SecUR Credentials Limited

Now its safe

28th February, 2018

To,
The Manager,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

Scrip SECURCRED

Sub. Postal Ballot Notice

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of notice of Postal Ballot along with explanatory statement and Postal Ballot form

You are requested to take the same on your record

For SecUR Credentials Ltd

Vipul Bhoy
Company Secretary

SECUR CREDENTIALS LIMITED MUMBAI

Encl a/a

SECUR CREDENTIALS LIMITED

Regd. office: Plot no. G-4, MIDC Cross Road A, Andheri (East), Mumbai – 400093.
CIN:L74110MH2001PLC133050
Tel: 022 62647700 Fax: 022 40277878
Website : www.secur.co.in

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolutions set-out below are proposed to be passed by members by way of Postal Ballot/e-voting. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, setting out all the material facts pertaining to the resolution and a Postal Ballot Form is annexed to the notice for your consideration.

The Board of Directors has appointed Mrs. Niyati Mehta, Practicing Company Secretary as a Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules made thereunder, the Company is pleased to provide e-voting facility to the Members to enable them to cast their votes electronically. Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 26th February, 2018 may cast their vote electronically on the businesses as set out in the Notice of the Postal Ballot through electronic voting system of Central Depository Services (India) Ltd. ('CDSL').

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the said From duly completed in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer nor later than 5.00 p.m. on 30th March, 2018. The Ballot Form received after the said date will be treated as not received as per Rule 22(12) of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit his Report to the Chairman or any other Director of the Company after completion of the scrutiny of the voting by Postal Ballot and e-voting. The result of Postal Ballot and e-voting shall be declared and notified by the Chairman or any other Director authorized by him on his behalf, on 03rd April, 2018 at 4.00 p.m. at the Registered Office of the Company situated at Plot no.G-4, MIDC Cross Road A, Andheri (East), Mumbai - 400093 . The result would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited (NSE) where the Company's shares are listed, published in the newspaper and also would be displayed alongwith the Scrutinizer's Report on the Company's website viz. www.secur.co.in and website of the CDSL.

RESOLUTION:

1. Appointment of Statutory Auditors to fill the casual vacancy caused due to resignation of existing Statutory Auditor

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. B. M. Parekh & Co., Chartered Accountants, Mumbai (FRN: 107448W) be and are hereby appointed as the Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of Company's Statutory Auditor caused due to resignation of the existing Statutory Auditors M/s. Chetan P. Shah & Co., Chartered Accountants, Mumbai and they shall hold the office until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ending on 31st March, 2018."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to this resolution."

By order of the Board of Director,
For SecUR Credentials Limited

Rahul Belwalkar
Managing director

Date: 23/02/2018
Registered Office:
Plot no. G-4, MIDC Cross Road A,
Andheri (E), Mumbai - 400093

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the statement setting out material facts and reasons for the proposed business is annexed hereto.
2. The Notice of the Postal Ballot alongwith the Postal Ballot Form and self-addressed Business Reply Envelope is being sent to all the members, whose e-mail IDs are not registered but whose names appear in the Register of Members/Beneficial Owners as per details furnished by the Depositories as on 26th February, 2018. The members, who have registered their e-mail IDs for receipt of documents in electronic mode, will receive notice by e-mail unless any member has requested for physical copy of the same. Voting rights shall be reckoned in proportion to the paid up equity shares registered in the name of the Members as on 26th February, 2018 (Cut-off date).
3. The Postal Ballot notice is uploaded on the website of the company i.e. www.secur.co.in and on the website of CDSL i.e. www.evotingindia.com
4. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 and Rules framed thereunder and also Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members, the facility to exercise their rights to vote by electronic means through e-voting facilities provided by CDSL.
5. Kindly note that the members can opt for only one mode of voting i.e. either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical ballot and vice-e-versa. However, in case members cast their vote by physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
6. A Member cannot exercise his/her vote by proxy on a Postal Ballot.
7. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting-out the material facts are available for inspection of the Members at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date of receipt of votes by postal ballot/evoting.
8. Resolution if approved by the requisite majority by the Members through Postal Ballot as provided under the relevant provisions of Companies Act, 2013 shall be deemed to have been passed on 30th March, 2018 as if it has been passed at General Meeting of the Members.
9. A member may seek duplicate Postal Ballot notice and Postal Ballot form from the Company by writing to complianceofficer@secur.co.in

The instructions for shareholders voting electronically are as under:

i. The voting period begins on 01/03/2018 at 9.00 a.m. and ends on 30/03/2018 at 5.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The shareholders should log on to the e-voting website www.evotingindia.com.

iii. Click on Shareholders.

iv. Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	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.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the relevant Company i.e. SecUR Credentials 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1

M/s. Chetan P. Shah & Co., Chartered Accountants (FRN:120460W) were appointed as Statutory Auditors of the Company at the 15th Annual General Meeting held on 30th September, 2016 to hold the office until the conclusion of Annual General Meeting to be held for the F.Y. ending 31st March, 2019.

M/s. Chetan P. Shah & Co., Chartered Accountants have tendered their resignation vide their letter dated 19th February, 2018. This has resulted into a casual vacancy for the office of Statutory Auditors of the Company.

As per section 139(8) of the Companies Act, 2018, the casual vacancy caused by the resignation of Auditors can be filled by the Board within thirty days which is subject to the approval of the members within three months of the recommendation of the Board and such auditor shall hold office till the conclusion of the next Annual General Meeting.

Based on the recommendation of the Audit Committee, the Board vide circular resolution on 22nd February, 2018, Proposed and

recommended the appointment of M/s. B. M. Parekh & Co., Chartered Accountants, Mumbai (FRN: 107448W) as a Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. Chetan P. Shah & Co. , Chartered Accountants. M/s. B. M. Parekh & Co., Chartered Accountants, Mumbai (FRN: 107448W) shall hold the office upto the conclusion of 17th Annual General meeting of the Company to be held for the financial year ending on 31st March, 2018.

M/s. B. M. Parekh & Co., Chartered Accountants have conveyed their consent to act as a Statutory Auditors of the Company on terms mutually agreed upon between them and the Company and also provided with the eligibility certificate as required under section 139(1) of the Companies Act, 2013 and rules made thereunder.

Board recommends the ordinary resolution as set out in this Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives is interested, either financially or otherwise, in the resolution.

By order of the Board of Director,
For SecUR Credentials Limited

Rahul Belwalkar
Managing director

Date: 23/02/2018
Registered Office:
Plot no. G-4, MIDC Cross Road A,
Andheri (E), Mumbai - 400093

SecUR Credentials
Now it's safe

SECUR CREDENTIALS LIMITED

CIN: L74110MH2001PLC133050
Reg. office: Plot no. G-4, MIDC Cross Road A, Andheri (East), Mumbai - 400093
Tel: 022 62647700 Fax: 022 40277878
Web: www.secur.co.in

POSTAL BALLOT FORM

Sr. No.:

1. Name and Registered address of the Sole/ first named Member (in BLOCK LETTERS) :

2. Name(s) of the joint Member(s), if any :

3. Registered Folio Number/ DP ID No./Client ID No.* : *(Applicable to investors holding shares in dematerialized Form)

4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice dated 23rd February, 2018 by sending my/our assent or dissent to the said Resolution by placing (✓) mark at the appropriate box below:

Sr. No.	Description of the Resolution	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Ordinary Resolution for appointment of statutory Auditors to fill casual vacancy caused due to resignation of existing Statutory Auditors			

Place:

Date: Signature of the Member

Note: Please read instructions printed overleaf carefully before exercising your vote through ballot or e-voting. Also refer the procedure and instructions for e-voting given in the Postal Ballot notice sent along with this form.

Instructions:

1. This postal ballot form is provided for the benefit of Members who do not have access to e-voting facility.

2. For detailed instruction on e-voting, please refer to the notes appended to the Postal Ballot Notice which is being sent herewith to the members whose names appear in the Register of Members as on close of business hours on Monday, 26th February, 2018. The Postal Ballot notice has also been placed on the Company's website viz. www.secur.co.in and on the website of CDSL viz. www.evotingindia.com

3. A member desiring to vote by Postal Ballot should fill and sign this Postal Ballot Form as per the specimen signature registered with the Company and send it to the Scrutinizer in the attached self addressed Business reply envelop. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot forms, if sent by Courier / deposited in person at the expenses of the registered member will also be accepted.

4. In case of joint holding, the form should be signed by the first named member and in his/her absence, by next named member.

5. The votes should be cast either in favour or against the resolution by putting a tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (✓) in both the column shall render the form invalid.

6. The voting rights of members shall be in proportion of the share(s) held by them in the paid up equity share capital of the company as on Monday, 26th February, 2018.

7. Duly completed Postal Ballot Forms should reach the scrutinizer not later than 5.00 P.M. on Friday, 30th March, 2018. All the ballot forms received after the date will be treated as if the reply from such member has not been received.

8. In respect of shares held by Corporate and Institutional shareholders (Companies, Trusts, Societies etc.) the completed Postal Ballot Form should be accompanied by a certified copy of relevant Board resolution / appropriate authorization, with specimen signature(s) of the authorized signatory(ies) duly attested.

9. Unsigned or incomplete or incorrectly filled postal ballot forms will be rejected.

10. Members are requested not to send any other matter/document along with the Postal Ballot Form in enclosed self-addressed envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.

11. A member may request for duplicate Postal Ballot form, if so required. However, duly filled in duplicate form should reach the Scrutinizer not later than the date and time specified above in point no.7.