

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of the Company will be held on Wednesday the 26th September, 2018 at the registered office of the Company at N-115, 1st Floor, Manipal Center, Dickenson Road, Bangalore – 560042 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 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 Director in place of Mr. Ranjan Ramdas Pai (DIN-00863123), who retires by rotation in the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint M/s. Pathak H. D & Associates, Chartered Accountants (Firm Registration No. 107783W) in place of M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) as Statutory Auditors of the Company, to hold office of the Auditors from the conclusion of this Annual General Meeting (AGM) until the conclusion of AGM to be held for the F.Y. 2022-23 and the Board of Directors be and is hereby authorized to fix their remuneration.

SPECIAL BUSINESS

4. RE-APPOINTMENT OF MR. SHRIDHAR SRIKANTIAH GARGESHWARI (DIN 00106780) 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 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the 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 of Mr. G. S. Shridhar (Mr Shridhar Srikantiah Gargeshwari, DIN - 00106780), as a Whole-time Director of the Company for a further period of 1 year with effect from 1st November, 2018 on the existing terms and conditions including remuneration as set out herein below:

- I. a) Basic Salary - Rs. 34,546/- per month.
b) Flexible Benefit Plan of Rs. 98,149/- 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 4,15,508/-.
- II. Perquisites, benefits etc.:
a) Provident fund - Companies Contribution to the extent of 12% of Basic Salary and applicable Act.
b) Gratuity as per the 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 conform 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 as also conditions set out under sub-section (3) of section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as 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. G.S. Shridhar, shall be governed by Section II of the Part II of Schedule V of the Act or any statutory modification thereof.

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. G.S. Shridhar pursuant to Section 190 of the Companies Act, 2013.

RESOLVED FURTHER THAT, Mr. G.S. Shridhar 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 authorised 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.”

5. RE-APPOINTMENT 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 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 of Mr. Donakal Sreepathi (Mr. D. Sreepathi, DIN - 00958235), as a Whole-time Director of the Company for a further period of 1 year with effect from 1st November, 2018 on the existing terms and conditions including remuneration as set out herein below:

- I. a) Basic Salary - Rs. 37,128/- per month.
b) Flexible Benefit Plan of Rs. 1,10,344/- 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 4,61,142/-.
- II. Perquisites, benefits etc.:
a) Provident fund - Companies Contribution to the extent of 12% of Basic Salary and applicable Act.
b) Gratuity 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 carryout orders and directions given by the Board from time-to-time in all respects and conform 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 as also conditions set out under Sub-Section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as 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.

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 authorised 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.”

6. TO ADOPT NEW ARTICLES OF ASSOCIATION 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 sections 5, 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Company be and is hereby accorded for adoption of new set of Articles of Association in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

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

7. APPROVAL OF PRIVATE PLACEMENT SCHEME FOR ISSUE AND ALLOTMENT OF EQUITY SHARES AND APPROVAL FOR ISSUE OF EQUITY SHARES TO M/S. MANIPAL INTEGRATED SERVICES PRIVATE LIMITED ON PREFERENTIAL BASIS :

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 42 read with Rule 14 of Companies (Prospectus & Allotment of Securities) Rules, 2014, (as amended) and section 62(1)(c) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended and including any statutory modification(s) or re-enactments thereof for the time being in force), and other applicable provisions if any, of the Companies Act, 2013 and subject to the approval of the members for consolidation of face value of equity shares as proposed under item no. 8 below, and all other applicable provisions, if any, thereof, and the provisions of Memorandum of Association and Articles of Association of the Company, consent and approval of the members be and is hereby accorded to the Scheme of Private Placement for issue and allotment of 41,668 (Forty one thousand six hundred and sixty eight) equity shares of the Company, each having a face value of Rs. 10/- (Rupees Ten) at a price of Rs. 14.70/- (including a premium of Rs. 4.70/-) per equity shares aggregating to Rs. 6,12,520/- (rounded off from 6,12,519.60) to M/s. Manipal Integrated Services Private Limited.

RESOLVED FURTHER THAT the draft Letter of Offer (in Form PAS-4) and the application forms to be issued to investors, in respect of scheme of private placement for issue and allotment of 41,668 (Forty one thousand six hundred and sixty eight) equity shares of the Company, to M/s. Manipal Integrated Services Private Limited be and is hereby considered and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to issue the Letter of Offer in Form PAS-4, and do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard, and to execute and deliver all forms, applications, certificates, deeds, notifications, documents, and agreements that may be required, including filing necessary forms with Registrar of Companies, Karnataka and any other regulatory authority/ies.”

8. CONSOLIDATION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution, with or without modifications, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s), amendment or re-enactment thereof for the time being in force), and pursuant to Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary or required from the Hon’ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”), consent of the members be and is hereby accorded to consolidate the Authorised, Issued, Subscribed and Paid up equity share capital of the Company having Face value of Rs. 10/- (Rupees Ten only) each fully paid-up to Rs. 20,00,000/- (Rupees Twenty Lakhs only) each fully paid-up with effect from the “Record Date” to be determined by the Board for this purpose.

RESOLVED FURTHER THAT on consolidation the Equity Shares shall rank pari passu in all respects and carry the same rights as the existing fully paid up Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company and shall be entitled to dividend(s) if declared after the consolidation of equity shares.

RESOLVED FURTHER THAT upon consolidation of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the Allottees of the new Equity Shares of Face value of Rs. 20,00,000/- (Rupees Twenty Lakhs only) each on consolidation and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this behalf, from time to time. In the case of

shares held in dematerialized form, the number of Consolidated Equity Shares shall be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing Equity Shares before consolidation.

RESOLVED FURTHER THAT no shareholder shall be entitled to a fraction of a share and that the fractional shares caused by Consolidation of Capital shall be aggregated into whole shares and the number of shares so arising shall be transferred without requiring any further action to a Trust to be formed/appointed for this purpose by the Board of Directors of the Company.

RESOLVED FURTHER THAT this Trust shall sell consolidated shares held on behalf of the shareholders at a price of Rs 29,40,000/- per share of the face value of Rs 20,00,000 each per share, which is equivalent to Rs. 14.70 per equity share of Rs 10 each. This value of Rs 14.70 per equity share is determined on the basis of the Fair Market Value report obtained from M/s. Arihant Capital Markets Ltd., Merchant Banking Division, Mumbai, A Category 1 Merchant Banker holding Certificate of permanent registration from Securities & Exchange Board of India having registration No. INM 000011070. The decision of the Trust as to the timing and method of sale shall be final and binding on all concerned. The Trust shall hold the net sale proceeds of all such shares after defraying them from all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to file necessary application/documents, petitions to the Hon'ble National Company Law Tribunal, Bengaluru Bench and to appoint Practicing Company Secretaries, Advocates and such other professionals or firm of professional to represent the Company and the Board of Directors before the aforementioned Bench and to give effect to the said consolidation of shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a "Record Date" pursuant to the approval of petition by the Hon'ble National Company Law Tribunal, Bengaluru Bench and to communicate the same to the shareholders and to take such steps as maybe necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and file necessary application/documents, petitions to the Hon'ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

9. ALTERATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution, with or without modifications, as a Special Resolution:

"RESOLVED THAT subject to the approval of the members for consolidation of face value of equity shares as proposed under item no. 8 above and pursuant to the provisions of Section 4, 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and subject to consents, approvals, permissions and sanctions, required from the Hon'ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any, consent of the members of the Company be and is hereby accorded to alter the Authorised Share Capital of the Company with effect from the "Record Date" to be determined by the Board for this purpose:

from
Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.
to
Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 50 (fifty) Equity Shares of Rs. 20,00,000/- (Twenty Lakhs only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted thereof by the following Clause No. V with effect from the "Record Date" to be determined by the Board for this purpose :

"V. The Authorised Share Capital of the company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 50 (fifty) Equity Shares of Rs. 20,00,000/- (Twenty Lakhs only) each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to file necessary application/documents, petitions to the Hon'ble National Company Law Tribunal, Bengaluru Bench and to appoint Practicing Company Secretaries, Advocates and such other professionals or firm of professional to represent the Company and the Board of Directors before the aforementioned Bench and to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix the "Record date" pursuant to the approval of petition by the Hon'ble National Company Law Tribunal, Bengaluru Bench and to communicate the same to the shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and file necessary application/documents, petitions to the Hon'ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any on behalf of the Company and to delegate all or any of its powers herein conferred to any one of its Directors or any other officers."

By Order of the Board
MEMG SECURITIES LIMITED

Sd/-
D Sreepathi
Whole Time Director

Date: 20.08.2018
Place: Bengaluru

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. 19.09.2018 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 or 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 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 the 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 Annual 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 prove his/her/their credentials in terms of the Secretarial Standards.
5. In terms of the provisions of the Companies Act, 2013, the amount of dividend for the financial year 2009-10 remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is transferred to the Investor Education and Protection Fund (IEPF).
The Company has transferred the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more to the Investor Education and Protection Fund.
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.
6. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members are requested to intimate the Company of any change in their registered address. The copy of Annual Report is also available on the Company's website :www.memgsecurities.com.
7. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 24.08.2018.
8. 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. 24.08.2018 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 Annual Report by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
9. **The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 20th day of September, 2018 to Wednesday, the 26th day of September, 2018 (both days inclusive) for the purpose of this AGM.**
10. Relevant documents referred to in this Notice is open for inspection by the members at the Registered Office of the Company during business hours.
11. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on Sunday, 23rd September, 2018 at 10.00 a.m.(IST) and ends on Tuesday, 25th September, 2018 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 19.09.2018, 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 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 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	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 please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (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 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.
- (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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at **1800 200 5533**.
12. 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 with a copy mark to helpdesk.evoting@cdslindia.com and the same may also be sent to the Scrutinizer in physical mode also on or before 25.09.2018 upto 5.00 p.m. without which the vote shall not be treated as valid.
 13. 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.
 14. 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 AGM 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.
 15. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.
 16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.memgsecurities.com and on the website of CDSL immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company.
 17. The profile of the Directors seeking appointment/ re-appointment, as required in terms of applicable regulations of Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
 18. As per Secretarial Standard 2 route-map to the venue of the AGM is annexed for the convenience of the members.
 19. The “Record date” for the purpose of consolidation of face value of equity shares and alteration of Capital Clause of the Memorandum of Association of the Company shall be decided pursuant to the approval of petition by the Hon’ble National Company Law Tribunal, Bengaluru Bench and the same shall be communicated thereafter.

EXPLANATORY STATEMENT TO THE ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT THE REGISTERED OFFICE ON WEDNESDAY THE 26TH SEPTEMBER, 2018 UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4: REAPPOINTMENT OF MR. SHRIDHAR SRIKANTIAH GARGESHWARI 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-

(I) EVERY DIRECTOR AND MANAGER – The shareholding of the Directors in the equity share capital of the company is as given under:

<u>Name of the Directors</u>	<u>No. of Shares</u>	<u>Shareholding Percentage</u>
Mr. G S Shridhar	301	0.01

- (II) EVERY OTHER KEY MANAGERIAL PERSONNEL – NIL
(III) 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. G S Shridhar 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 re-appointment of Mr. G S Shridhar (DIN: 00106780) as Whole Time Director of the Company for a further period of 1 year with effect from 1st November, 2018 on the existing terms and conditions including remuneration.

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 the approval are maintained at the registered office of the Company and is open for inspection during office hours.

ITEM NO. 5: REAPPOINTMENT OF MR. DONAKAL SREEPATHI 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-

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

<u>Name of the Directors</u>	<u>No. of Shares</u>	<u>Shareholding Percentage</u>
Mr. D Sreepathi	200	0.01

- (II) EVERY OTHER KEY MANAGERIAL PERSONNEL – NIL
(III) 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 of Mr. D Sreepathi (DIN: 00958235) as Whole-Time Director of the Company for a further period of 1 year with effect from 1st November, 2018 on the existing terms and conditions including remuneration.

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 is open for inspection during office hours.

ITEM NO. 6: TO ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY

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

- (i) EVERY DIRECTOR AND MANAGER – NIL
(ii) EVERY OTHER KEY MANAGERIAL PERSONNEL – NIL
(iii) 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

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956. Members are aware that the Ministry of Corporate Affairs (MCA) has notified most of the sections of the Companies Act, 2013 (the Act) and the Companies (Amendment) Act (Amendment Act), 2017, which replace the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections.

In order to bring the existing AOA of the Company in line with the provisions of the Act, and the Amendment Act the Company will have to make numerous changes in the existing AOA. It is therefore considered and appropriate to adopt a new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The above proposal is in the best interest of the Company.

The Board of Directors of the Company has recommended the resolution(s) at Item No.6 of the Notice for approval of Members of the Company as a Special Resolution.

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.

The revised Articles of Association of the Company is available for inspection during business hours at the registered office of the Company.

ITEM NO. 7: APPROVAL OF PRIVATE PLACEMENT SCHEME FOR ISSUE AND ALLOTMENT OF EQUITY SHARES AND APPROVAL FOR ISSUE OF EQUITY SHARES TO M/S. MANIPAL INTEGRATED SERVICES PRIVATE LIMITED ON PREFERENTIAL BASIS

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

- (i) EVERY DIRECTOR AND MANAGER – NIL
- (ii) EVERY OTHER KEY MANAGERIAL PERSONNEL– NIL
- (iii) 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 THEN ITEMS OF BUSINESS AND TO TAKE DECISION THEREON

1. The Company proposes to approve the private placement scheme for the issue of equity shares to M/s. Manipal Integrated Services Private Limited and as approved by the Board of Directors in its meeting held on 20th August, 2018 and propose to approve the issue of equity shares to M/s. Manipal Integrated Services Private Limited in accordance with the terms thereof, on a private placement and preferential basis subject to the approval of the members for consolidation of face value of equity shares as proposed under item no. 8. As the share capital of the company after the consolidation of face value will not be a round sum, this approval of share holders is being sought.
2. The proposed offer is for subscription of 41,668 (Forty one thousand six hundred and sixty eight) Equity shares of the Company, each having a face value of Rs. 10/- (Rupees Ten only), at a price of Rs. 14.70/- (Rupees Fourteen and seventy paise) (including a premium of Rs. 4.70 /-) per equity share aggregating to Rs. 6,12,520/- (rounded off from 6,12,519.60).
3. The Company proposes to approve the issue and allotment of **41,668 (Forty one thousand six hundred and sixty eight) Equity Shares of the Company, each having a face value of Rs. 10/- (Rupees Ten only), at a price of Rs. 14.70/- (including a premium of Rs. 4.70/-per equity share** in accordance with the terms thereof, pursuant to a private placement and preferential basis u/s 42, 62(1)(c).
4. The basis or justification for the price (including premium, if any) at which the offer is being made: **The price has been determined based on the Fair Market Value report dated 20th August, 2018 issued by M/s. Arihant Capital Markets Limited, Merchant Banking Division, Mumbai, A Category 1 Merchant Banker holding Certificate of permanent registration from Securities and Exchange Board of India having registration no. INM 000011070.**

A. DISCLOSURE FOR EQUITY SHARES REQUIRED UNDER SECTION 42 READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014

Sl.No	PARTICULARS	DISCLOSURE
1	Particulars of the offer including date of passing of Board resolution	The Board has approved the offer in its meeting held on 20.08.2018. 41,668 Equity Shares to be issued and allotted at a price of Rs. 14.70/- (including a premium of Rs. 4.70/-per equity share) and those shares will rank pari passu with the existing shares.
2	Kinds of securities offered and the price at which security is being offered	41,668 Equity Shares each having a face value of Rs. 10/- to be issued and allotted at a price of Rs. 14.70/- (including a premium of Rs. 4.70/- per equity share)
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Price has been determined based on the valuation report dated 20 th August, 2018 issued by M/s. Arihant Capital Markets Limited, Merchant Banking Division, Mumbai, A category 1 Merchant Banker.
4	Name and address of valuer who performed valuation	M/s. Arihant Capital Markets Limited, Merchant banking Division, Mumbai, SEBI registered Category 1 Merchant Banker. 1011, Building No. 10, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai -400 093
5	Amount which the company intends to raise by way of such securities;	Rs. 6,12,520/- (rounded off from 6,12,519.60)
6	Material terms of raising such securities	Securities issued at a premium of Rs 4.70 per share of face value Rs 10 each
7	Proposed time schedule	12 months from passing of the resolution.
8	Purposes or Objects of offer	This issue is to aid the consolidation of face value-capital of the company.
9	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Rs. 6,12,520 (rounded off from 6,12,519.60) to be contributed by the Promoters by subscribing to these shares thereby furthering the objects of the Company.
10	Principle terms of assets charged as securities	NA

B. DISCLOSURE FOR EQUITY SHARES REQUIRED UNDER SECTION 62 (1) (c) READ WITH RULE 13 OF THE COMPANIES (SHARE CAPITAL & DEBENTURES) RULES, 2014

Sl.No.	PARTICULARS	DISCLOSURE
1	Objects of the issue	This issue is to aid the consolidation of face value-capital of the company
2	Total number of shares to be issued	41,668 equity shares
3	Price or Price Band at/within which the allotment is proposed	Rs. 14.70 per share (including premium of Rs. 4.70/- per share)
4	Basis on which the price has been arrived at along with report of the registered valuer	Price has been determined based on the Fair Market Value report dated 20 th August, 2018 issued by M/s. Arihant Capital Markets Limited, Merchant banking Division, Mumbai, SEBI registered Category 1 Merchant Banker.
5	Relevant date with reference to which the price has been arrived at	31.03.2018
6	Class or classes of persons to whom the allotment is proposed to be made	Allotment is proposed to be made to M/s. Manipal Integrated Services Private Limited, existing shareholder of the Company.
7	Intention of promoters, directors or key managerial personnel to subscribe to the offer	Yes, promoters intend to subscribe to the offer.
8	The proposed time within which the allotment shall be completed	Within 60 days from the date of receipt of application money, in accordance with applicable law.
9	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	M/s. MANIPAL INTEGRATED SERVICES PRIVATE LIMITED
10	The change in control, if any, in the company that would occur consequent to the preferential offer	Currently the Promoters Group hold 74.95 % of the total paid up capital of the company. By subscribing to these shares, the holding of the Promoters Group shall stand raised to 75.24%
11	The number of persons to whom allotment on preferential basis have already been made during the year , in terms of number of securities as well as price	No allotments have been made during the current year.
12	The justification of the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.
13	The pre issue and post issue shareholding pattern of the company	As set out in the prescribed format below

C. THE PRE ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY IS AS FOLLOWS

Sl.No.	CATEGORY	PRE ISSUE		POST ISSUE	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoter`s Group holding:				
1	Indian:				
	Individual	1,16,001	3.26%	1,16,001	3.22%
	Body corporate	25,50,966	71.69%	25,92,634	72.02%
	Sub total	26,66,967	74.95%	27,08,635	75.24%
2	Foreign promoters	-	-	-	-
	Sub total (A)	26,66,967	74.95%	27,08,635	75.24%
B	Non- promoter`s holding:				
1	Institutional investors	-	-	-	-
2	Non institution:				
	Private corporate bodies	67,300	1.89%	67,300	1.87%
	Directors and relatives	200	0.01%	200	0.01%
	Indian public	8,23,865	23.15%	8,23,865	22.89%
	Others(including NRIs)				
	Sub Total (B)	8,91,365	25.05%	8,91,365	24.76%
	GRAND TOTAL	35,58,332	100.00%	36,00,000	100.00%

D. 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.

Statutory register available during the business hours at the registered office of the Company.

ITEM NO. 8: APPROVAL FOR CONSOLIDATION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY

1. **THE NATURE OF CONCERN OR INTEREST, FINANCIAL OR OTHERWISE IN RESPECT OF EACH ITEMS IF ANY OF-**
 - (i) EVERY DIRECTOR AND MANAGER – NIL
 - (ii) EVERY OTHER KEY MANAGERIAL PERSONNEL – NIL
 - (iii) 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**

Currently, the Company is an unlisted entity and the shares are not traded. The name of the Company has been removed from the Dissemination Board of BSE (the Exchange) w.e.f. January 11, 2018 subsequent to compliance with the SEBI circular SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 and closure of the Exit offer on March 04, 2018. As per the referred SEBI circular, the company chose the Option of providing Exit opportunity to the non promoter group share holders of the company vide an Exit Offer which opened on 27/02/2017, at a price of Rs 14.18 per equity share, as per the Fair Market Value Report dated 09/01/2017 by Independent Valuer M/s. Pantomath Capital Advisors Pvt. Ltd., a SEBI registered category 1 Merchant Banker. Post the closure of the said Exit Offer on 04/03/2018, the Promoters Group share holding increased from 56.82% to current 74.95%. Subsequent to the closure of the Exit Offer some share holders have approached the company enquiring about encashment of their holdings as they were unable to offer the shares during the Exit offer period.

The consolidation of shares now proposed will provide the shareholders with liquidity and help encashment of their holding and the Company will benefit significantly by saving in costs, reduction in administrative and procedural work and legal compliances and general efficiency in corporate decision making.

Shareholders holding 182,869 equity shares which approximately accounts to 5.14% of the total paid up capital of the company have not encashed their dividend for seven consecutive years or more and therefore, their shares have been transferred to the IEPF Demat Account as per the procedures laid down by the IEPF Rules and the Companies Act, 2013.

Having a large number of shareholders is only resulting in an administrative burden to the Company and also the expenses that entail to comply with various regulatory authorities is not commensurate to the earnings and size of the company. Thus this proposal has been made to provide an exit path for the shareholders.

The proposal of consolidation is subject to the approval of the Hon'ble National Company Law Tribunal, Bengaluru Bench as it will result in a change in the voting percentage of the shareholders as envisaged under section 61(1)(b) of the Companies Act, 2013.

In view of this approval of the shareholders of the company is required under section 61(1)(b) of the Companies Act, 2013 and other applicable provisions if any, and as per the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions required from the Hon'ble Company Law Tribunal, Bengaluru Bench and other authorities, if any ***for consolidation of the Authorised, Issued, Subscribed and Paid up equity share capital of the Company having Face value of Rs. 10/- (Rupees Ten only) each fully paid-up to Rs. 20,00,000/- (Rupees Twenty Lakhs only) each fully paid-up with effect from the "Record Date" to be determined by the Board for this purpose.***

The "Record date" for the purpose of consolidation of face value of equity shares shall be decided pursuant to the approval of petition by the Hon'ble National Company Law Tribunal, Bengaluru Bench and the same shall be communicated to the shareholders

Fractional Entitlements

Any fractions arising from consolidation of Face Value-Capital shall be aggregated into whole shares and the number of shares so arising shall be transferred without requiring any further action to a Trust to be formed/appointed for this purpose by the Board of Directors of the Company. The Trust shall sell consolidated shares held on behalf of the fractional equity shareholders and distribute the net sale proceeds of all such fractional amongst the shareholders in proportion to their entitlement over such such fractional shares after payment of all costs, charges and expenses of such sale.

In case of non-resident shareholders, the payment of consideration in lieu of fractional entitlements would be subject to the provisions of Foreign Exchange Management Act, 1999 and any approvals from the Reserve Bank of India, as may be required.

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.**

The revised Memorandum of Association of the Company are available for inspection during business hours at the registered office of the Company.

ITEM NO. 9: ALTERATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND MEMORANDUM OF ASSOCIATION OF THE COMPANY

1. **THE NATURE OF CONCERN OR INTEREST, FINANCIAL OR OTHERWISE IN RESPECT OF EACH ITEMS IF ANY OF-**
 - (i) EVERY DIRECTOR AND MANAGER – NIL
 - (ii) EVERY OTHER KEY MANAGERIAL PERSONNEL – NIL
 - (iii) 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**

Approval of the shareholders of the Company is required under section 4, 13, 61 of the Companies Act, 2013 and other applicable provisions if any, and the Articles of Association of the Company, to alter the Authorised Share Capital of the Company with effect from the "Record Date" and subject to consents, approvals, permissions and sanctions, required from Hon'ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any

from
Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.
to

Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 50 (fifty) Equity Shares of Rs. 20,00,000/- (Twenty Lakhs only) each.

The approval of the shareholders of the Company is also required to alter the existing clause V of the memorandum of association of the company as follows with effect from the "Record Date". The amended clause would read as follows:

"V. The Authorised Share Capital of the company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 50 (fifty) Equity Shares of Rs. 20,00,000/- (Twenty Lakhs only) each.

The "Record date" for the purpose of alteration of Capital Clause of the Memorandum of Association of the Company shall be decided pursuant to the approval of petition by the Hon'ble National Company Law Tribunal, Bengaluru Bench and the same shall be communicated to the shareholders

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.

The revised Memorandum of Association of the Company is available for inspection during business hours at the registered office of the Company.

By Order of the Board
For MEMG SECURITIES LIMITED

Date: 20.08.2018
Place: Bengaluru

Sd/-
D Sreepathi
Whole Time Director
DIN : 00958235

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. Shridhar Srikantiah Gargeshwari	Mr. Ranjan Ramdas Pai
1	DIN	00958235	00106780	00863123
2	Date of Birth and Age	15/04/1961, 57years	01/06/1969,49years	11/11/1972, 46 years
3	Nationality	Indian	Indian	Indian
4	Date of appointment on Board	01/11/2004	01/11/2004	29/05/2015
5	Terms & Condition of appointment/ re-appointment	As detailed in the AGM Notice	As detailed in the AGM Notice	N.A.
6	Remuneration proposed	As detailed in the AGM Notice	As detailed in the AGM Notice	N.A.
7	Remuneration last drawn	Rs. 18,24,311/-	Rs. 17,08,349/-	N.A.
8	No. of shares held in the Company	200	301 (300 Equity shares jointly held)	Nil
9	Qualification & Expertise in specific functional area	B.Com., F.C.A.	B.E., M.B.A.	M.B.B.S.
10	No. of Board Meetings Attended during the F.Y. 2017-18	5	5	5
11	List of other Companies in which Directorships held as on 31st March, 2018	Nil	Nil	1. Sacred Hospitality Company Private Limited 2. Embassy Office Parks Management Services Private Limited 3. Manipal Education And Healthcare Initiative 4. Manipal Global Education Services Private Limited 5. MEMG International India Private Limited 6. Manipal Inovation And Design Private Limited 7. Manipal Healthcare Private Limited 8. Manipal Health Sytems Private Limited 9. Manipal Cure And Care Private Limited 10. Manipal Health Enterprises Private Limited 11. RSP Sprots Management 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, 2018	Nil	Nil	Nil
13	Disclosure of relationship between Directors, Managers and Key Managerial Personnel inter se	Nil	Nil	Nil

AS PER SECRETARIAL STANDARD 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ROUTE MAP FOR AGM TO BE HELD ON WEDNESDAY THE 26TH DAY OF SEPTEMBER, 2018 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY

