

NAYSAA SECURITIES LIMITED

Regd. Office: 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai – 400062

CIN: L67120MH2007PLC175208, Web: www.naysaasecurities.com,

Email: vikram@naysaasecurities.com, Tel: 022-2679 1802,

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 12th Annual General Meeting of **Naysaa Securities Limited** will be held on Monday, 30th September, 2019 at 10.00 A.M at the Registered office of the Company at 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai – 400062 to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Jayantilal Hansraj Lodha having directors identification number 01804241, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. M.K. Singhal & Co., Chartered Accountants, who given their consent to act as Auditors of the Company as well as written certificate indicating the conditions satisfied by the Auditor to the effect that their appointment will be in accordance with the criteria provided in section 141 of the Companies Act, 2013, be and are hereby re-appointed as Auditors of the Company for a period of 5 years from the conclusion of this Annual General Meeting, and they shall hold office as auditors of the Company until the conclusion of the AGM of the Company to be held in the year 2024 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Chairman of Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

4. 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 149 (1) & 152 (5) and other Applicable provisions, if any, of the Companies Act, 2013 including any modification or reenactment thereof Mr. Bhavin Kanti Gala (DIN: 07190995) who was appointed as an independent Director of the Company with effect from 19th June, 2015 and who has submitted declarations that he is eligible for re-appointment and that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 years commencing from the date of this Annual General Meeting.”

BY ORDER OF THE BOARD
For NAYSAA SECURITIES LIMITED

PLACE: Mumbai
DATE: 5th Septmber,2019

(Jayantilal Lodha)
CHAIRMAN

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. 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 proxy on behalf of Member's not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a Member holding more than ten percent (10%) 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 proxy for any other person or shareholder.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ reappointment.
4. The route map showing directions to reach the venue of the 12thAGM is annexed.
5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Chairman, so as to reach the registered office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
7. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
8. The Register of Members and the Share Transfer Books shall remain closed from Wednesday, 25th day of September, 2019 to Friday, 27th day of September, 2019 (both days inclusive) for the purpose of AGM
9. 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 their PAN to their Depository Participants with

whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare.

10. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2018-19 are being sent in the permitted mode. Members may further note that the said documents will also be available on the Company's website www.naysaasecurities.com for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.
11. Members/ Proxies are requested to bring their duly filled Attendance Slips sent herewith at the meeting.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Since the Company falls under the category of companies referred to in Chapter XB of SEBI (ICDR) Regulations, 2009 and pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 (2) the Companies (Management and Administration) Rules, 2014, the provisions of e-voting shall not apply to the Company.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4:

Mr. Bhavin Kanti Gala (DIN: 07190995) was appointed as an Independent Director on the Board of the Company on 19th June 2015.

In terms of Section 149 of the Companies Act, 2013 (the Act) read with the relevant Rules, he holds office as an Independent Director up to the date of the ensuing Annual General Meeting however it is proposed to re-appointment them as Independent Directors for the second term. He will be appointed as a Non-Executive Independent Director on the Board of the Company pursuant to the provision of Section 149 of the Act read with the relevant Rules and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per Sections 149 and 152 and other applicable provisions read with the Schedule IV of the Companies Act, 2013, the re-appointment of Mr. Bhavin Kanti Gala is now being placed before the Members for their approval by way of special resolution for the second term of 5 years commencing from this Annual General Meeting.

The Board of Directors had evaluated the performance of all the Independent Directors on the Board and has determined to continue with the term of appointment of the Independent Director.

The Company has received declaration from Mr. Bhavin Kanti Gala that he is eligible for re-appointment and that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Bhavin Kanti Gala fulfils the conditions specified in the Act and the rules framed there under for appointment as Independent Director and he is Independent of the Management. The Board also considers that his continued association would be of Immense benefit to the Company and it is desirable to continue to avail services of all of them as Independent Directors on the Board of the Company and not liable to retire by rotation.

The Copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day excluding Saturdays and Sundays. They are also posted on Company's website - www.naysaasecurities.com.

Brief Profile along with other details of said Director is provided in the Report on Corporate Governance forming part of the Annual Report.

Accordingly, the Board recommends the Resolution Set out in Item No. 4 of the Notice for the approval by the Members of the Company as a Special Resolution.

Save and except, Mr. Bhavin Kanti Gala being appointee to his respective reappointment, none of the Directors, Manager or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

BY ORDER OF THE BOARD
For NAYSAA SECURITIES LIMITED

PLACE: Mumbai
DATE: 05,Sept 2019

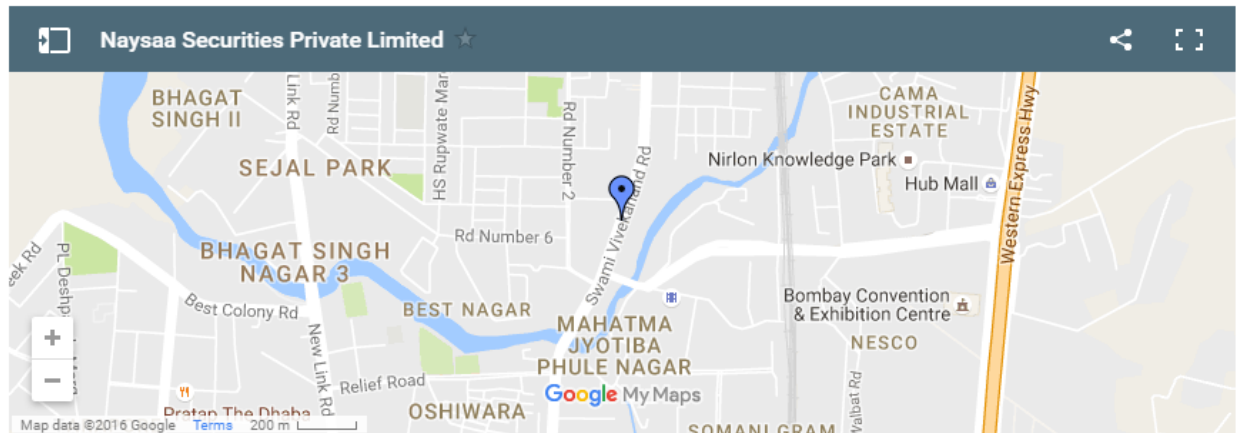
(Jayantilal Lodha)
CHAIRMAN

ANNEXURE TO ITEM 4 OF THE NOTICE
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Additional information on directors recommended for appointment/re-appointment as required under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Appointee	Bhavin Kanti Gala
Designation	Non - Executive, Independent Director
Age	33
Nationality	Indian
Date of Appointment on the Board	19/06/2015
Qualification	B.com
Nature of Expertise	Analyst in Capital Market
Experience	11 years of experience in Capital Market
Directorships held in other companies	NIL
Chairmanship/Memberships of Committees	NIL
Shareholding in the Company	NIL

Route map for the venue of the 12th AGM is as below:



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PROXY FORM (Form No. MGT- 11)

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

Name of the Member(s):

Registered address:

E-mail ID: _____ Folio No. / Client ID: _____ DP ID : _____

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 12th Annual General Meeting of the Company, to be held on _____ the _____, 2019 at ____ a.m. at the Registered office of the Company at 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai – 400062 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	1 To consider and adopt the Balance Sheet as at 31 st March, 2019, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
	2. Re-appointment of M/s. M. K. Singhal & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.
	3. To appoint a director in place of Mr. Jayantilal Hansraj Lodha who retires by rotation and being eligible offers herself for re-appointment.
Special Business	4. To reappoint Mr. Bhavin Kanti Gala as an Independent Director

Signed this _____ day of _____ 2019

Signature of Shareholder(s) _____ Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix
Revenue
Stamp

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ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting of the Company held on ___ (day), the ____ (date) at ___ a.m.

DP Id No.	
Clint Id No.	

Folio No.	
No. of Shares	

Name of the attending member _____

Name of the Proxy _____
(If proxy attends instead of member)

I hereby register my presence at the 12th Annual General Meeting of the Company held on _____, _____, 2019 at ___ a.m. at the Registered office of the Company at 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai – 400062

Signature of the Member/Proxy

Notes:

1. Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting.
2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the Meeting.