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## NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of the Company will be held on Monday the 25<sup>th</sup> November, 2019 at the registered office of the Company at N-115, 1<sup>st</sup>Floor, Manipal Center, Dickenson Road, Bangalore – 560042 at 4.00 p.m. to transact the following business:

### SPECIAL BUSINESS

1. **CLOSURE OF STOCK BROKING BUSINESS AND SURRENDER OF STOCK BROKER MEMBERSHIP OF THE COMPANY TO STOCK EXCHANGE:**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), for complete closure of the Stock Broking business and surrender of Stock Exchange memberships of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise and execute necessary documents with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to closure of the undertaking of the Company relating to stock broking business as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

By Order of the Board  
FOR MEMG SECURITIES LIMITED

*Sd/-*

D Sreepathi  
Whole Time Director  
DIN :00958235

Date: 10.10.2019  
Place: Bangalore

## NOTES:

1. The statement pursuant to section 102(1) of the Companies Act, 2013 with respect to the **special business** set out in the notice is annexed.
2. The voting rights of shareholders as on the cut-off date i.e. 18.11.2019 in case on a show of hands, every holder of equity shares entitled to vote and present in person shall have one vote and on a poll the voting right of every holder of equity share whether present in person or by proxy, shall be in proportion to his share of the paid-up equity capital of the company. 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. The facility of e-voting would be provided once for every folio /client id, irrespective of the number of joint holders. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that 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 proxy for any other person or shareholder.

The proxy form duly completed and signed should be deposited at the registered office of the company at least 48 hours before the commencement of the meeting. The instrument of proxy is valid only for the Extra-Ordinary General Meeting and any adjournment thereof. A proxy form is enclosed.
4. Members/proxies should fill in the attendance slip for attending the meeting. Members are requested to bring their attendance slip. The proxy shall carry his / her / their Identity proof for attending the meeting to proof his/her/their credentials in terms of the Secretarial Standards.
5. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your e-mail address with your Depository Participant to enable us to send you the Notice and any other communications via email.

All the shareholders holding shares in physical mode who have not registered their e-mail addresses so far are requested to register their e-mail address to the RTA / Company for receiving all aforesaid communication from the Company, electronically.

The Notice of the EGM, Attendance Slip, Proxy Form along with the process, instructions and the manner of conducting e-voting are being sent by electronic mode only to all those members whose email addresses are registered with the Company / Depository Participant(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 Notice are being sent in the permitted mode. The documents referred to above, if any, are also available on the Company's website: [www.memgsecurities.com](http://www.memgsecurities.com).
6. As an austerity measure copies of the Notice of the EGM will not be distributed at the meeting. Members are requested to bring their copy of Notice to the Meeting.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of the 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 their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/R&TA. Members are requested to intimate the Company of any change in their registered address
8. The notice of Extra-Ordinary General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 18.10.2019.
9. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 18.11.2019 are requested to send the duly signed written / email communication to the Company at the registered office and to the RTA at their address mentioned in the Notice by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 18.11.2019. A person who is not a member as on cut-off date should treat this notice for information purpose only.
10. **The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 19<sup>th</sup> day of November, 2019 to Monday, the 25<sup>th</sup> day of November, 2019 (both days inclusive) for the purpose of this EGM.**
11. Relevant documents referred to in this Notice is open for inspection by the members at the Registered Office of the Company during business hours.
12. **Voting Through Electronic Means**
  - I. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting vote through the electronic voting system ("remote voting") under an arrangement with The Central Depository Services (India) Limited ("CDSL") as specified more particularly in the instruction hereunder provided that once the vote on a Resolution is casted through e-voting, a Member shall not be allowed to change it subsequently.
  - II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting,

then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, 22<sup>nd</sup> November, 2019 at 10.00 a.m. (IST) and ends on Sunday, 24<sup>th</sup> November, 2019 at 5.00 p.m.(IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18.11.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.  
Shareholders who have already voted prior to the meeting date (by remote e-voting) shall not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on “Shareholders” tab.
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for the said demat account or folio in dd/mm/yyyy format.
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 Bank Details in order to login. If the details are not recorded with the depository or company then 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.
- (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 <MEMG 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 same 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) Note for Non-Individual Shareholders & Custodians:

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.

The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

- (xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.

13. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [girishadesai@hotmail.com](mailto:girishadesai@hotmail.com) with a copy mark to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and the same may also be send to the Scrutinizer in physical mode also on or before 24.11.2019 upto 5.00 p.m. without which the vote shall not be treated as valid.
14. The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting. However, in case the members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.
15. Mr. Girish. A. Desai, Practising Company Secretary has been appointed as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a consolidated Scrutinizer’s Report (which includes remote e-voting and voting as may be permitted at the venue of the EGM by means of ballot paper/poll) 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 and declare the results of the voting forthwith.
16. Subject to casting of requisite number of votes in favour of the resolution, the resolution shall be deemed to be passed on the date of Extra-Ordinary General Meeting of the Company.
17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.memgsecurities.com](http://www.memgsecurities.com) and on the website of CDSL immediately after declaration of results of passing of the resolution at the Extra-Ordinary General Meeting of the Company.
18. As per Secretarial Standard 2 route-map to the venue of the AGM is annexed for the convenience of the members.

**EXPLANATORY STATEMENT TO THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY TO BE HELD ON MONDAY THE 25<sup>TH</sup> DAY OF NOVEMBER, 2019 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1: CLOSURE OF STOCK BROKING BUSINESS AND SURRENDER OF STOCK BROKER MEMBERSHIP OF THE COMPANY TO STOCK EXCHANGE**

**1. THE NATURE OF CONCERN OR INTEREST, FINANCIAL OR OTHERWISE, IF ANY, IN RESPECT OF EACH ITEMS OF –**

- (i) EVERY DIRECTOR AND THE MANAGER, IF ANY – Nil
- (ii) EVERY OTHER KEY MANAGERIAL PERSONNEL – Nil
- (iii) RELATIVES OF THE PERSONS MENTIONED IN SUB-CLAUSES (i) AND (ii) – NIL

**2. ANY OTHER INFORMATION AND FACTS THAT MAY ENABLE MEMBERS TO UNDERSTAND THE MEANING, SCOPE AND IMPLICATIONS OF THE ITEMS OF BUSINESS AND TO TAKE DECISION THEREON –**

The Company was initially incorporated with the name “ICDS Securities Limited” on May 30, 1995. Subsequently, the Company changed its name from “ICDS Securities Limited” to “MEMG Securities Limited” with effect from October 28, 2015 through shareholders’ approval at the Annual General Meeting held on September 14, 2015.

The Company has been registered with the Securities Exchange Board of India (“SEBI”) as a stockbroker under the SEBI (Stockbrokers and Sub-brokers) Regulation, 1992 and is engaged in the business of stock broking.

On June 20, 1997, the Company had made a public offer for 7,47,800 equity shares of Rs. 10/- each and was subsequently listed on the Over-the-Counter Exchange of India (“OTCEI”) vide execution of Listing Agreement dated July 27, 1997 with the OTCEI. The Company continued to be a listed entity till November 11, 2014. Post listing of equity shares on OTCEI, there has been no transactions on the exchange for about 17 years, as a result of lack of market liquidity and issues with the OTCEI’s business operations.

Subsequently, OTCEI was de-recognized by SEBI vide its order dated March 31, 2015. Prior to the de-recognition of OTCEI, the Companies listed on the OTCEI were given the option to either (a) further raise capital and get listed on nationwide stock exchange; (b) opt for voluntary delisting; or (c) If (a) or (b) are not opted, the Company by default would be moved to the Dissemination Board of the Bombay Stock Exchange (“DBBSE”).

As the Company could not raise capital for listing on the nationwide stock exchange nor could it opt for voluntary delisting, the Company by default was moved to the DBBSE on November 12, 2014.

Thereafter, SEBI issued circulars dated April 17, 2015 and October 10, 2016, providing an exit opportunity to the exclusive listed companies on DBBSE, wherein, the promoters of the Company could buy the shares of the Company held by the public shareholders at an exit price as determined by a valuation report from an independent valuer. Accordingly, on February 2, 2017, Manipal Education and Medical Group India Private Limited (“Promoter”), gave a public announcement regarding the exit opportunity to all its public shareholders to acquire 15,37,305 Equity Shares, representing 43.20% of the paid-up equity share capital of the Company at an Exit Price of Rs. 14.18/- per equity share and the exit offer was open from February 27, 2017 to March 4, 2017.

A declaration was also made about the liability of the promoter to acquire the shares of the shareholders, who have not offered their shares under exit offer up to a period of one year from the completion of offer which existed from March 5, 2017 to March 4, 2018 (“Exit Period”), at the same exit offer price of Rs. 14.18/- per equity share and the exit offer letter to this effect had been dispatched to all the public shareholders of the Company, as on the cutoff date of January 18, 2017.

Accordingly, through this exit option, the Promoter of the Company acquired 6,45,940 equity shares from 116 shareholders (representing 18.15% of the paid-up equity share capital) out of an offer amounting to 15,37,305 Equity Shares (representing 43.20% of the paid-up equity share capital).

Thereafter, the Company was removed from the DBBSE with effect from January 11, 2018. Post removal from the DBBSE, the Company had 1,241 number of shareholders as on March 31, 2018. The company has become an unlisted public company and is in compliance with the regulatory requirements under Ministry of Corporate Affairs till date.

In order to give an exit opportunity to the non-promoter shareholders of the Company who hold equity shares of the company which are unlisted and lack liquidity, the Company at its 23rd Annual General Meeting held on September 26, 2018 approved the consolidation of face value of equity shares of the company from Rs.10/- per equity share to Rs. 20,00,000/- per equity share

and the same was subject to approval by the Honorable Bengaluru Bench of National Company Law Tribunal (“NCLT, Bengaluru Bench”) by the scheme of consolidation of face value. Accordingly, an application was made by the Company to the Honorable NCLT, Bengaluru Bench and the petition bearing no. C.P. No. 18/BB/19 was admitted. The Honorable NCLT, Bengaluru bench has denied approval for the said petition of the company vide its Order dated September 26, 2019.

Members of the Company to note that the shareholders attendance in the General Meetings held by the Company had been minimal even though proper intimation of holding meeting have been given by the Company. Further the Company has been unprofitable for the past few years with declining revenues from Client Broking business and the expenses that entail to comply with various regulatory authorities is not commensurate to the earnings and size of the company.

The Company through its directors’ report has been keeping the members informed of the depleting state of affairs of the Company’s stock broking business as a result of regulatory reforms, volatile markets prolonged global trade wars and competitive markets.

Also, the regulatory changes brought in by SEBI for the Stockbrokers in the past year has resulted in substantial increase in compliance costs and thus the business environment for securities broking has become very tough. This has resulted in smaller brokers offering client brokerage businesses unviable. With the implementation of the SEBI circular dated June 20, 2019 w.e.f. October 1, 2019 (after giving 30 days extension from the original implementation date of September 1, 2019) the client brokerage business for the Stock Brokers without having their own Depository Participant and fully integrated & automated Risk management trading facilities has become unviable and this has forced the Board of Directors to go for temporary suspension of the Client Broking intermediary business through the Stock Exchange membership of the company. Further most of the employees of the company who were associated with this business have resigned from the services.

The Company can pursue agency business for distribution of Third-Party financial products and the Board would look for possible business opportunities, as it may deem fit.

The members of the Company may now decide on the future actions including option to surrender the stockbroker membership registration and get the membership deposits released so that the same can be used for any other business opportunity that may arise in the near future.

**3. WHERE ANY ITEM OF BUSINESS REFERS TO ANY DOCUMENT, WHICH IS TO BE CONSIDERED AT THE MEETING, THE TIME AND PLACE WHERE SUCH DOCUMENT CAN BE INSPECTED**

Documents relating to this resolution are maintained at the registered office of the Company and is open for inspection during office hours.

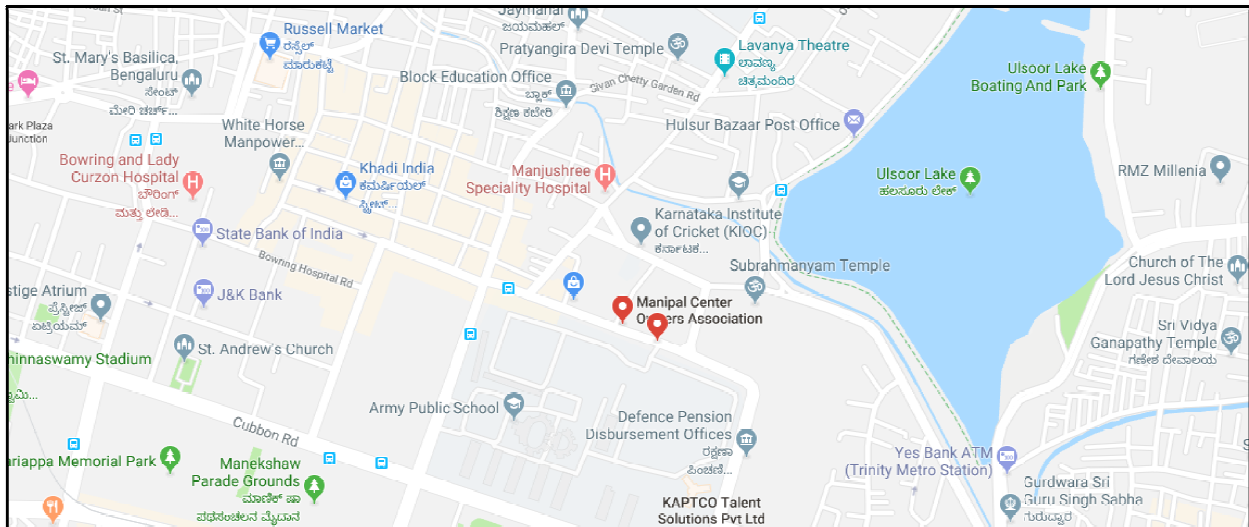
By Order of the Board  
FOR MEMG SECURITIES LIMITED

*Sd/-*

D Sreepathi  
Whole Time Director  
DIN :00958235

Date: 10.10.2019  
Place: Bangalore

**AS PER SECRETARIAL STANDARD 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ROUTE MAP FOR EGM TO BE HELD ON MONDAY THE 25<sup>TH</sup> DAY OF NOVEMBER, 2019 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY**



**MEMG SECURITIES LIMITED**

CIN-U65110KA1995PLC017907

Registered Office: N115, Manipal Centre, Dickenson Road, Bangalore – 560042

**ATTENDANCE SLIP**

Folio No./ DP Id/Client Id	
Name and Address of the Shareholder	
Joint-holder(s) ( if any)	
No. of Shares held	

- (1) I hereby record my presence at EXTRA-ORDINARY GENERAL MEETING of MEMG SECURITIES LIMITED being held on 25<sup>th</sup> November, 2019 at 04:00 p.m. at the Registered Office of the Company at N115, Manipal Centre, Dickenson Road, Bangalore – 560042.
- (2) Signature of the Shareholder/Proxy Present
- (3) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- (4) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Notice of the EGM for reference at the meeting.

**MEMG SECURITIES LIMITED**

CIN-U65110KA1995PLC017907

Registered Office: N115, Manipal Centre, Dickenson Road, Bangalore – 560042

**PROXY FORM**

[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/DP Id/Client 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 Extra-Ordinary General Meeting of the Company, to be held on Monday, the 25<sup>th</sup> day of November, 2019 at 4.00 p.m. at the Registered Office of the Company at N115, Manipal Centre, Dickenson Road, Bangalore – 560042 and at any adjournment thereof in respect of the following resolutions:

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Resolution No.	Resolution.
Special Business	
1	CLOSURE OF STOCK BROKING BUSINESS AND SURRENDER OF STOCK BROKER MEMBERSHIP OF THE COMPANY TO STOCK EXCHANGE

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Signature  
with  
Revenue  
Stamp of  
Rs. 1/-

**NOTE:**

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at N115, Manipal Centre, Dickenson Road, Bangalore – 560042, not less than FORTY EIGHT (48) hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary Annual General Meeting.