

NOTICE OF 25th ANNUAL GENERAL MEETING



NOTICE

NOTICE is hereby given that Twenty- Fifth Annual General Meeting of **AMARNATH SECURITIES LIMITED** will be held on Monday, August 05, 2019 at the Registered office of the Company at 1/104, Sarthak, Opp. C. T. Centre, B/h. Swastik Cross Road, C.G. Road, Ahmedabad – 380 009 at 11:00 A.M. to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2019, the Balance Sheet as at that date and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Laxmikant Kabra (holding DIN 00061346) who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Naresh Padir (DIN 08379067) as a Whole-Time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the Articles of Association of the Company and subject to such other approval(s), if any as may be required and subject to any conditions and/modifications as may be imposed and/or suggested by such authorities, while granting such approval(s), the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Naresh Padir (DIN 08379067), as Whole- Time Director of the Company for the period of five years with effect from April 10, 2019 on the terms and conditions & Remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration subject to the limits specified under provisions of Section 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, however, the overall remuneration paid to Mr. Naresh Padir (DIN 08379067), as Whole-Time Director, by way of basic remuneration, perquisites, commission and other allowance(s), shall not exceed 5% of the net profits of the Company and if there are more than one such director, 10% for all of them together in that financial year;

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year during the tenure of Mr. Naresh Padir (DIN 08379067), as Whole-Time

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Director, the Company incurs any loss or its profits are inadequate in any financial year, the Company shall pay to Mr. Naresh Padir (DIN 08379067) the above remuneration by way of Basic salary, perquisites and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to do all such act(s), deed(s), matter(s) and things and they may take such steps necessary, expedient or desirable in this regard.”

Registered Office:

1/104, Sarthak, Opp. C. T. Centre, B/h. Swastik
Cross Road, C.G. Road, Ahmedabad – 380 009
Email: amarnathsecurities@gmail.com;
Web: www.amarnathsecurities.com;
CIN: L67120GJ1994PLC023254

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

**Sd/-
Aparna Akadkar
Company Secretary**

Date: July 10, 2019

Place: Ahmedabad

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Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. Members/proxies are requested to bring duly filled attendance slips and Ballot form along with their copy of annual report sent herewith to attend the meeting.
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the Entrance Pass and Ballot Form for attending the meeting.
5. In case of joint holders attending meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The company has notified closure of Register of Members and share transfer books from 30.07.2019 till 05.08. 2019 (both days inclusive).
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(if any). The Company or its Registrars and Transfer Agents, M/s. Bigshare Services Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company/Registrars and Transfer Agents, M/s. Bigshare Services Private Limited.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s. Bigshare Services Private Limited.
11. The Securities and Exchange Board of India (SEBI) vide circular dated SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 has mandated to transfer of securities in Compulsory

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dematerialized form w.e.f December 05, 2018. Members holding shares in Physical form can convert their securities in dematerialized form so as to avail smooth transfer details of conversion from physical to demat are available on website of our company i.e. www.amarnathsecurities.com.

12. Non-Resident Indian Members are requested to inform M/s. Bigshare Services Private Limited, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least Five days before the date of meeting, so that the information required may be made available at the meeting.
14. The equity Shares of the Company are listed on BSE Limited, Dalal Street, Mumbai-400001..
15. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to provisions of section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled to M/s. Bigshare Services Private Limited. The prescribed form in this regard may be obtained from M/s. Bigshare Services Private Limited. Members holding shares in electronic form are requested to contact their DP directly for recording their nomination
16. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos.3 above is annexed hereto.
17. The Notice of AGM along with the Annual Report 2018-19 is being sent by electronic mode to those members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode.
18. To support 'Green initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
19. Voting through Electronic means:-

In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, the Company is pleased to provide members, the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. The e-voting facility is available at the link <https://www.evotingindia.co.in>.

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The instructions for members for voting electronically are as under:-

- (i) The voting period begins on August 02, 2019 at 9.00AM and ends on August 04, 2019 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 29, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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) <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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (xi) Click on the EVSN for **Amarnath Securities Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **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.**
- (xix) **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.
- (xx) 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.

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General instructions:

- a. A person whose name is recorded in the register of members or in the beneficial owners maintained by depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- b. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- c. The Board of Directors has appointed M/s Amit R. Dadheech & Associates, Practicing Company Secretary, to act as the Scrutinizer for conducting the electronic voting and physical ballot voting process in a fair and transparent manner.
- d. In case of Members who are entitled to vote but have not exercised their right to vote by remote e-voting, the Chairman will offer an opportunity to such Members to vote at the AGM for all businesses specified in the accompanying Notice. For abundant clarity, please note that the Members who have exercised their right to vote by remote e-voting shall not be entitled to vote at the AGM, but shall be entitled to attend the meeting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
- e. Remote e-voting shall not be allowed beyond 05:00 p.m. on 4th August, 2019. During the remote e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date, may cast their vote electronically. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- f. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- g. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 29th July, 2019.
- h. The Results of e-voting and poll voting at the meeting on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
- i. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://amarnathsecurities.com> and on the website of CDSL e-Voting within two days of the passing of the resolutions at the 25th Annual General Meeting of the Company on 5th August, 2019, and communicated to the Stock Exchanges where the Company's shares are listed.

Registered Office:

1/104, Sarthak, Opp. C. T. Centre, B/h. Swastik
Cross Road, C.G. Road, Ahmedabad – 380 009
Email: amarnathsecurities@gmail.com;
Web: www.amarnathsecurities.com;
CIN: L67120GJ1994PLC023254

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

**Sd/-
Aparna Akadkar
Company Secretary**

**Date: July 10, 2019
Place: Ahmedabad**

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

Based on the recommendation of the Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors have appointed Mr. Naresh Padir as Whole-time Director of the Company w.e.f. April 10, 2019, for a period of five years, subject to the approval of the members in General Meeting upon the terms and conditions set out in the Agreement to be entered into by the Company with him. The said agreement, inter-alia, contains the following material, terms and conditions:

The major terms and conditions of the appointment are listed herein below:

- 1) Commission: payable at such intervals as may be decided by the Board of Directors;
- 2) Medical reimbursement: Reimbursement of actual expenses for self and family and/or allowance will be paid as decided by the Board of Directors from time to time;
- 3) Leave Travel Allowance
- 4) Other benefits – as per the rules of the Company:
 - A. Personal accident insurance
 - B. Earned/Privileged Leave
 - C. Gratuity
 - D. Leave Encashment
 - E. Company car and telephone (including mobile)
- 5) Period of appointment: Five years beginning from April 10, 2019 ending on April 9, 2024;
- 6) The appointment may be terminated by either party by giving three months' notice in writing of such termination or as may be mutually agreed between the parties;
- 8) Mr. Naresh Padir (DIN 08379067) shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors;

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ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT OR RE-APPOINTMENT

[In pursuance of regulation 36(3) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2]

Name of Director	Mr. Naresh Padir	Mr. Laxmikant Kabra
Director Identification No.	08379067	01587154
Date of Birth	January 01, 1997	March 09, 1969
Date of appointment on Board	April 10, 2019	March 01, 2011
Nationality	Indian	Indian
Qualifications	Under graduate	He is a is a Fellow member of the Institute of Chartered Accountants of India (ICAI) and is a commerce graduate from University of Mumbai
Expertise in specific functional areas	He is having over 4 years of experience in the field of HR & Admin and have hands on knowledge to look over day to day affairs of industry.	He has experience of over 25 years in the field of Income Tax, Company Law, Finance, Audit and Assurances services and Banking. During his tenure he has worked with Public Limited Companies such as Ficom Organics Limited and Rishiroop Rubber International Limited. Since Last 14 years, he has his own practice as a Chartered Accountant in Mumbai under the firm name M/s Laxmikant Kabra & Co., Chartered Accountants.
List of Directorships held in Other Companies (Excluding Foreign, Private and Section 8 Companies)	NA	1) Narendra Investments (Delhi) Limited 2) Omkar Speciality Chemicals Limited
Memberships/ Chairmanships of Committees across Public Companies including Amarnath	Nil	1) Member of Audit Committee and CSR Committee in Omkar Speciality Chemicals Limited. 2) Member of Audit Committee and Nomination and remuneration Committee in Amarnath Securities

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Securities Limited		Limited 3) Member of Nomination and remuneration Committee in Narendra Investments (Delhi) Limited. 4) Chairman of Stakeholder Committee in Amarnath Securities Limited
Number of shares held in Amarnath Securities Limited	Nil	Nil
Relationships between the Directors inter-se	None	None

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PROXY FORM

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

Amarnath Securities Limited

CIN: L67120GJ1994PLC023254

Registered office: 1/104, Sarthak, Opp. C. T. Centre,

B/h. Swastik Cross Road, C.G. Road, Ahmedabad – 380 009

[CIN: L67120GJ1994PLC023254] [Email: amarnathsecurities@gmail.com]

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

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

1. Name:.....Address:.....

E-mail Id:.....Signature:.....or failing him;

2. Name:.....Address:.....

E-mail Id:.....Signature:.....or failing him;

3. Name:.....Address:.....

E-mail Id:..... Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Monday, August 05, 2019 at 11.00 a.m. at 1/104, Sarthak, Opp. C. T. Centre, B/h. Swastik Cross Road, C.G. Road, Ahmedabad – 380 009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion Number	Description	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the financial year ended 31 st March, 2019.		
2	Re-appointment of Mr. Laxmikant Kabra (holding DIN 00061346) who retires by rotation and being eligible, seeks re-appointment.		
Special Business			
3	Appointment of Mr. Naresh Padir (DIN 08379067) as a Whole-Time Director, for a period of five years.		

Signed this..... day of..... 2019

AFFIX

Re. 1/-



Amarnath Securities Limited

Registered office: 1/104, Sarthak, Opp. C. T. Centre,
B/h. Swastik Cross Road, C.G. Road, Ahmedabad – 380 009
[CIN: L67120GJ1994PLC023254] [Email: amarnathsecurities@gmail.com]
[Website: www.amarnathsecurities.com] [Tel No. +91(022) 49701092]

ATTENDANCE SLIP

25th Annual General Meeting – August 05, 2019

Registered Folio No. / DP ID No. / Client ID No.:

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Number of shares held:

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DP ID.
Client ID.

Folio No.
No. of Shares

Name and address of Shareholder/Proxy holder

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on 5th August, 2019 at 1/104, Sarthak, Opp. C. T. Centre, B/h. Swastik Cross Road, C.G. Road, Ahmedabad – 380 009 at 11.00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Name of Member/Proxy

Member's/proxy Signature

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)



ROUTE MAP – AGM

Direction for the 25th Annual General Meeting of Amarnath Securities Limited to be held at 1/104, Sarthak, Opp. C. T. Centre, B/h. Swastik Cross Road, C.G. Road, Ahmedabad – 380 009 on Monday, 5th day of August, 2019 at 11:00 a.m.

