SecUR Credentials

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India's first background screening company listed on NSE Emerge

07th September, 2019

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 18th 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 18th 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

Dipika

SECUR CREDENTIALS LIMITED MUMBAI

Dipika Detha
Company Secretary

Encl: a/a.

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NOTICE

Notice is hereby given that the 18th Annual General Meeting of SecUR Credentials Limited will be held on Monday, the 30th day of September, 2019 at 9:00 a.m. at 'Tunga International, 6th Floor, MIDC, Opp. Marol Bus Depot, Andheri (East), Mumbai – 400 093 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, 2019 and the Reports of the Board of Directors and Auditors thereon.

2. To declare a final dividend of Rs.0.50/- per equity share of Rs.10/- each for the financial year ended 31st March, 2019.

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

SPECIAL BUSINESS

4. Increase in Borrowing Limit of the Company

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

"RESOLVED THAT in supersession of the earlier resolution passed at the Extraordinary General Meeting held on 19th July, 2017 and pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the "Board") to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs.100,00,00,000/- (Rupees One Hundred Crore only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Creation of Charge on the Assets

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, consent of shareholders of the company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the

Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 100,00,00,000/- (Rupees One Hundred Crore only) at any time."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution."

By order of the Board of Director
For SecUR Credentials Limited
Sd/-
Rahul Belwalkar
Managing Director
DIN: 02497535

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

Date: 31st August, 2019
Place: Mumbai

NOTES:

1) 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. Further, additional information is annexed hereto.

   M/s. B. M. Parekh & Co., Chartered Accountants (FRN:107448W) were appointed as Statutory Auditors of the Company at 17th Annual General Meeting held on 27th September, 2018 for a term of 5 consecutive years. Pursuant to notification issued by the Ministry of Corporate Affairs 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.

2) **A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and a Proxy need not be a member.**

3) The instrument appointing a proxy must be deposited, either in person or through post, with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.

4) A person can act as a 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. 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 a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

5) The Register of Members and Transfer Books of the Company will be closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).

6) The dividend, if declared at the 18th Annual General Meeting, would be paid after 5th October, 2019 to those persons or their mandates:

   a) whose names appear as Beneficial Owners as at the end of the business hours on Monday, 23rd September, 2019 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Securities (India) Limited in respect of the shares held in electronic form; and

   b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Monday, 23rd September, 2019 after giving effect to:

      i) valid request(s) received for transmission / transposition of shares and
      ii) valid request(s) of transfer of shares in physical form

7) The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the member(s) through the Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) / Real Time Gross Settlement (RTGS) / Direct credit etc.

   As directed by SEBI, the member(s) holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to Registrar and Transfer Agent to update their Bank account details.

   Members holding shares in demat form are requested to update their Bank account details with their respective Depository Participant. The Company or Registrar and Transfer Agent cannot act on any request received directly from the members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

8) Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2018-19 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company/RTA, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

   Members are requested to support this 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).

9) All Members are requested to:

   a) Intimate immediately any change in their address to Company's Registrar and Share Transfer Agent.

   b) Send all correspondence relating to transfer and transmission of shares to Registrar of shares to Registrar and Transfer Agent and not to the Company. Quote their Folio No./Client ID No. in their correspondence with the Registrar and Share Transfer Agent.

c) Send their queries related to accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.

d) Intimate Registrar and Share Transfer Agent for consolidation of folios, in case having more than one folio.

e) Bring their copies of annual report and attendance slip with them at the meeting.

f) 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 Registrars and Transfer Agents 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 Registrar and transfer agents. 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 Registrar & Transfer Agent.

10) M/s. Sarika More & Associates, Practicing Company Secretary (Membership No. ACS 32414) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

11) 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 Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice, through remote e-voting.

12) The facility for voting through Ballot shall be made available at the meeting to the Members who have not cast their vote through remote e-voting and are eligible to vote at the Annual General Meeting.

13) However, Members can opt for only one mode of voting i.e. either by ballot at AGM or e-voting. If the members opt for e-voting, then they should not vote by ballot at AGM and vice-e-versa. However, in case members cast their vote by ballot and e-voting, then voting done through e-voting shall prevail and voting done by ballot will be treated as invalid.

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

I. The voting period begins on Friday, 27th September, 2019 at 9.00 a.m. and ends on Sunday, 29th September, 2019 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 i.e Monday, 23rd September, 2019 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 / Members.

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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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.comand 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.

15) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date.

16) The Scrutinizer shall, immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remove e-voting in the presence of at least 2(two) witnesses not in the employment of the Company and submit not later than 48 hours of conclusion of the meeting, a consolidated report of the total votes cast in favour or against if any, to the Chairman of the Company or such other officer authorized by the Chairman.

17) The results on resolutions shall be declared within 48 hours of the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.

18) The results of voting along with the Scrutinizer's reports thereon would be available on the website of the Company www.secur.co.in and on the website of www.evoitngindia.com immediately after the declaration of the results and would also be communicated simultaneously to the National Stock Exchange of India Limited.

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

Item no 4 and 5:

The Members of the Company at their Meeting held on 19th July, 2017 had passed a resolution authorizing the Board of Directors of the Company to borrow monies, from time to time, upto INR 50,00,00,000/- (Rupees fifty crore only). The Company is expediting its plan to scale up its capacity and coverage. Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or through lending Institutions and /or Bodies Corporate and/or such other persons / individuals as may be considered fit. Hence, it is considered necessary to increase the limits for borrowing of funds from INR 50,00,00,000/- (Rupees fifty crore only) to INR 100,00,00,000/- (Rupees one hundred crore only).

In order to facilitate the securing of the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members by way of special resolution in the General Meeting.

The Board recommends the Special Resolutions set out at Item No. 4 and 5 of the Notice for approval by the Members. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 4 and 5 of this Notice.

INFORMATION OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 18TH 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
Director Identification Number (DIN)	02496291
Designation	Non-Executive Director
Date of Appointment	18/07/2017
Date of Birth	20/01/1967
Qualification	Mr. Pankaj Vyas is a Promoter, Chairman, Non Executive Director of the Company. He holds bachelor's degree in Commerce from the Mumbai University. He is a member of the Institute of Chartered Accountant of India (ICAI).
Expertise in specific functional areas	Mr. Pankaj Vyas is a practicing Chartered Accountant. He has an experience of more than 25 years in auditing, taxation, finance and accounting.
Relationship between Directors inter-se	Not Applicable
Directorship held in other listed Companies	NIL
Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Shareholding in the Company	25,32,380 Equity Shares

By order of the Board of Director
For SecUR Credentials Limited
Sd/-
Rahul Belwalkar
Managing Director
DIN: 02497535

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

Date: 31st August, 2019
Place: Mumbai

Route Map to the AGM Venue

