

SKP SECURITIES LIMITED
CIN NO: L74140WB1990PLC049032
Registered Office: Chatterjee International Centre, Level 21,
33A, Jawaharlal Nehru Road, Kolkata - 700071
Tel.: +91 33 40077000 E-mail: cs@skpsecurities.com
Website: www.skpsecurities.com

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of SKP Securities Limited (CIN: L74140WB1990PLC049032) will be held at Merchants' Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, Kolkata – 700001 on Saturday, the 28th day of July, 2018, at 10:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2018, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Manju Pachisia (DIN:00233821), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and to 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Audit Committee in its meeting dated 5th May, 2018, and pursuant to the resolution passed by the Members at the 27th Annual General Meeting held on 29th July, 2017, the appointment of M/s. G.P. Agrawal & Co., Chartered Accountants, Kolkata (Firm Registration No: 302082E) who have been appointed as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of the 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting, subject to the ratification of their appointment by members at every Annual General Meeting and who have confirmed their eligibility for continuing with their appointment, be and are hereby ratified, on such remuneration as will be mutually decided by the Committee and Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

4. To consider and appoint Mr. Santanu Ray (DIN:00642736) as a Non-Executive Independent Director and in this regard, if thought fit, to pass the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, Mr. Santanu Ray (DIN No: 00642736) who was appointed by the Board of Directors as an Additional Independent Director w.e.f. 5th May, 2018, to hold office up to the date of this Annual General Meeting and in respect of whom the Company, in pursuance of Section 160 of the Companies Act, 2013, has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary be and is hereby authorized to do all such acts and take steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

5. **To consider and approve the re-appointment of Mr. Naresh Pachisia (DIN: 00233768) as Managing Director of the Company, fix his remuneration, and in this regard, if thought fit, to pass the following as a Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of the resolutions passed earlier in respect of re-appointment and payment of remuneration to Mr. Naresh Pachisia (DIN: 00233768), Managing Director of the Company, consent of the members of Company be and is hereby accorded for the re-appointment of Mr. Naresh Pachisia as Managing Director of the Company for a period of three years w.e.f from 1st April, 2018, at a current remuneration ₹ 50,00,000/- per annum and commission not exceeding 4% of net profit of the Company for each financial year, computed in the manner as laid down in Section 198 of the Act and on terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in their respective meeting held on 5th May, 2018, and as per the draft agreement to be entered into with Mr. Naresh Pachisia as placed before the Board which also empowers the Board of Directors to revise, amend, alter and vary terms and conditions of his appointment and remuneration within the limit, in such manner as may from time to time be prescribed by the Central Government or as may be agreed to by and between the Board of Directors and Mr. Naresh Pachisia.”

“**RESOLVED FURTHER THAT** Mr. Naresh Pachisia shall also be eligible for perquisites such as club fees, group insurance, use of cars, telephones at residence, electricity, maintenance expenses of his residential accommodation, leave and leave travel concession, gratuity and other benefits as per the policy of the Company.”

“**RESOLVED FURTHER THAT** if in any financial year during the term of Mr. Naresh Pachisia, the Company has loss or inadequate profits, he will be entitled to receive the remuneration specified in the aforesaid agreement as minimum remuneration as provided under the Act.”

“**RESOLVED FURTHER THAT** the Managing Director shall not as long as he continues to be Managing Director of the Company be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary be and is hereby authorized to do all such acts and take steps as may be necessary, proper or expedient to give effect to this resolution.”

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ('AGM') is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. A person can act as a proxy on behalf of members not exceeding 50 in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the commencement of the AGM.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the 'Act') in respect of Special Business under Item Nos. 4 and 5 of the accompanying Notice is annexed hereto.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. Members/Proxies/Authorized Representatives are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Annual Report to attend the AGM.
5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 20th July, 2018 to Saturday, the 28th July, 2018 (both days inclusive).
7. Details under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/re-appointment/continuation at the AGM forms part of the notice.
8. Pursuant to the provisions of Section 124 and 125 of the Act, dividend which remains unpaid or unclaimed for a period of seven years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Shareholders who have not yet encashed the dividend warrants(s) are requested to make their claims to the Company. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the IEPF as stated herein, no claim with the Company shall lie in respect thereof.

Further, pursuant to provisions of Section 124(6) of the Act, read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended time to time, all shares in respect of which dividends have remained unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority. Members/Claimants whose shares, unclaimed dividend, etc have been transferred to the IEPF Authority may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) as per the procedure prescribed in the IEPF Rules.

9. Members are requested to notify change in address, if any, to Company's Registrar and Share Transfer Agent (RTA) M/s. Maheshwari Datamatics Pvt. Ltd.

10. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such Folios and send the relevant share certificates to RTA for doing the needful. Share certificates will be returned to the Members after making requisite changes thereon.
11. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with the Company whilst Members holding shares in demat mode may contact their respective Depository Participant for availing the facility.
12. 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 account. Members holding shares in physical form should submit their PAN to the Company/RTA.
13. SEBI Regulations has mandated Companies to credit the dividend electronically to the Members' bank account. Members who hold shares in dematerialized form should inform the Company/DP and Members holding shares in physical form should inform the Company, their Bank details. Those Members who have earlier provided the above information should update the details if required.
14. Members desiring any information as regard the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
15. Members may also note that the Notice of the Meeting will also be available on the Company's website www.skpsecurities.com and on the Central Depository Services (India) Limited (CDSL) website www.evotingindia.com. The physical copies of the aforesaid documents will also be available for inspection by the Members at the Company's Registered Office on all working days between 10:00 A.M. to 1:00 P.M. till the date of the Meeting.
16. The route map showing direction to reach the venue of the AGM is enclosed for the convenience of the Members.

17. GENERAL INFORMATION ON VOTING THROUGH ELECTRONIC MEANS

- a) In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their votes through remote e-voting and Ballot Form for all the resolutions detailed in the Notice of the 28th AGM. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facility.
- b) The facility for voting at the venue of AGM will be available only to the members who have not cast their vote through remote e-voting. Member who has cast their vote by remote e-voting prior to AGM may attend the meeting but shall not be entitled to cast their vote again.
- c) Mr. Atul Kumar Labh, Practicing Company Secretary (FCS: 4848/CP: 3238) of A.K. Labh & Co. Company Secretaries, Kolkata, has been appointed as the Scrutinizer to scrutinise the entire e-voting Process in a fair and transparent manner.
- d) The Scrutinizer shall submit his report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of voting.

- e) The results declared along with the Scrutinizers Report, shall be placed on the Company's website www.skpsecurities.com and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him. The result shall also be uploaded on the BSE Listing Portal where the shares of the Company are listed.

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

- i. The voting period begins on 25th July, 2018 (9:00 A.M.) and ends on 27th July, 2018 (5:00 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 21st July, 2018, 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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 also to be 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 <Company Name> 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. 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 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 ("FAQ") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors
For **SKP Securities Limited**

Registered Office:
Chatterjee International Centre, Level-21
33A, Jawaharlal Nehru Road
Kolkata - 700071

Alka Khetawat
(Company Secretary)
ACS: 47322

Dated: 5th May, 2018

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Mr. Santanu Ray (DIN: 00642736) as an Additional Independent Director of the Company with effect from 5th May, 2018. In accordance with the provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013, Mr. Santanu Ray holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Non-Executive Independent Director. In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Ray for the office of Director. Mr. Ray has furnished consent and declarations for his appointment as required under the Act and the Rules thereunder.

Mr. Ray is a B.Com, FCA, carrying long years' experience as a corporate professional and academician. He is a Management Educator and Consultant with focused concentration on research and publications and specializes in Financial Management and Strategic Management. He serves as an Independent Director on boards of leading Companies and has held leadership roles at management institutions.

Your Directors therefore, recommend the passing of an Ordinary Resolution for the appointment of Mr. Santanu Ray as a Non-Executive Independent Director of the Company, as set forth in item No. 4 of this Notice.

None of the Directors except Mr. Santanu Ray is concerned or interested in the above resolution.

Item No. 5

The existing term of the office of Mr. Naresh Pachisia (DIN: 00233768), Managing Director, who was appointed w.e.f 1st April, 2015, for a period of three years, expired on 31st March, 2018. Nomination and Remuneration Committee in its meeting held on 5th May, 2018, has made an assessment of his contribution in the growth of the Company and recommended to the Board his re-appointment as Managing Director of the Company for a further period of three years w.e.f. 1st April, 2018, on the terms and conditions as set out in the resolution mentioned in the item of the notice.

Mr. Pachisia a B.Com, CFP and AMP (ISB, Hyderabad) carries 36 years' experience in financial markets investment banking, institutional equities and wealth management. He has played a vital role from the foundation of the Company to bring up to its current level over last 28 years. He serves as an Independent Director on boards of leading companies and has held leadership roles at Entrepreneurs' Organization (EO), Financial Planning Standards Board (FPSB), CII, MCCI, etc.

Your Directors therefore, recommend the passing of the Special Resolution for re-appointment of Mr. Naresh Pachisia as a Managing Director of the Company and to fix the remuneration, as set forth in item No. 5 of this Notice.

None of the Directors except Mr. Naresh Pachisia, Mr. Nikunj Pachisia and Mrs. Manju Pachisia are concerned or interested in the above resolution.

**ANNEXURE TO THE NOTICE OF 28TH ANNUAL GENERAL MEETING
PARTICULARS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT**

*(In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
and in pursuance of clause 1.2.5 of Secretarial Standards on General Meetings)*

Sl.No	Particulars	Mrs. Manju Pachisia	Mr. Santanu Ray	Mr. Naresh Pachisia
1.	Status of Directorship	Non-Executive Director	Non- Executive Independent Director	Managing Director
2.	Director Identification Number	00233821	00642736	00233768
3.	Date of Birth	14.09.1965	30.06.1949	26.09.1962
4.	Date of appointment	01.08.2014	05.05.2018	18.05.1990
5.	Qualification	Associate Financial Planner (AFP), Certification in Psychological Counseling	B.Com, FCA	B.Com, Certified Financial Planner (CFP), AMP (ISB, Hyderabad)
6.	Expertise in specific functional areas	11 years in financial markets and 7 years in emotional wellness and psychological counseling	Long years' experience as a corporate professional and academician, with specialization in Financial Management and Strategic Management	36 years in financial markets (Equity Research, Portfolio Management, Broking & DP Services, Wealth Advisory, Distribution of Financial Products, Merchant Banking)
7.	Directorship in other companies as on 31.03.2018	Nil	1. Century Ply Boards (India) Ltd. 2. La Opala R G Ltd. 3. Star Cement Ltd. 4. Shyam Century Ferrous Ltd. 5. Kariwala Industries Ltd. 6. Megha Technical and Engineers Pvt. Ltd. 7. Star Cement Meghalaya Ltd.	1. Linc Pen & Plastics Ltd. 2. Gillanders Arbuthnot & Co. Ltd. 3. Electrosteel Steels Ltd. 4. SKP Commodities Ltd. 5. SKP Insurance Advisors Pvt. Ltd. 6. Orbit Regency Maintenance Co. Pvt. Ltd.
8.	Chairman / Member of Committees of the Board of Companies as a Director	Nil	Member - 4 Chairman - 3	Member -12 Chairman - 1
9.	Number of shares held in the company as on 31.03.2018	3,00,000	Nil	22,89,000
10.	Number of convertible warrants held in the company as on 31.03.2018	Nil	Nil	Nil
11.	No. of the Board Meeting attended during the year	5	Nil	5