



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE BAMPSL SECURITIES LIMITED WILL BE HELD ON TUESDAY, 29TH SEPTEMBER 2015 AT 10.00 A.M. AT KHASRA NO 24/15, KAKROLA, NEW DELHI - 110043 TO TRANSACT THE FOLLOWING BUSINESSES:

A. ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2015 and the Statement of Profit & Loss Account for the financial year ended on that date together with the reports of the Auditors and the Directors thereon.
2. To appoint a Director in place of Mr. Suresh Kumar Singhal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s G. C. Agarwal & Associates, Chartered Accountants (Firm Registration No. 017851N), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-third AGM of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business

4. To Regularise Mrs. Sheela Gupta as a Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Sheela Gupta, who was appointed as an Additional Director with effect from June 22nd, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a director of the Company.”

5. To Appoint Mr. Vinubhai Prabhudas Patel (DIN: 00906780) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:



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“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act and Clause 49 of the Listing Agreement, as amended from time to time and the Articles of Association of the Company, Mr. Vinubhai Prabhudas Patel (DIN: 00906780), a Non -Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term upto five consecutive years commencing from October 1st, 2014”.

6. To Appoint Mr. Sandeep Kumar Khandelwal (DIN: 00131294) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act and Clause 49 of the Listing Agreement, as amended from time to time and the Articles of Association of the Company, Mr. Sandeep Kumar Khandelwal (DIN: 00131294), a Non -Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term upto five consecutive years”.

7. To Re-designate Sh. Suresh Kumar Singhal as Non-Executive Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Companies Act, 2013 read with rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, approval of the members be and is hereby accorded to the re-designation of Sh. Suresh Kumar Singhal, as Non-Executive Director on the Board of Directors of the Company with effect from April 1st, 2015 and that he shall be paid sitting fees and allowed reimbursement of expenses incurred in connection with the work and affairs of the Company from the said date.”



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NOTES:

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 5 and 6 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.
3. A member entitled to attend and votes at the annual general meeting is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the company. The instrument appointing a proxy, to be effective, must be duly filled, stamped and must reach the company's registered office not later than 48 hours before the commencement of the meeting. A blank proxy form is annexed to this notice.
4. Members/proxies are requested to kindly take note of the following:
 - (i) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled in and signed for attending the meeting.
 - (ii) In all correspondence with the Company and/or the R&T Agent, Folio No./DP & Client ID no. must be quoted.
5. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 23rd day of September, 2015 to Tuesday, the 29th day of September, 2015 (both days inclusive). All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
8. The Annual Report of the Company for the financial year 2014 has been emailed to the members whose email addresses are available with the depositories or are obtained directly from the members, as per the MCA Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 on "Green Initiative of Ministry of Corporate Affairs for Corporate Governance". For other members, who have not registered their email addresses, the Annual Report has been sent at their registered postal address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other Notices from the Company electronically.
9. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide



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members facility to exercise their right to vote at the 20th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The instructions for e-voting are as under:

- a. Launch internet browser by typing the following URL: <http://www.evoting.nsdl.com>;
- b. Click on Shareholder – Login;
- c. Put user ID and password as initial password/PIN noted in step (i) above. Click Login;
- d. Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- e. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles;
- f. Select “EVEN” of Bampsl Securities Limited;
- g. Now you are ready for e-voting as Cast Vote page opens;
- h. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted;
- i. Upon confirmation, the message “Vote cast successfully” will be displayed;
- j. Once you have voted on the resolution, you will not be allowed to modify your vote;
- k. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to bampslscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in;
- In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participants (s) or requesting physical copy]:
 - a) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:
EVEN (E Voting Event Number) USER ID PASSWORD / PIN
 - b) Please follow all steps mentioned aforesaid to cast vote.
- The e-voting period commences on September 26, 2015 at 9:00 am and ends on September 28, 2015 at 5:00 pm. 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 September 22, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 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 September 22, 2015.



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- Mr. Manoj Kumar Mandal Company Secretary (Membership No. 5538) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - The scrutinizer shall, immediately after the conclusion of the e-voting period, first count the votes cast at the meeting & thereafter unblock the votes in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a scrutinizer's report of the total votes cast in favor or against, if any, 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 www.bampslsecurities.co.in and on the website of NSDL immediately after the result is declared by the Chairman. The company shall, simultaneously, forward the results to the BSE Ltd. and such stock exchange shall place the results on its website.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of 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 the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
 11. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants.
 12. As required by Clause 49 of the Listing Agreement, the relevant details of the directors liable to retire by rotation and seeking re-appointment in the 20th Annual General Meeting of the Company are:

Shri Suresh Kumar Khandelwal, is a graduate in Arts by qualification. He has a vast experience of over 30 years in primary capital markets. He has been associated with the Company from 2005. He is neither a Director nor a Member of any Committee in any other company. He is holding 19600 Shares of the company.
 13. Arihant Capital Market Limited having SEBI Registration No. INM000011070 have been appointed by the company as the Lead Manager for the Right issue and Further Issue as per the Resolution passed by the members in Annual General Meeting in year 2011-2012.
 14. Members are requested to send their queries, if any, at least 10 days in advance of the meeting so that the information can be compiled in advance.
 15. For any investor related queries, communication may be sent by e-mail to bampslsecurities@yahoo.co.in.



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"Explanatory Statements pursuant to section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as 'the Act') the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No. 4 to Item No. 7 of the accompanying Notice dated September 1st, 2015.

Item No.4

Mrs. Sheela Gupta was appointed as an Additional Director w.e.f. June 22, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. The Board feels that presence of Mrs. Sheela Gupta on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors, except Mrs. Sheela Gupta and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

Item No.5

Mr Vinubhai Prabhudas Patel a graduate in Commerce by qualification. He has been engaged in the business of Agricultural Sector. Apart from being a well known businessman, he is also actively engaged in various social & charitable activities.

Mr Vinubhai Prabhudas Patel had been appointed as an Independent director of the Company by the Board of Directors at its meeting held on October 1st, 2014 under Clause 49 of the Listing Agreement.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a fixed term up to five consecutive years on the Board of a company and shall not be liable to retire by rotation. Mr Vinubhai Prabhudas Patel has given a declaration to the Board in terms of Section 149 (7) of the Act that he meets the criteria of independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Mr. Vinubhai Prabhudas Patel fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Vinubhai Prabhudas Patel as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Vinubhai Prabhudas Patel and/or his relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment.

Save and except above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.



Item No. 6

Shri Sandeep Kumar Khandelwal is a graduate in Commerce by qualification. He has also completed AMFI Mutual Fund Certification in 2003. He has a vast experience in insurance, investment industry. He is working for UTI Mutual Funds since 1988. He has gained good knowledge of deploying skillfully surplus funds in equity market, mutual funds and other investment related instruments. He has been associated with the Company from 2005. He is neither a Director nor a Member of any Committee in any other company. He is holding 4900 Shares of the company.

Mr. Sandeep Kumar Khandelwal had been appointed as an independent director of the Company with effect from 4th March, 2005 under Clause 49 of the Listing Agreement.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a fixed term up to five consecutive years on the Board of a company and shall not be liable to retire by rotation. Mr. Sandeep Kumar Khandelwal has given a declaration to the Board in terms of Section 149 (7) of the Act that he meets the criteria of independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Mr. Sandeep Kumar Khandelwal fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sandeep Kumar Khandelwal as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Sandeep Kumar Khandelwal and/or his relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment.

Save and except above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7

Sh. Suresh Kumar Singhal was appointed as Executive Director on the Board of Directors of the Company on 4th March 2005. Sh. Suresh Kumar Singhal is the Member of the Audit Committee and Stakeholders Relationship Committee of the Board of Directors of the Company. Sh. Suresh Kumar Singhal holds by himself 19600 Shares in the company. He is neither a Director nor a Member of any Committee in any other company.

The resolution seeks the approval of members for the re-designation of Sh. Suresh Kumar Singhal as Non-Executive Director of the Company pursuant to provisions of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder. Sh. Suresh Kumar Singhal will be liable to retire by rotation at this Annual General Meeting. Sh. Suresh Kumar Singhal being eligible and offering himself for re-designation is proposed to be re-designated as a Non-Executive Director. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Sh. Suresh Kumar Singhal as a Non-



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Executive Director: Accordingly, the Board recommends the resolution in relation to appointment of Sh. Suresh Kumar Singhal as a Non-Executive Director, for approval by the shareholders of the Company.

Except Sh. Suresh Kumar Singhal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

BY ORDER OF THE BOARD
For Bampsl Securities Limited

Place: New Delhi
Date: 01.09.2015

Sd/-
(Bhisham Kumar Gupta)
Managing Director
DIN : 00110915
Address: C-7/100, Yamuna Vihar,
Delhi, 110053

ANNEXURE TO ITEMS 5 AND 6 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr Vinubhai Prabhudas Patel	Sh. Sandeep Kumar Khandelwal
Director Identification Number (DIN)	00906780	00131294
Date of Birth	08-03-1957	30-07-1969
Nationality	Indian	Indian
Date of Appointment on Board	1 st Octobers, 2014	4 th March, 2005
Qualification	Graduate in Commerce	Graduate in Commerce
Shareholding in Bampsl Securities Limited	NIL	4900
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	1	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	NIL

There are no inter-se relationships between the Board Members.



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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the company, to be held on the 29th day of September, 2015 at 10:00 a.m. at Khasra No. 24 /15 Kakrola, New Delhi-110043 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	Re-appointment of M/s G. C. Agarwal & Associates, Chartered Accountants as Statutory Auditors & fixing their remuneration		
3.	Re-appointment of Sh. Suresh Kumar Singhal who is liable to retire by rotation		
4.	Regularisation of Mrs. Sheela Gupta as Director		
5.	Appointment of Mr. Vinubhai Prabhudas Patel (DIN: 00906780) as an Independent Director		
6.	Appointment of Mr. Sandeep Kumar Khandelwal (DIN: 00131294) as an Independent Director		
7.	Re-designation of Sh. Suresh Kumar Singhal as Non-Executive Director		

* Applicable for investors holding shares in Electronic form.

Signed this 29th day of September 2015

Signature of Shareholder
Signature of Proxy holder
across Revenue Stamp

Signature of the shareholder

Affix Revenue
Stamps

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.



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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

20th Annual General Meeting on 29th September, 2015

Full name of the members attending _____
(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 20th Annual General Meeting of the Bampsl Securities Ltd. held at Khasra No. 24/15 Kakrola, New Delhi-110043., at 10:00 A.M. on Tuesday, the 29th day of September 2015.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
