SecUR Credentials
Now it's safe
India's first background screening company listed on NSE Emerge.

1st December, 2020

To,
The Manager,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051.

Scrip: SECURCRED

Dear Sir/Madam,

Sub: Notice of 19th Annual General Meeting of our Company

In Compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we are submitting herewith the Notice of 19th Annual General Meeting of our Company, which is being sent to the shareholders.

Request you to take the same on your record.

For SecUR Credentials Limited

Rahul Belwalkar
Managing Director

Encl: a/a.

SecUR Credentials Ltd. SecUR Credentials Now it's safe Mumbai

NOTICE

The 19th Annual General Meeting of SecUR Credentials Limited will be held on Wednesday, the 23rd day of December, 2020 at 10:00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility to transact the following businesses.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director, Mr. Pankaj R. Vyas (DIN:02496291) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Appointment of Mr. Mithun Kothari as an Independent Director**

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. Mithun Kothari (DIN: 07520793), who was appointed as an Additional Director of the Company with effect from 12th December, 2019 under Section 161 of the Companies Act, 2013 and who holds the office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 12th December, 2019."

By order of the Board of Director
For SecUR Credentials Limited

Rahul Belwalkar
Managing Director
DIN: 02497535

Registered Office:
Plot no. G-4, MIDC Cross Road A,
Andheri (East), Mumbai - 400093.

Date: 26th November, 2020
Place: Mumbai

NOTES

1) In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 20/2020 dated 5th May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020, the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM"). The Statement setting out the material facts in respect of the resolutions set out under "Special Business" of the notice pursuant to section 102 of the Companies Act, 2013 is annexed hereto. The deemed venue for the 19th AGM will be Secur House, Plot no. G-4, MIDC Cross Road A, Andheri (East), Mumbai - 400 093.

2) In view of the global outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite. Pursuant to the above mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

3) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip and route map of the AGM venue are not annexed to this Notice.

4) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.

5) Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer at e-mail ID csbinadarji@gmail.com with a copy marked to the Company at investor_relation@secur.co.in authorizing its representative(s) to attend and vote through VC/ OAVM on their behalf at the Meeting, pursuant to Section 113 of the Act.

6) In line with the MCA Circular dated 5th May, 2020 and SEBI Circular dated 12th May, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 19th AGM has been uploaded on the website of the Company at www.secur.co.in and may also be accessed from the relevant section of the websites the National Stock Exchange of India Limited at www.nseindia.com. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

7) M/s. B. M. Parekh & Co., Chartered Accountants (FRN:107448W) were appointed as Statutory Auditors of the Company at 17th AGM held on 27th September, 2018 for a term of 5 consecutive years. Pursuant to notification issued by the MCA on 7th May, 2018 amending the provisions of section 139 of the Companies Act, 2013 and rules made thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors at every Annual General Meeting has been omitted, and hence the Company is not proposing an item on ratification of the appointment of Statutory Auditors at this AGM.

8) The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 23rd December, 2020. Members seeking to inspect such documents can send an email to investor_relation@secur.co.in

9) The Register of Members and Transfer Books of the Company will be closed from Thursday, 17th December, 2020 to Wednesday, 23rd December, 2020 (both days inclusive).

10) **Electronic dispatch of notice and Annual Report:**
In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2020 pursuant to section 136 of the Act and Notice calling the Annual General Meeting pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ Skyline Financial Services Pvt. Ltd (RTA) or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Skyline Financial Services Pvt. Ltd. by following due procedure.

Alternatively, Members may also send an e-mail request to investor_relation@secur.co.in along with the following documents for procuring user id and password and registration of e-mail addresses for e-Voting for the resolutions set out in this Notice:

a) In case shares are held in physical form, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.

b) In case shares are held in demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.

A copy of the Notice of this AGM along with Annual Report for the Financial Year 2019-2020 is available on the website of the Company at www.secur.co.in, website of the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

11) For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-id investor_relation@secur.co.in at least 48 hours before the time fixed for the AGM i.e. by 10.00 a.m. (IST) on 21st December, 2020, mentioning their name, demat account no./folio number, email ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

12) Members are requested to support the Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or with RTA (in case of Shares held in physical form).

13) All Members are requested to:

a) Intimate immediately any change in their address to Company's RTA.
b) Send all correspondence relating to transfer and transmission of shares to Registrar and shares Transfer Agent and not to the Company. Quote their Folio No./Client ID No. in their correspondence with the RTA.
c) Intimate Registrar and Share Transfer Agent for consolidation of folios, in case having more than one folio.
d) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney etc. to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its RTA to provide efficient and better service to the Members. Members holding share in physical form, if any, are requested to advice such changes to the Company's RTA. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares. Members can contact the Company's RTA.

14) Ms. Bina Darji, Practicing Company Secretary (Membership No. A50812) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

15) In compliance with the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on all resolutions set forth in this Notice, through remote e-voting system as well as remote e-voting during AGM.

16) Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Wednesday, 16th December, 2020 may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. Wednesday, 16th December, 2020, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.

17) The remote e-Voting period commences on Saturday, 19th December, 2020 at 9.00 a.m. (IST) and ends on Tuesday, 22nd December, 2020 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, 16th December, 2020.

18) Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.

19) The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

20) The Scrutinizer will submit her report to the Chairperson or to any other person authorized by the Chairperson after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL, RTA and will also be displayed on the Company's website at www.secur.co.in.

21) The instructions for shareholders voting electronically are as under:

A. Instructions for members for attending the AGM through VC/OAVM

I. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at https://www.evoting.nsdl.com under the Shareholders/Members login by using the remote e-Voting credentials, where the EVEN of the Company i.e. 115066 will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid last minute rush. Further, Members may also use the OTP-based login for logging into the e-Voting system of NSDL.

ii. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. 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.

iii. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 19th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at investor_relation@secur.co.in before 10.00 a.m. (IST) on 21st December, 2020. Such questions by the Members shall be suitably replied by the Company.

iv. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investor_relation@secur.co.in between Thursday, 17th December, 2020 (9.00 a.m. IST) and Saturday, 19th December, 2020 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

v. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on evoting@nsdl.co.in/1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at amitv@nsdl.co.in /+91 22 2499 4360.

B. **Instructions for remote e-voting before/during the AGM**

The instructions for remote e-Voting before the AGM are as under:

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

How to Log-in to NSDL e-Voting website?

A. Visit the e-Voting website of NSDL. Open web browser by typing the following: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

B. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders/Members' section.

C. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can login at https://eservices.nsdl.com/ with your existing IDeAS login. Once you login to NSDL e-services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

D. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12******, then your user ID is IN300***12******
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12**********, then your user ID is 12**********
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if Folio Number is 001*** and EVEN is 115066, then user ID is 115066001***

E. Your password details are given below:

i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

iii. How to retrieve your 'initial password'?

F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

i. Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

ii. Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

G. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box

H. Now, you will have to click on 'Login' button.

I. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to Cast your vote electronically on NSDL e-Voting system?

A. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

B. After clicking on Active Voting Cycles, you will be able to see the EVEN of all the companies in which you are holding shares and whose voting cycle is in active status.

C. Select 'EVEN' of the Company which is 115066 to cast your vote.

D. Now you are ready for e-Voting as the Voting page opens.

E. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

F. Upon confirmation, the message 'Vote cast successfully' will be displayed.

G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- **The instructions for e-Voting during the AGM are as under:**

i. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.

ii. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 in the AGM.

General Guidelines for Members:

i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

ii. In case of any queries/grievances pertaining to remote e-Voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on the toll-free number: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal or Ms. Pallavi Mhatre from NSDL at the designated e-mail IDs: evoting@nsdl.co.in or amitv@nsdl.co.in or pallavid@nsdl.co.in.

By order of the Board of Director
For SecUR Credentials Limited

Rahul Belwalkar
Managing Director
DIN: 02497535

Registered Office:
Plot no. G-4, MIDC Cross Road A,
Andheri (East), Mumbai - 400093.

Date: 26th November, 2020
Place: Mumbai

STATEMENT SETING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESSES IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no 3:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Mithun Kothari as an Additional Director (Independent and Non-Executive) with effect from 12th December, 2019 for a term of five consecutive years.

Pursuant to Section 161(1) of the Act, Mr. Mithun Kothari shall hold office up to the date of this AGM and is eligible to be appointed as a Independent Director of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

Brief Profile of Mr. Mithun Kothari

Mr. Mithun Kothari is a qualified Chartered Accountant and a member of the Institute of Chartered Accountants of India (ICAI) and a Bachelor of Commerce from Mumbai University. He is having eight years of experience in the field of financial and accounting consultancy.

In the opinion of the Board, Mr. Kothari is independent of the management of the Company. The Company has received declaration from him stating that he is not disqualified from being appointed as Director under the provisions of the Act. He has given his consent to act as a Director. Mr. Kothari is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board considers that the proposed appointment of Mr. Kothari as an Independent Director, based on skills, experience & knowledge in diverse areas, will be in the best interest of the Company.

Save and except Mr. Kothari, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

The Board recommends the resolution at Item No. 3 of this Notice for the approval by the Members of the Company by way of ordinary Resolution.

INFORMATION OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 19TH ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Pankaj R. Vyas	Mr. Mithun Kothari
Director Identification Number (DIN)	02496291	07520793
Designation	Non-Executive Director	Independent Director
Date of Appointment	18th July, 2017	12th December, 2019
Date of Birth	20th January, 1967	30th August, 1990
Qualification	Chartered Accountant, B.Com.	Chartered Accountant, B.Com.
Expertise in specific functional areas	Mr. Pankaj Vyas is a Promoter, Chairman, Non-Executive Director of the Company. He has an experience of more than 25 years in auditing, taxation, finance and accounting.	Mr. Mithun Kothari has an experience of around 8 years in finance and accounting field.
Relationship between Directors inter-se	NIL	NIL
Directorship held in other listed Companies	NIL	NIL
Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL
Shareholding in the Company	25,32,380 Equity Shares	NIL

By order of the Board of Director
For SecUR Credentials Limited

Rahul Belwalkar
Managing Director
DIN: 02497535

Registered Office:
Plot no. G-4, MIDC Cross Road A,
Andheri (East), Mumbai - 400093.

Date: 26th November, 2020
Place: Mumbai