

## NOTICE

Notice is hereby given that the Twenty - eight (28<sup>th</sup>) Annual general meeting of the members of Alka Securities Ltd (CIN: L65910MH1994PLC165204) will be held on Saturday, September 30, 2023 at 11.00 am through Video Conference ("VC") or Other Audit Visual Means ("OAVM") by following the procedure as outlined in the general circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020 issued by the Ministry of Corporate Affairs for which and the necessary disclosures are made in the notes section of this notice to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone Audited Balance Sheet as at 31<sup>st</sup> March, 2023 and Profit & Loss Account for the year ended on that date together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Mahendra Pandey (holding DIN 00157790), who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. Change of name of the Company:**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of section 4 of the Companies Act, 2013 read with The Companies (Incorporation) Rules, 2014 (including any modification, amendment or enactment), subject to the approval by the Company by a special resolution to be passed at a general meeting and of the Central Government under section 13 of the Companies Act, 2013, the name of the Company be and is hereby changed from '**ALKA SECURITIES LIMITED**' to '**ASL VENTURE LIMITED**' or any other name as may approve by the Registrar

#### **4. Alteration of the Object Clause of the Memorandum 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 FURTHER THAT** pursuant to provisions of section 4, 13 of the Companies Act, 2013 read with The Companies (Incorporation) Rules, 2014 (including any modification, amendment or enactment), subject to the approval by the Company by a special resolution to be passed at a general meeting and of the Central Government, consent of the Board of Directors of the company be and is hereby accorded for amendment in the existing Objects Clause of the Memorandum of Association ("the MoA") of the company in the following manner:-

Clause III of the MoA be altered by substituting sub-clause :

1. To carry on the business of advisers and consultants on problems relating to the administration and organisation of industry and business and to advise ways and means and methods for extending, developing and importing all types of business or industries and all systems and processes relating to the production, storage, distribution, marketing and sale of goods and or relating to the rendering of the services.
2. To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
3. To carry on the business of providing management services, consultancy, multidisciplinary consultancy, liaison representation, business development and all transaction related consultancy and advisory services to foreign and Indian companies, firms, associations, societies and individuals engaged in or interested in inbound to or Outbound investment from India, and in business activities such as strategic investment, distribution, supply of goods or services and acquisition of properties, business, industrial undertakings, shares and or assets.

#### **5. Alteration of Article of Association of the Company**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provision of section 14 (1) of the Companies Act, 2013 and other provision applicable if any, consent of the company accorded to board of director of the company be and is hereby the name of the Company be changed from '**ALKA SECURITIES LIMITED**' to '**ASL VENTURE LIMITED**'.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company or any of its committee constituted be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute

all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Registered Office:

**ALKA SECURITIES LTD**

CIN: L65910MH1994PLC165204

Regd. Off.: SHP NO - 205 SECOND FLOOR

CTS NO-458, DISHA CONSTRUCTION SUBHASH ROAD,

E-SQUARE, CTS NO 458, SUBHASH ROAD,

VILL PARLE (East) Mumbai-400 057

Tel: 91 -22 -28945350

Email: info@alkasecurities.com

Website: www.aslventure.com

Place: Mumbai

Date: 31/08/2023

By order of the Board,  
for **ALKA SECURITIES LTD**

**Nishi Jain**

Company Secretary & Compliance Officer

## NOTES:

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 and June 15, 2020 (collectively referred to as “MCA circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), and MCA circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue.
2. In accordance with the Secretarial Standard-2 on general meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the AGM.
3. Pursuant to MCA Circular No. 14/2020 dated 8th April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
4. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the AGM through VC / OAVM mode 30 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate members intending to authorise their representatives to participate and vote at the AGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM.
7. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business is not required to be annexed.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Members and Share Transfer Books will remain closed from Saturday, 23<sup>rd</sup> September, 2023 to Saturday, 30<sup>th</sup> September, 2023 (both days inclusive).
11. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents, PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED., 9, SHIV SHAKTI INDUSTRIAL ESTATE, J.R. BORICHA MARG LOWER PAREL (EAST) MUMBAI – 400 011
12. The company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
13. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Registrar and Transfer Agent of the company for doing their needful.

14. Members are requested to notify change in address, if any, immediately to Registrar and Transfer Agent of the company quoting their folio numbers.
15. Copies of the Annual Report – 2023 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report – 2023 are being sent by the permitted mode.
16. The Notice of the 28<sup>th</sup> AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

Members may also note that the Notice of the 28<sup>th</sup> AGM and the Annual Report – 2023 will be available on the company's website, [www.aslventure.com](http://www.aslventure.com). The physical copies of the aforesaid documents will also be available at the company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: [info@alkasecurities.com](mailto:info@alkasecurities.com).

Additional information pursuant to provision of regulation 15 (2) of Securities and Exchange Board of India (SEBI) (listing obligation and disclosure requirement) Regulations, 2015 for the period 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023, in respect of the Directors seeking appointment/re-appointment at the AGM are furnished and forms a part of the Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.

SEBI vide its circular dated 8th June, 2018 amended Regulation 40 of the Listing Regulation pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode.

Further, dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduces the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

17. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the company.
18. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
19. All documents referred to in the Notice will be available for inspection at the company's registered office during normal business hours on working days up to the date of the AGM.
20. Voting through electronic means -  

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the company is pleased to provide members facility to exercise their voting rights at the 28<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).
21. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of Friday, 22<sup>nd</sup> September, 2023.
22. 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 Thursday, 31<sup>st</sup> August, 2023.
23. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice through email and holds shares as on the cut-off date i.e. Friday, 22<sup>nd</sup> September, 2023 may obtain the login ID and password by sending a request at [evoting@cdslindia.com](mailto:evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing password for casting your vote.
24. Mr. Mayur M. More (Membership No. ACS 35249 CP No. 13104) Proprietor of Mayur More & Associates, a Practicing Company Secretary, has been appointed as a Scrutinizer for the e-voting process.
25. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock

the votes in the presence of at least two (2) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the company.

The Results shall be declared on or after the AGM of the company. The Results declared along with the Scrutinizer's Report shall be placed on the company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the company and communicated to the BSE Limited.

## A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

- i. Members may access the platform to attend the AGM through VC <https://us05web.zoom.us/j/81138551512?pwd=0yWfHJTIPGgRNCIUhFMjIcbYJibSfi.1> Meeting ID: 811 3855 1512 Passcode: 0xcb3U of ZOOM. Please note that the Members who have not registered their email address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
- ii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
- iii. Members are encouraged to join the Meeting using Zoom App.
- iv. Members will be required to grant access to the web-cam to enable two-way video conferencing.
- v. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks

## B. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- i. The voting period begins on Wednesday, September 27, 2023 (9.00 a.m. IST) to Friday, September 29, 2023 (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 (record date) of Friday, 22<sup>nd</sup> September, 2023 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below: <b>PAN</b>	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. The sequence number is printed on the Address sticker in case of the dispatch of the Annual Report through physical mode and mentioned in the covering e-mail in case of dispatch of soft copy.
<b>DOB</b>	Enter the Date of Birth ("DOB") as recorded in your demat account or in the Company records in dd/mm/yyyy format.
<b>DIVIDEND BANK ACCOUNT</b>	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio no.  Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company, please enter the DP ID and Client ID / folio number in the Dividend Bank details field as mentioned in Step 3.

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

- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN **230906086** for the relevant <Company Name> on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. 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 and enter the details as prompted by the system.
- xvii. 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.

#### **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](http://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](mailto: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](mailto: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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XVIII. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## ANNEXURE TO ITEM No. 2 OF THE NOTICE

Name of the Director	Mr Mahendra Pandey
Date of Birth	01/01/1958
Relationship with other director inter-se	NA
Date of Appointment	Originally appointed on 26/07/2010
Expertise in specific functional area	Vast experience in financial and accounting related.
Qualification	B.com
No. of equity shares held in the company	6200
Directorship in other Indian Private/ Public Limited Companies	ADEPT AGROTECH PRIVATE LIMITED
Chairman/Membership of Committees in other Indian Public Limited Companies as on 31st March, 2023	Member of Audit, Nomination and Remuneration, and Stakeholder Relationship Committee of the Alka Securities Ltd.

## **ANNEXURE TO THE NOTICE**

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

#### **Item No. 1**

At the Board meeting held on 31<sup>st</sup> August 2023, the Directors of the put forward the proposal to change of the company by new name "ASL Venture Limited" would be used to give better representation of its new activity. The Board of Directors discussed the same and is of the opinion that the name of the Company be changed from "ALKS SECURITIES LIMITED" to "ASL VENTURE LIMITED"

As a result of change in the name, the clause I of the Memorandum of Association is also required to be suitably amended.

Therefore, in order to give effect to the provisions of the Memorandum of Association of the Company in respect of Change of Name (Clause I).

#### **Item No. 2**

The Board of Directors of the Company has approved for amendment of main object Clause of the Memorandum of Association of the Company. hence the board of directors has recommended to approve the same, therefore the Board of Directors recommend this Resolution for your approval.

#### **Item No. 3**

The Board has granted its approval to the amendment in the AoA vide Resolution dated 31<sup>st</sup> August, 2023. The Approval of the Members of the Company required, by way of Special Resolution pursuant to section 14 of the Companies Act, 2013.

Draft of the AoA proposed to be amended shall be placed at the meeting for inspection by the members and shall also be available at the registered office of the Company during business hours.

The Board of Director's commend this resolution for approval of the shareholders.

A copy of the Memorandum and Article of Association of the Company is available for inspection on all working days during usual business hours at the registered office of the Company.

None of the Directors of the Company is concerned or interested in this resolution.