

NOTICE OF 25th ANNUAL GENERAL MEETING

Notice is hereby given that the **25th Annual General Meeting** of the members of **M/s Ranjit Securities Limited** will be held on **Monday, 30th September, 2019 at 03.00 P.M.** at Registered office of the Company, **317-318, Transport Nagar, Scheme 44, Indore, M.P. 452014** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet as at 31st March, 2019 and Statement of Profit and Loss and Cash flow Statement for the financial year ended 31st March, 2019 along with schedules appended thereto, and the reports of the Boards and Auditors thereon on that date.
2. To appoint a director in place of **Mrs. Ranjeet Hora Kaur (DIN: 00200028)**, who retires by rotation and being eligible offers herself for re-appointment and in this regard, pass the following resolution as Ordinary Resolution.

SPECIAL BUSINESS:

1. To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**: **"RESOLVED THAT** as recommendation by Nomination and Remuneration Committee of the Board and pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, and read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company the consent of the Company be and is hereby accorded to re-appoint Mr. Taranjeet Singh Hora as the Managing Director (DIN: 00200864) of the Company for his 2nd term for a period of Five years with effect from December 1st 2019 on the total monthly remuneration upto Rs. 1,00,000/- p.m.

FURTHER RESOLVED THAT where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid or granted to Mr. Taranjeet Singh Hora (DIN: 00200864) as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II A of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof".

FURTHER RESOLVED THAT Mr. Taranjeet Singh Hora, Managing Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company."

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized

to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable the break of salary and increments, incentives within the aforesaid limits during the period of his tenure and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution for and on behalf of the Company from time to time.

By Orders of the Board

Ranjit Securities Ltd.

Durga Ratnani

ACS: 56895

Place: Indore

Date: 14th August, 2019

CIN: L67120MP1994PLC008680

**317-318, Transport Nagar, Scheme 44,
Indore, M.P. 452014**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ATTACHED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 25th ANNUAL GENERAL MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 IN NUMBERS AND HOLDING IN AGGREGATING 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 CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.
3. The Register of members and Share Transfer Book of the company shall remain closed from Tuesday the September 24th, 2019 to Monday the September 30th, 2019 (both days inclusive).
4. Members are requested to intimate immediately any change in their addresses to the Registrar and Share Transfer Agents of the Company.
5. Shareholders seeking any information are requested to write to the company by email at compliance@ranjitsecurities.com of the Company at least 7 days in advance so, as to enable the Company to keep the information ready.
6. Members are requested to notify immediately any change in their address and email ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at **M/s Universal Capital Securities Pvt. Ltd.** Registered office: 21, Shakil Niwas, Mahakali Caves Road, Mumbai - 400093 Maharashtra.
7. Members may also note that the Annual Report for FY 2018-19 will be hosted on Company's website www.ranjitsecurities.com

8. Shareholders are requested to bring their copies of the Annual Report to the meeting along with the attendance slip.
9. The members holding shares in identical order of names in more than one folio are requested to write to Registrar and Share Transfer Agent of the Company to consolidate their holding in one folio.
10. The members are requested to quote their Folio number in all correspondence.
11. The documents referred to in this notice/Explanatory Statement are open for inspection by the members at the principal office of the Company during the business hours of the Company on any working day except Saturday, between 11:00 A.M and 01:00 P.M up to the last date of the Annual General Meeting.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
13. Corporate members are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the annual general meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
15. Electronic copy of the Annual Report for the financial period ended 31.03.2019 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 address, physical copy of the Annual Report is being sent in the permitted mode.

16. Instructions on E-Voting:

- a) In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- b) The company is pleased to provide e-voting facility to Central Depository Services (India) Limited for all shareholders of the company to enable them to cast their votes electronically on the items mentioned in this notice of the 25th Annual General Meeting of the company.
- c) The company has appointed **Mrs. Shiwali Jhanwar (ACS NO. 40572, CP: 17259), Company Secretary as scrutinizer** for conducting the e- voting process in a fair and transparent manner. E-voting is optional. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019.
- d) The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e) **The cut-off date for the purpose of voting (including remote e-voting) is 23rd September, 2019.**
- f) The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:-

Commencement of remote e-voting	09.00 A.M. (IST) on 27th September, 2019
End of remote e-voting	05.00 P.M. (IST) on 29th September, 2019

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should 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	<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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

(g) The instructions for shareholders voting electronically are as under:

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (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, Windows and Apple smart phones. 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 Corporate.
- 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.
- 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.

Place: Indore
Date: 14th August, 2019

CIN: L67120MP1994PLC008680
317-318, Transport Nagar, Scheme 44,
Indore, M.P. 452014

Statement Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO. 1:

Mr. Taranjeet Singh Hora (DIN: 00200864), aged 61 years, is a co-promoter and Managing Director of the Company and having over 25 years of industry experience in the field of finance and real estate. He is graduate in Arts and have expertise in management and administration. His current term of appointment as a Managing Director of the Company will expire on 10/12/2019. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Taranjeet Singh Hora should be available to the Company for a further period of five years with effect from December 1st 2019.

The Company requires full time Personnel to take the operations further. In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on August 14th, 2019, re-appointed the as the Managing Director and whole-time Director respectively of the Company for a further period of five years with effect from December 1st, 2019, on the remuneration as set out in the respective resolutions.

Mr. Taranjeet Singh Hora being the appointee and Mrs. Ranjit Kaur Hora being his Spouse and Mr. Harman Singh Hora being his Son of the Managing Director may be deemed to be financially or otherwise concerned or interested in the aforesaid respective resolutions. Except that none of other directors, Key Managerial Personnel or their relatives are concerned or interested in the aforesaid resolutions.

In terms of the provisions of the Companies Act, 2013, the appointment of the Managing Directors fulfils the conditions of the Schedule V of the Companies Act, 2013 therefore it needs to be approved by the members at the General Meeting, your Board recommends to pass suitable resolutions as placed under the Item No. of the notice as special resolutions under Special Business heading.

By Orders of the Board
Ranjit Securities Ltd.
Durga Ratnani
Company Secretary cum Compliance officer
ACS: 56895

Brief profile of the Director seeking re-appointment as per Item No. 2 (Ordinary Business) of the Notice at the ensuing Annual General Meeting, Regulation 36(3) of SEBI (LODR) Regulation, 2015 and the Companies Act, 2013 are as under:

Name of Director	Mrs. Ranjeet Kaur Hora
Director Identification Number	00200028
Date of Birth	06/01/1960
Date of Appointment	12/07/1997
Expertise / Experience in specific Functional areas	18 years experience in Administration and Management
Qualification	B.Com
No. & % of Shares held	401900 & 15.29%
List of outside Company's directorship held	-
Chairman / Member of the Committees of the Board, Directors of other Companies in which she is director	Yes
Relations with the another directors of the Company	Spouse of Mr.Taranjeet Singh Hora and Mr. Harman Singh Hora Son of Mrs. Ranjeet Kaur Hora

Brief profile of the Managing Director seeking re-appointment as per Item No. 1 (Special Business) of the Notice at the ensuing Annual General Meeting, Regulation 36(3) of SEBI (LODR) Regulation, 2015 and the Companies Act, 2013 are as under:

Name of Director	Mr. Taranjeet Singh Hora
Director Identification Number	00200864
Date of Birth	17/06/1958
Date of Appointment	30.06.1994
Expertise / Experience in specific Functional areas	25 years experience in Management, Administration & Finance
Qualification	B.A
No. & % of Shares held	389700 & 14.5%
List of outside Company's directorship held	1.Intelligent Development Agency Pvt.Ltd 2.TDS Infra Estate Developers Pvt.ltd 3.Green Age Medical Superspecialist Pvt. Ltd
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director	Yes
Relations with the another directors of the Company	Spouse of Mrs. Ranjeet Hora Kaur and Mr. Harman Singh Hora Son of Mr. Taranjeet Singh Hora