

SKP Securities Ltd

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CIN :
L74140WB1990PLC049032

Date: 25th August 2015

To
Deputy General Manager (Listing)
Corporate Relationship Department
BSE Ltd
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Scrip Code: 531169

Sub: Minutes of Annual General Meeting

Dear Sir,

Pursuant to clause 31(d) of the Listing agreement, please find herewith minutes of the Twenty Fifth Annual General Meeting held on Saturday, 8th August, 2015.

Kindly acknowledge the receipt of above.

Thanking You,

For SKP Securities Ltd



Dipak Kadel
Company Secretary

Encl: a/a

Investment Banking | Wealth Advisory & Prosperity Management | Broking | Distribution

Sebi Regn. Nos : NSE: INB 230707532 BSE: INB 010707538 MCX-SX: INE 260707532 NSDL: IN-DP-NSDL-222-2001 CDSL: IN-DP-CDSL-132- 2000 AMFI: ARN 0006 NPS: 04110 ISO 9001 : 2008



MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SKP SECURITIES LIMITED HELD AT MCC CHAMBER OF COMMERCE & INDUSTRY, 15B, HEMANTA BASU SARANI, KOLKATA - 700 001 ON SATURDAY THE 8TH DAY OF AUGUST, 2015 AT 10.00 A.M. AND CONCLUDED AT 11.00 A.M.

Present:-

Mr. Naresh Pachisia	Managing Director/Member
Mr. Ravi Todi	Independent Director; Chairman, Audit Committee
Mr. Kishore Bhimani	Independent Director
Mr. Nikunj Pachisia	Whole Time Director
Mr. Anil Shukla	Chief Financial Officer
Mr. Dipak Kadel	Company Secretary

Total 54 members of the company were present in the Meeting in person including the above named members and 8 persons in proxy as per Attendance Register.

Proposed by Mr Ravi Todi, Mr. Naresh Pachisia took the Chair and welcomed the Members to the 25th Annual General Meeting of the Company.

The required Quorum of members being present, the Chairman called the meeting to order.

The Register of Directors' Shareholdings under Section 170 of the Companies Act, 2013 was laid before the Meeting and remained open and accessible for inspection during the continuance of the Meeting.

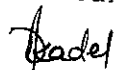
Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the notice dated 25th April, 2015 convening the 25th Annual General Meeting & Explanatory Statement annexed thereto, the Directors' Report along with annexure thereto and the Annual Accounts for the financial year 2014-15 already circulated to the members of the Company were taken as read.

The Chairman informed that the Auditors' Report does not contain qualifications, observations or comments on financial transactions or other matters, which have any adverse effect on the functioning of the Company and hence as per provisions of Section 145 of the Companies Act, 2013 the Auditors' Report is not required to be read.

The Chairman then invited the members (other than those present by proxy) to make comments, offer suggestions and seek clarifications, if any. Several members addressed the Meeting, gave their suggestions and sought clarifications on the Company's accounts and business, which the Chairman answered to their satisfaction.

The Chairman thereafter informed that as required under Clause 35(b) of Listing Agreement, Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management & Administration) Rules, 2014, the Company had provided e-voting facility to its Shareholders to

For SKP Securities Ltd.


Company Secretary

cast their votes in each of the resolutions proposed in the AGM. He also informed that Mr. Atul Kumar Labh, Practicing Company Secretaries had been appointed as Scrutinizer to conduct e-voting process in a fair and transparent manner.

In line with the said Rules, the Company had also provided facility for voting by Poll at the venue of AGM to the members who attended the AGM but did not cast their vote through remote e-voting.

The following resolutions passed by the Members with requisite majority:

ORDINARY BUSINESS

Item No.1 – Adoption of Annual Accounts

(As an Ordinary Resolution)

“RESOLVED THAT the Audited Balance Sheet as on 31st March 2015 and the Profit and Loss Account for the year ended 31st March 2015 along with the Auditors and Directors Report thereon of the Company be and are hereby approved and adopted.”

Voting	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against
Through E-Voting	4943923	4943923 (100%)	Nil
Through Voting by Poll	525	525 (100%)	Nil
Total	4944448	4944448 (100%)	Nil

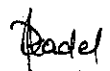
Item no 2. – Declaration of Dividend on Equity Shares

(As an Ordinary Resolution)

“RESOLVED THAT dividend for the year ending 31st March 2015 @10% i.e. Re.1/- per share on 56,15,000 Equity Shares of the company be paid to the shareholders whose name appear on the Register of Members of the Company as on 1st August 2015”

Voting	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against
Through E-Voting	4943923	4943923 (100%)	Nil
Through Voting by Poll	525	525 (100%)	Nil
Total	4944448	4944448 (100%)	Nil

For SKP Securities Ltd.


Company Secretary

Item no 3. – Re-appointment of Mrs. Manju Pachisia (Retiring Director)

(As an Ordinary Resolution)

“**RESOLVED THAT** Mrs. Manju Pachisia, who retires by rotation and being eligible, offers herself for re-appointment, as a Director of the Company be and hereby re-appointed as a Director of the company.”

Voting	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against
Through E-Voting	4943923	4943923 (100%)	Nil
Through Voting by Poll	525	525 (100%)	Nil
Total	4944448	4944448 (100%)	Nil

Item no 4:- Ratification of Appointment of Statutory Auditor

(As an Ordinary Resolution)

“**RESOLVED THAT** pursuant to Section 139 and other provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the appointment of M/s G.P. Agrawal & Co., Chartered Accountants, Kolkata (Registration No- 302082E) as Statutory Auditor of the Company approved by the Shareholders at the 24th Annual General Meeting (AGM), which was subject to the ratification at every AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditor”

Voting	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against
Through E-Voting	4943923	4943923 (100%)	Nil
Through Voting by Poll	525	525 (100%)	Nil
Total	4944448	4944448 (100%)	Nil

For SKP Securities Ltd.


Company Secretary

SPECIAL BUSINESS

Item no. 5:- Re-appointment of Mr. Naresh Pachisia and Increase in his Remuneration

(As a Special Resolution)

“RESOLVED THAT pursuant to Section 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V of the Companies Act, 2013 and in partial modification of the Resolutions passed earlier in respect of re-appointment and payment of remuneration to Mr. Naresh Pachisia (DIN:00233768), Managing Director of the Company, consent of the company be and is hereby accorded for the re-appointment of Mr. Naresh Pachisia for a period of three years w.e.f 01.04.2015 and increase in his monthly remuneration from Rs. 2,50,000/- to Rs. 4,16,667/- and commission not exceeding 4% of net profits of the Company for each financial year, with effect from 01.04.2015, computed in the manner as laid down in section 198 of the Companies Act, 2013 and on terms and conditions as recommended by the Nomination & Remuneration Committee of the Directors and approved by the Board of Directors in their respective meetings held on 25th April 2015 and as set out in the explanatory statement annexed hereto, and also draft agreement to be entered into with Mr. Naresh Pachisia placed before this meeting with a liberty to Board of Directors to revise, amend, alter and vary the terms and conditions of his appointment and remuneration in such manner as may from time to time be prescribed by the Central Government in Schedule V or any modification(s) thereto, as may be agreed to by and between the Board of Directors and Mr. Naresh Pachisia.”


“RESOLVED FURTHER THAT all other terms of appointment of Mr. Naresh Pachisia, the Managing Director, as approved by the members till date shall remain unaffected”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the said remuneration, perquisites/benefits payable to Mr. Naresh Pachisia as the Managing Director as may be mutually agreed between the Company and Mr. Naresh Pachisia, subject to the applicable provisions and approval of the Central Government, if any.”

“RESOLVED FURTHER THAT if in any financial year during the term of Mr. Naresh Pachisia, the Company has loss or inadequate profits, he shall be entitled to receive the remuneration specified in the aforesaid agreement as minimum remuneration as provided under the Companies Act, 2013.”

Voting	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against
Through E-Voting	4943923	4943923 (100%)	Nil
Through Voting by Poll	525	525 (100%)	Nil
Total	4944448	4944448 (100%)	Nil

For SKP Securities Ltd.


Company Secretary

Item no. 6:- Remuneration Payable to Mr. Rajesh Pachisia

(As a Special Resolution)

“RESOLVED THAT pursuant to Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V of the Companies Act, 2013 and in partial modification of the Resolutions passed earlier in respect payment of remuneration to Mr. Rajesh Pachisia, the erst-while Managing Director of the Company, who resigned from the Company w.e.f. 1.8.2014 and to whom the Board (which expression shall also include the Audit Committee) had recommended a onetime payment of Rs 21 lacs as an appreciation for valuable services and wise counsel rendered by him during his long association with the Company, consent be and is hereby accorded to double the limit of Managerial remuneration payable to him as specified Section II of Part II of Schedule V as are set out in the Explanatory Statement attached to the Notice of this meeting.”

Voting	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against
Through E-Voting	4943923	4943923 (100%)	Nil
Through Voting by Poll	525	525 (100%)	Nil
Total	4944448	4944448 (100%)	Nil

VOTE OF THANKS

As there was no other business to be transacted the meeting terminated with a vote of thanks to the chair.

SD/-
CHAIRMAN

For SKP Securities Ltd.

Pradeep
Company Secretary