

NOTICE OF THE 25th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth (25th) Annual General Meeting of the Members of M/s MEMG Securities Limited (the “Company”) will be held on Thursday, December 10, 2020 at 4:00 PM (IST) through Video Conferencing/Other Audio Visual Means organized by the Company to transact the following businesses.

The venue of the meeting shall be deemed to be the Registered Office at No.115, 1st Floor, Manipal Centre, Dickenson Road, Bangalore – 560042

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2020 and Statement of Profit & Loss and the Cash Flow Statement for the year ended as on that date together with Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Muthukumar Kottarakurichi Rajamani (DIN- 07595612), who retires by rotation in the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

1. RE-APPOINTMENT AND REVISION IN THE REMUNERATION OF MR. DONAKAL SREEPATHI (DIN 00958235) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

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 152, 196, 197 and 198 read with Schedule V and all other applicable provisions if any, of Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification(s) or re-enactments thereof for the time being in force) and in terms of Articles of Association of the Company, consent of the Company be and is hereby accorded for re-appointment and revision in the remuneration of Mr. Donakal Sreepathi (DIN - 00958235), as a Whole-time Director of the Company for a further period of 6 months (Retirement on 30-04-2021) with effect from 1st November, 2020 on the following terms and conditions as set out herein below:

- I. a) Basic Salary - Rs. 40,841/- per month.
b) Flexible Benefit Plan of Rs. 1, 21,378/- per month.
c) Performance based variable pay on the performance achieved as per the individual goals and objective set by the management subject to a maximum of Rs. 5,07,250/-.
- II. Perquisites, benefits etc.:

- a) Provident fund - Companies Contribution to the extent of 12% of Basic Salary and applicable Act.
- b) Gratuity and Leave encashment as per rules of the Company and applicable Act.

III. General:

- a) The Whole-time Director will perform his duty as such with regards to all work of the Company and he will manage and attend to such business and carry out orders and directions given by the Board from time-to-time in all respects and confirm to and comply with all such directions and regulations as may from time-to-time be given and made by the Board.
- b) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regards to duties of Directors.
- c) The Whole-time Director shall satisfy all the conditions set out in Part I of schedule V to the Act and also conditions set out under Sub-Section (3) of Section 196 of the Act for being eligible for his re-appointment.
- d) Mr. D. Sreepathi shall not be liable to retire by rotation unless any of the provisions of the Act requires his retirement by rotation during his tenure as a Whole-time Director.

He is not disqualified from being appointed as Whole-time Director in terms of Section 164 of the Act.

RESOLVED FURTHER THAT, in the absence of or inadequacy of net profit in any financial year remuneration payable to Mr. D. Sreepathi shall be governed by Section - II of the Part – II of Schedule V of the Act or any statutory modification thereof as in force from time to time

RESOLVED FURTHER THAT the aforesaid terms shall be deemed to be extract of the terms and conditions of the contract of employment between the Company and Mr. D Sreepathi pursuant to Section 190 of the Companies Act, 2013

RESOLVED FURTHER THAT Mr. D Sreepathi shall not be paid any sitting fees for attending the meetings of the Board or Committees, if any as long as he holds the office of Whole-time Director

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For MEMG Securities Limited

D Sreepathi

Date: 06.11.2020
Place: Bangalore

Registered Office:

No. 115, 1st Floor, Manipal Center,
Dickenson Road,
Bangalore – 560042

Notes:

1. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) through electronic means consequently no physical copy of the Notice need to be sent by the Company to members. However, the Company is striving to send the physical copies to those members whose e-mail ids are not registered with the Company or RTA.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. In regular circumstances a Member entitled to attend and vote at the Annual General Meeting (the "Meeting" or "AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAV, the requirement of Physical Attendance of Members has been dispensed with. Accordingly, in terms of the MCA and SEBI Circular, the facility for appointment of proxies by the members will not be available. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate members intending to send their authorised representatives to attend/ participate in the AGM through VC /OAVM pursuant to Section 113 of the Act, are requested to send to the Company, at least 48 hours prior to the start of voting, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing its representatives to attend the

AGM through VC / OAVM, by e-mail to helpdesk.evoting@cdslindia.com.

4. In case of Joint Holders attending the AGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote. Only one of the members of the Company, whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting as set out under Item No(s). 3 out in the notice are annexed.
6. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF authority within a period of thirty days of such equity shares becoming due to be transferred to the IEPF.

Shareholders are requested to claim shares from Investor Education and Protection Fund as per the procedure provided in the Company's website www.memgsecurities.com. The Company has nominated Mr. Vidyadheesh H Pandurangi- Manager-Accounts as Nodal Officer for the purpose of coordinating with IEPF Authority in terms of Rule 7(2A) of IEPF Rules, 2016 and details of the same is provided in the Company's website.

7. Pursuant to the provisions of Section 91 of the Companies act, 2013 (as amended) the Register of Members and the Share Transfer Books of the Company will remain closed from 04/12/2020 to 10/12/2020 (both days inclusive).
8. In compliance with the aforementioned MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e. Cameo Corporate Services Limited. or the Depository Participant(s). Members may note that the Notice and Annual Report 2019-20 shall be available on the Company's website at www.memgsecurities.com. The AGM Notice is also disseminated on the website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com.
9. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent (the "RTA"), i.e. Cameo Corporate Services Limited.
10. All documents referred to, in the accompanying Notice and the Explanatory Statement and Statutory Registers including Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at vidyadheesh@memgsecurities.com.

11. Members seeking any information with regard to any matter to be placed at the AGM are requested to write to the Company through an email on vidyadheesh@memgsecurities.com not later than at least seven days before the date of Annual General Meeting so as to enable the Management to keep the information ready at the Meeting.
12. 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.
13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. Members holding shares in dematerialized form are requested to intimate all particulars of mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members who are holding shares in physical form are requested to intimate change in their email addresses and other details to the Company's Registrar and Share Transfer Agent - Cameo Corporate Services Limited at jessy@cameoindia.com or at narasimhan@cameoindia.com or to the Company at vidyadheesh@memgsecurities.com.
15. 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 future dividend, if any. The Company or its Registrars and Transfer Agents, 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 by the Members.
16. Further, as per the RBI instruction/circular, for making payments (i.e. dividend, etc.) to the investors, Companies have to use, NEFT / RTGS / ECS facilities. In cases where either the bank details such as MICR, IFSC, etc. for electronic transfer are not available or the electronic payment instructions have failed or have been rejected by the bank, companies may use physical payment instruments but companies shall mandatorily print the bank account details of the investors on such payment instruments. Members, who hold shares in physical form, are requested to notify immediately the details of their bank account, to the Company/Registrars and Share Transfer Agents of the Company.
17. 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 or its Registrar and Share Transfer Agent.
18. Members are requested to note that the venue of the 25th Annual General Meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM), and hence, the route map is not annexed in this Notice
- 19. VOTING THROUGH ELECTRONIC MEANS:**
 - i. In compliance with the provisions of Section 108 of the Companies Act, 2013 (the "Act") and 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 evoting”) 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. The procedure and instructions for casting your vote electronically are as under:
 - i. The remote e-voting period commences on Monday, December 7, 2020 (9:00 a.m.) and ends on Wednesday, December 9, 2020 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, November 06, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - iv. Click on “Shareholders” tab.
 - v. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID
 - b) For NSDL: 8 Character DP ID followed by 8 Digit Client ID
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log in at <https://www.cdslindia.com> from Login – Myeasi using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.
- viii. 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.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN of MEMG SECURITIES LIMITED on which you choose to vote.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. Members can also take a print of the votes cast by clicking on “CLICK HERE TO PRINT” option on the voting page.
- xviii. Demat account holder has forgotten the same password then Enter the User ID and the image.
- xix. Note for Non-Individual Shareholders & Custodians verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. 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 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.

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 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.

- xxi. 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 rahul@csra.in with a copy mark to helpdesk.evoting@cdslindia.com and the same may also be send to the Scrutinizer in physical mode also on or before 10.12.2020 upto 5.00 p.m. without which the vote shall not be treated as valid.

20. INSTRUCTIONS FOR MEMBERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, membership number, email id, mobile number at (company email id). The members who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, membership number/folio

number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

6. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

21. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

22. GENERAL INFORMATION FOR SHAREHOLDERS

- (a) 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 of Friday, November 06, 2020. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- (b) Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. Friday, November 06, 2020 are requested to send the written / email communication to the Company at “vidyadheesh@memgsecurities.com” by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- (c) 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 or contact them at 1800 200 5533 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (d) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 and 1800225533.
- (e) 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. iPhone and Windows phone users can download the app from the App Store and the

Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile

23. Mr. Rahul Aggarwal, Practising Company Secretary has been appointed as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will submit not later than 48 hours from the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
24. The results declared along with the report of the scrutinizer shall be placed on the Company's website www.memgsecurities.com and on the website of CDSL immediately after the result is declared by the Chairman. Due to the current lockdown situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.
25. The Notice of Annual General Meeting will be sent to the Members, whose names appear in the Register of Members / Beneficial Owners position list provided by Depositories at closing hours of business, on Friday, November 06, 2020.
26. The shareholders shall have one vote per equity share held by them as on the cut-off date of Friday, November 06, 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holder.
27. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, December 10, 2020.

By Order of the Board of Directors
For MEMG Securities Limited

Sd/-
D Sreepathi
DIN: 00958235

Date: 06.11.2020

Place: Bangalore

Registered Office:

No. 115, 1st Floor, Manipal Center,

Dickenson Road,

Bangalore – 560042

E-mail: vidyadheesh@memgsecurities.com; Website: www.memgsecurities.com

CIN: U65110KA1995PLC017907

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

ITEM NO. 3: RE-APPOINTMENT AND REVISION IN THE REMUNERATION OF MR. DONAKAL SREEPATHI (DIN00958235) AS A WHOLE-TIME DIRECTOR OF THE COMPANY

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

- a) EVERY DIRECTOR AND MANAGER – The shareholding of the Directors in the equity share capital of the Company is as given under:

Name of the Director- Mr. D Sreepathi
No. of Shares- 200
Shareholding percentage- 0.01%

- b) EVERY OTHER KEY MANAGERIAL PERSONNEL –NIL
c) RELATIVES OF THE PERSON MENTIONED IN (I) & (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.

Mr. Donakal Sreepathi has been serving as a Whole time Director of the company since 01/11/2004 and has been discharging the responsibilities diligently. Pursuant to the provisions of section 196, 197 and 198 read with Part I and Part II of schedule V and all other applicable provisions, if any, of the Companies Act 2013 (“the Act”) 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 in terms of Articles of Association of the Company, consent of the shareholders is sought for reappointment and revision in the remuneration of Mr. D Sreepathi (DIN: 00958235) as Whole- Time Director of the Company for a further period of 6 months (Retirement on 30-04-2021) with effect from 1st November, 2020.

In view of the provision of Section 197 and Section II of Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial person, a Company has no profit or its profit are inadequate the appointment of a person as managerial personnel is to be approved by the members of the Company.

In case of no profit or inadequacy of profit or loss in any of the financial year during the continuation of the terms of appointment of Mr. D Sreepathi, the remuneration payable to him would be deemed to be minimum remuneration and no further approval would be required.

A Statement as per Schedule V in respect of re-appointment of Mr. D Sreepathi as Whole-time Director of the Company is annexed hereto which forms part of this explanatory statement.

The Board recommends the special resolution as set forth in item no. 3 for the approval of the members of the Company.

3. WHERE ANY ITEM OF BUSINESS REFERS TO ANY DOCUMENT WHICH IS TO BE CONSIDERED, TIME AND PLACE WHERE SUCH DOCUMENT CAN BE INSPECTED SHALL BE SPECIFIED.

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

By Order of the Board of Directors
For MEMG Securities Limited

D Sreepathi
DIN: 00958235
Whole Time Director

Date: 06.11.2020
Place: Bangalore

ANNEXURE TO NOTICE OF AGM

A. Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting in pursuance to Secretarial Standard 2 issued by the Institute of Company Secretaries of India

Sl. No.	Particulars/ Name of the Director	Mr. Donakal Sreepathi	Mr. Muthukumar Kottarakurichi Rajamani
1	DIN	00958235	07595612
2	Date of Birth and Age	15/04/1961, 59 years	25/05/1963, 57 years
3	Nationality	Indian	Indian
4	Date of appointment on Board	01/11/2004	29/09/2016
5	Terms & Condition of appointment/ re-appointment	As detailed in the AGM Notice	N.A.
6	Remuneration proposed	As detailed in the AGM Notice	N.A.
7	Remuneration last drawn	Rs. 2,369,760 p.a.	N.A.
8	No. of shares held in the Company	200	Nil
9	Qualification & Expertise in specific functional area	B.Com., F.C.A.	M.Com., ACMA. 15 years of experience in the capital market activities.
10	No. of Board Meetings Attended during the F.Y. 2019-20	6	4
11	List of other Companies in which Directorships held as on 31st March, 2020	Nil	1. MEDIBIMB LIFESCIENCES PRIVATE LIMITED
12	Chairman/ Member of the Committee of the Board of other Companies in which he/she is a Director as on 31st March, 2020	Nil	Nil
13	Disclosure of relationship between Directors, Managers and Key Managerial Personnel interse	Nil	Nil

B. Statement as per Schedule V of the Companies Act, 2013 in respect of remuneration payable by the Company having no profits or in adequate profits

I. General Information:

- 1) Nature of industry: The Company is a stock broking Company and a corporate member of National Stock Exchange of India Limited, The Bombay Stock Exchange Limited and the Metropolitan Stock Exchange of India Limited
- 2) Date or expected date of commencement of commercial production: Not Applicable as it is an existing Company since 1995.
- 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:

(Rupees in Lakhs)

	31.03.2020	31.03.2019	31.03.2018
Turnover (Gross) :	56.94	103.40	135.93
Net Profit/(Loss) :	(30.82)	(1.61)	(1.97)

**Represent figures calculated under Ind AS provisions.*

- 5) Foreign investments or collaborations, if any: No investment is made by the Company during F.Y.2019-20.

II. Information about the appointee

Name of the appointee	Mr. D Sreepathi
Background details :	Mr. D Sreepathi, age 59 years, is a B.Com., F.C.A.
Past remuneration (Rs. in Lakhs):	Rs. 23,69,760/- p.a.
Recognition or awards :	Not Applicable
Job profile and his suitability :	Mr. D Sreepathi is a compliance officer and his experience and qualification is suitable for the position.
Remuneration proposed :	As provided in the notice
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person :	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as the Whole-time Director of the Company.
Pecuniary relationship directly or indirectly with the Company, or	Not Applicable

relationship with the managerial personnel, if any :	
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III. Other information:

- i) Reasons of loss or inadequate profits: The current business environment for securities broking is very tough and it does not allow the company to increase profitability that may compensate the large number of shareholders by regular dividend payout or offer capital appreciation.
- ii) Steps taken or proposed to be taken for improvement : The Capital Markets would be volatile and as such may not be favorable to trend traders. This will affect the trading volumes and as such earnings from brokerage on equities in the coming financial year as well. Your Company will strive hard to offer various investment products and ways to improve/preserve the earnings efficiency and performance.
- iii) Expected increase in productivity and profitability in measurable terms : Not applicable for stock broking industry.

IV. Disclosures :

The requisite disclosure with respect to Mr. D Sreepathi has been set out in item no. 3 of the Explanatory Statement annexed to the notice convening this meeting.