

Ikab Securities & Investment Limited

CIN No.: L17100MH1991PLC059848

Regd. Office: Raja Bahadur Compound, Building No. 5, 43 Tamarind Lane, Mumbai – 400001

Tel No.:022-40463500, Fax No.:022-40463502, Email: info@ikabsecurities.com

NOTICE

Notice is hereby given that the Twenty - Fourth Annual General Meeting of the Members of Ikab Securities & Investment Limited will be held at Raja Bahadur Compound, Building No. 5, 2nd floor, 43 Tamarind Lane, Fort, Mumbai – 400 001 on Monday, September 28, 2015 at 12:30 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2015 and the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Prerit Damani (DIN: 00015362) who retires by rotation and is eligible for re-appointment, offers himself for re-appointment
3. 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Aalok Mehta & Co. Chartered Accountants (Firm Registration No. 126756W), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable out of pocket expenses incurred by them for the purpose of audit.”

Special Business:

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

“RESOLVED THAT pursuant to the provisions of sections 196 and 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the payment of remuneration to Mr. Anil Bagri (DIN: 00014338), Managing Director of the Company for the residual period of his tenure with effect from 16th July 2015 upto 15th July 2017 on a monthly remuneration of up to Rs. 2,00,000/- including salary, perquisites and other allowance as approved by the Nomination & Remuneration Committee.

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to vary any of the terms of remuneration in consultation with the Managing Director provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and / or the provisions of law as may be applicable thereto from time to time."

“FURTHER RESOLVED THAT Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLCABLE.

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2. The Register of Members and Share Transfer books of the Company will remain closed from 25th September, 2015 to 28th September, 2015 (both days inclusive).
3. Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business of the Notice, is annexed hereto.
4. Members are requested to notify promptly any change in their addresses to the Company's Registrar and Share Transfer Agent i.e. Satellite Corporate Services Pvt. Ltd. The shares of the Company are available for dematerialization
5. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
6. Members seeking further information on the financial accounts are requested to write to the Company at least seven days before the meeting, so that relevant information can be kept ready at the meeting.
7. In terms of Section 124 of the Companies Act, 2013 (Corresponding to Section 205A (5) of the Companies Act, 1956), dividends remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid / unclaimed dividend account of the Company shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government. Members are requested to seek early settlement of claim for payment of unpaid dividend from the Company. Members may please note that no claim of the transferred unclaimed/ unpaid dividend shall lie against the Company after transfer of the amounts to the said fund.
8. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Shareholders holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Shareholders holding share in physical form can submit their PAN details to the Company.
9. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2014-15 will also be available on the company's website: www.ikabsecurities.com for download.
10. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same.
11. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Satellite Corporate Services Pvt. Ltd. / Depositories.
12. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at a Meeting.
13. **VOTING THROUGH ELECTRONIC MEANS:**
In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at a Meeting.

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

1. In case of members receiving e-mail:
 - (i) Log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter

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Folio Number registered with the Company and then enter the **captcha code** as displayed and Click on Login.

- (v) 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. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in 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)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.	

- * 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 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. e.g: if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
- # Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Company
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and **captcha code** click on Forgot Password & enter the details as prompted by the system.
 - (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and can also email to info@ikabsecurities.com
2. 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.co.in under help section or write an email to helpdesk at evoting@cdslindia.com.
14. The voting through electronic means will commence on Friday, 25th September, 2015 at 10:00 a.m. and will end on Sunday, 27th September, 2015 at 5:00 p.m. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting system shall be disabled for voting thereafter.
 15. The Company has appointed Ms. Shalini Bhat, (Membership No. FCS 6484) failing her Mr. J.U.Poojari, Practicing Company Secretary (Membership No. FCS: 8102) to act as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
 16. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date 20th September, 2015. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting, voting through ballot form as well as voting at the meeting. The members who have not cast vote through remote e-voting or through ballot form shall be entitled to vote at the meeting.
 17. Members who do not have access to e-voting facility may requisite a physical Ballot Form from the company and send duly completed Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Shalini Bhat, Practicing Company Secretary, (Membership No. FCS 6484), at the address of the Registrar and Share transfer agent of the Company, M/s Satellite Corporate Services Pvt. Ltd., B- 302, Sony Apartment, Opp. ST Jude High School, Off. Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072 not later than September 27, 2015 (5:00 pm IST). Ballot Form received after this date will be treated as invalid.
 18. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
 19. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 20. The Results submitted by the Scrutinizer shall be announced by the Chairman or any person authorized by him on Tuesday, 29th September, 2015. The results declared along with the Scrutinizer’s report, will be communicated to the BSE Limited where the shares of the

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Company are listed and posted on the Company's website and on www.cdslindia.com within two days of announcing the results.

21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m to 6.00 p.m) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

By Order of the Board

Anil Kumar Bagri
Managing Director

Regd. Office:

Raja Bahadur Compound, Bldg No. 5, 2nd Floor,
43 Tamarind Lane, Fort, Mumbai – 400 001

Date: May 29, 2015

Annexure to Notice

Explanatory Statement Pursuant to Section 102(2) of the Companies Act, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business under Item No. 4 of the accompanying Notice dated May 29, 2015.

Item No. 4:

The Board of Directors of the Company had appointed Mr. Anil Bagri as Managing Director of the Company for a period of five years with effect from 16th July, 2012. In accordance with the erstwhile provisions of the Section 269, 198, 309 read with Schedule XIII of the Companies Act, 1956, the payment of remuneration to Mr. Anil Bagri had been approved for a period of three years upto July 15, 2015.

I. General Information:

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| (1) Nature of industry | NBFC |
| (2) Date or expected date of commencement of commercial production | The Company has been in the business for many years. |
| (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | Not Applicable |
| (4) Financial performance based on given indicators: Rs. in lakhs | |

	2012-13	2013-14	2014-15
Turnover	874.68	1,086.44	1,902.18
Net Profit / (Loss) as per Profit & Loss account	18.56	(13.17)	(1.48)
Amount of Dividend paid	0	0	0
Rate of Dividend declared	0	0	0
Earnings before interest, depreciation & taxes	50.91	2.55	45.47
% of EBIDT to turnover	5.82%	0.23%	2.39%

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| (5) Export performance and net foreign exchange collaborations | - |
| (6) Foreign investments or collaborators, if any. | N.A. |

II. Information about the appointee:

- | | |
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| (1) Background details | Name: Mr. Anil Bagri
Designation: Managing Director
Father's name: Mr. Indra Kumar Bagri
Qualifications: B.A.(Eco)
Experience: 21 years |
| (2) Past remuneration | Same as proposed in the resolution. |
| (3) Recognition or awards | Past President of Association of All India Exchange Members of India (ANMI) |
| (4) Job profile and his/her suitability | The Managing Director shall be responsible for the business development of the Company and to do all acts and things, which, in the ordinary course of business, he considers necessary or proper or in the interest of the Company.
Considering the above and having regard to, qualifications, ability and experience and looking to the business requirement the appointment and proposed remuneration is in the interest of the Company. |
| (5) Remuneration proposed | Up to Rs. 2,00,000/- p.m. including salary, perquisites and other allowance |
| (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin) | Compared to the remuneration with respect to the other companies engaged in similar kind of business, the remuneration proposed to be paid is very low. |
| (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | The Managing Director is the promoter of the Company and is related to Mr. Indra Kumar Bagri and Mr. Abhishek Bagri, Directors of the Company. |

III. Other information:

- | | |
|---|--|
| (1) Reasons of loss or inadequate profits | The Company has to compete with the other companies engaged in similar kind of business. However the efforts are on to improve the profitability of the Company. |
| (2) Steps taken or proposed to be taken for improvement | By encashing the increasingly good business opportunities, the turnover of the Company and its profitability are likely to increase further. |

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- (3) Expected increase in productivity and profits in measurable terms. Increase in the turnover and encashing good business opportunities, the Company expects to make good profits.

The Board of Directors of the Company approved the payment of remuneration to Mr. Anil Bagri, Managing Director for the residual period of his tenure with effect from 16th July 2015 up to 15th July 2017 on a monthly remuneration of up to Rs. 2,00,000/- including salary, perquisites and other allowance as approved by the Nomination & Remuneration Committee, subject to the approval of the Shareholders in general meeting.

Where in any financial year during the currency of the tenure of the Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Managing Director, the above Salary and perquisites not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration.

Additional information required to be given along with a Notice calling General Meeting as per Part II of Schedule V of the Companies Act, 2013 is given hereunder:

The Board commends the approval by the members of the special resolution for payment of remuneration to Mr. Anil Bagri.

Mr. Anil Bagri is concerned or interested in the said Resolution as it relates to payment of remuneration to him. Mr. Indra Kumar Bagri and Mr. Abhishek Bagri being relatives of Mr. Anil Bagri are also deemed to be interested or concerned in the said resolution. None of the other Directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution.

By Order of the Board

Anil Kumar Bagri
Managing Director

Regd. Office:

Raja Bahadur Compound, Bldg No. 5
2nd Floor, 43 Tamarind Lane
Mumbai – 400 001

Date: May 29, 2015