of passing the said special resolution (or such extended period as may be permitted under the Companies Act or the Buyback Regulations or by the appropriate authorities). The exact time table for the Buyback shall be decided by the Board (or its duly constituted Committee) within the above time limits;
- iv. The equity shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
- v. The Company shall not withdraw the Buyback after the public announcement of the offer to Buyback is made;
- vi. The Company shall not buyback locked-in equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable; and
- vii. The directors, managers, key managerial personnel of the Company and their respective relatives do not have any interest, financial or otherwise, in the proposed resolution for Buyback of equity shares, except to the extent of their shareholding.

For any clarifications related to the Buyback process, Members holding equity shares of the Company may contact :

Ms. Alka Khetawat
Company Secretary and Compliance Officer
Chatterjee International Centre, Level 21
33A Jawaharlal Nehru Road, Kolkata - 700 071
Phone : 4007-7000 / 7030, E.mail : cs@skpmoneywise.com

All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board resolution for the Buyback, the Auditors Certificate dated 20.04.2017 and the Standalone annual audited accounts for the year ended 31.03.2017 are available for inspection by the Members of the Company at its Registered Office on any working day between 10.00 a.m. to 1.00 p.m. up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding equity shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors of the Company is, in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company.

By the order of the Board of Directors
For SKP Securities Limited

Date: April 20, 2017
Place: Kolkata

Naresh Pachisia
Managing Director
DIN: 00233768

Notes and Instructions

For the purpose of offering E-Voting facility, the Company has entered into an agreement with CDSL. E-voting is optional for Members. A Member who wish to vote by Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form or download it from <http://www.evotingindia.com> or www.skpmoneywise.com.

A. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on May 08, 2017 at 10 A.M. and ends on June 06, 2017 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of April 28, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and 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)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank details Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR Date of Birth (DOB)

- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant SKP Securities Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy:

- I. Please follow all steps from Sl.No (i) to Sl.No (xvii) above to cast vote.
- II. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.