

NOTICE

NOTICE is hereby given that the seventeenth Annual General Meeting of Summit Securities Limited will be held at The Queenie Captain Auditorium, The NAB – Workshop for the Blind, Dr. Annie Besant Road, Prabhadevi, Mumbai – 400 025 on Saturday, September 27, 2014, at 02:30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date, the Report of the Auditors thereon and the Report of the Directors.
2. To appoint a Director in place of Mr. H. N. Singh Rajpoot (DIN: 00080836), who retires by rotation and, being eligible, has offered himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof), M/s. Chaturvedi & Shah, Chartered Accountants registered with the Institute of Chartered Accountants of India vide Registration No.101720W, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty First AGM, subject to ratification by members at every AGM of the Company, on such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Act and Clause 49 of the Listing Agreement (as amended from time to time) entered into with the Stock Exchanges, Mr. Hemendra Chimanlal Dalal (DIN: 00206232), Director of the Company who has given a declaration of independence under Section 149 (6) of the Act, and in respect of whom the Company has received

a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from the date of the seventeenth Annual General Meeting.”

5. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Act and Clause 49 of the Listing Agreement (as amended from time to time) entered into with the Stock Exchanges, Mr. Sunil Kamalakar Tamhane (DIN: 03179129), Director of the Company who has given a declaration of independence under Section 149 (6) of the Act, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from the date of the seventeenth Annual General Meeting.”

6. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Act and Clause 49 of the Listing Agreement (as amended from time to time) entered into with the Stock Exchanges, Ms. Sneha Karmarkar (DIN: 06878346), who was appointed as an Additional Director with effect from May 23, 2014 to hold office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director and who has given a declaration of independence under Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from the date of the seventeenth Annual General Meeting.”

7. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Act and Clause 49 of the Listing Agreement (as amended from time to time) entered into with the Stock Exchanges, Mr. Prem Kapil (DIN: 06921601) who was appointed as an Additional Director with effect from August 13, 2014 to hold office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director and who has given a declaration of Independence under Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from the date of the seventeenth Annual General Meeting.”

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under Item Nos. 4 to 7 is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
3. **THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Provided that 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 proxy for any other person or member. Appointment of Proxy shall be in the Form No. MGT-11. Blank Proxy Form No. MGT-11 is being sent herewith.
5. Members are requested to kindly refer to the chapter on Corporate Governance Report in the Annual Report for the information in respect of Directors seeking appointment / re-appointment and their shareholding in the Company, as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges.
6. The Register of Members and the Share Transfer Books of the Company shall be closed from Saturday, September 20, 2014 to Saturday, September 27, 2014 (both days inclusive).
7. Pursuant to the provisions of Section 205A of the Companies Act, 1956, dividend for the financial year ended March 31, 2007, paid by erstwhile Brabourne Enterprises Limited, (which later merged with the Company with effect from December 23, 2009 pursuant to the Scheme of Arrangement between Summit Securities Limited and Brabourne Enterprises Limited and Octav Investments Limited and CHI Investments Limited and RPG Itochu Finance Limited and Instant Holdings Limited and KEC Holdings Limited and their respective shareholders), remaining unclaimed or unpaid, if any, for the period of 7 (seven) years will be transferred to the Investor Education and Protection Fund (IEPF) established under Section 205C of the Companies Act, 1956 on or after expiry of 7 (seven) years of declaration. Members who have not encashed their dividend warrant(s) so far for the financial year ended March 31, 2007 or any subsequent financial years are requested to make their claims to the Registered Office of the Company at RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030. It may also be noted that once the unclaimed dividend is transferred to IEPF, as above, no claim shall lie in respect thereof.
8. To ensure speedy credit of dividend and avoid fraudulent encashment, members are requested to kindly inform their Bank Account Details for payment of dividend through NECS. Forms shall be supplied on request.
9. **Important notice for Members:**
 - For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members are requested to affix their signature at the place provided on the Attendance Slip and hand it over at the entrance.
 - Members can avail of the nomination facility, under Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 by filing Form No. SH-13. Blank forms will be supplied on request.
10. **Consolidation of Folios:**

The members holding shares in the same name or

in the same order of names, under different folios, are requested to notify the relevant details of the said holdings to TSR Darashaw Private Limited at 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 for consolidation of their shareholding into a single folio.

11. Change in address:

Members are requested to notify immediately any change in their address:

a) If the shares are held in physical form to:

- (i) The Company at its Registered Office at:
Summit Securities Limited
RPG House, 463, Dr. Annie Besant Road,
Worli, Mumbai 400 030
E-mail : summitsec@gmail.com

OR

- (ii) The Registrar and Share Transfer Agents of the Company at the following address:
TSR Darashaw Private Limited
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E Moses Road, Mahalaxmi,
Mumbai 400 011.
E-mail : csg-unit@tsrdarashaw.com

b) If the shares are held in demat form : to the respective Depository Participants.

12. Members holding shares in physical form are requested to convert their holdings into dematerialised mode to avoid loss of shares, quick credit of dividend and fraudulent transactions.

13. Green Initiative:

Members holding shares in dematerialised form are requested to register their email address with their Depository Participant(s) (DP) and members holding shares in physical form are requested to register their email address with the Company at summitsec@gmail.com or with the Registrar and Share Transfer Agents viz. TSR Darashaw Private Limited at csg-green@tsrdarashaw.com.

14. Securities and Exchange Board of India (SEBI) has, vide circular ref. no. MRD/DoP/Cir-05/2007 dated April 27, 2007 made the submission of a copy of PAN card of the transferee mandatory for transfer of shares held in physical form. Members are requested to kindly take note of the same.

15. The Company proposes to transfer the shares, covered under the share certificates which remain unclaimed by members, to an "Unclaimed Securities Suspense

Account" opened with a Depository Participant. 3 (three) notices/reminders have been sent by the Company, as per the procedure prescribed in Clause 5A of the Listing Agreement entered into with the Stock Exchanges and in accordance with the circular issued by SEBI bearing reference no. SEBI/CFD/DIL/LA/1/2009/24/04 dated April 24, 2009.

Members are, therefore, requested to intimate their updated addresses to the Company or to the Registrar and Share Transfer Agents viz., TSR Darashaw Private Limited with requisite documentary proof to claim their shares, failing which the shares shall be transferred to the "Unclaimed Securities Suspense Account" and voting rights on such shares shall remain frozen. Such shares shall however, be released to the members as and when they are rightfully claimed by them.

16. Electronic Copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form and the Copy of the Annual Report for 2013-14 is being sent to all the members whose email address is registered with the Company/DP for communication purposes unless any member is requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith the Attendance Slip and Proxy Form and the Annual Report for 2013-2014 is being sent in permitted mode.

17. The Annual Report for 2013-2014 circulated to the members will be made available on the Company's website at www.summitsecurities.net and also on the websites of the respective stock exchanges at www.bseindia.com and www.nseindia.com

18. E-voting:

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The e-voting period will commence at 9:00 a.m. on September 21, 2014 and will end at 6:00 p.m. on September 23, 2014. The Company has appointed Mr. P. N. Parikh, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting

given hereinafter.

Members have the option to vote either through e-voting or through Physical Ballot Form. If a member has opted for e-voting, then he/she should not vote by Physical Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting then, e-voting shall prevail and voting done through physical ballot shall be treated as invalid. For the e-voting facility, the Company has signed an agreement with CDSL.

The instructions for members for voting electronically are as under:

(A) The voting period begins at 9:00 a.m. on September 21, 2014 and ends on 6:00 p.m. on September 23, 2014. During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “SUMMIT SECURITIES LIMITED” from the drop down menu and click on “SUBMIT”
- (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.
	Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their Demat Account Number/ Folio No., as the case may be, in the PAN field.
	In case the Folio No. 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. E.g. If your name is Ramesh Kumar and Folio No. is 1 then enter RA00000001 in the PAN field.
Date of Birth Or Date of Incorporation Or Bank Account Number	Enter the Date of Birth as recorded in your Demat Account or in the Company's records for the said Demat account in dd/mm/yyyy format or enter Folio No. OR Enter the Bank Account Number as recorded in your Demat Account or in the Company's records for the said Demat Account or Folio No.
	Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held in the Bank Account Number field.

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then reach directly to 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 Summit Securities 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 prints of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If the Demat account holder has forgotten the changed password then he needs to enter the User ID and the image verification code and then click on Forgot Password option and enter the details as prompted by the system to regenerate the password.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves as Corporates.
- (xix) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

(xx) After receiving the login details, they have to create a compliance user who would be able to link the account(s) which they wish to vote on.

(xxi) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

(xxii) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xxiii) Members who do not have access to e-voting facility may send the duly completed ballot form (enclosed with the Annual Report) so as to reach the Scrutinizer, at the address mentioned on the enclosed Business Reply Envelope not later than September 23, 2014 (6.00 p.m.). Ballot forms received after this date will be treated as invalid.

In case of members receiving the physical copy:

- (B) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Under the Authority of the Board of Directors

Place: Mumbai

Date: August 13, 2014

Shruti Joshi

Manager & Company Secretary

Summit Securities Limited

CIN: L65921MH1997PLC194571

Registered office:

RPG House, 463,

Dr. Annie Besant Road, Worli,

Mumbai 400 030

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated August 13, 2014.

1. Item No. 4 and 5:

Pursuant to Section 149 of the Companies Act, 2013 (the Act) which came into effect on April 1, 2014, the Independent Directors of the Company are not liable to retire by rotation. Further, as per Section 149 (10) of the Act, an Independent Director shall be appointed for a term upto 5 (five) consecutive years and as per Section 152 (2), every Director has to be appointed in the General Meeting of the Company.

Accordingly, Mr. Sunil Kamalakar Tamhane and Mr. Hemendra Chimanlal Dalal, Directors of the Company qualifying to be "Independent" pursuant to Section 149 (6) the Act and Clause 49 of the Listing Agreement, are proposed to be appointed as Independent Directors for a term of 5 (five) consecutive years from the date of the seventeenth AGM.

The Company has received a Notice along with a deposit of requisite amount for each of the above named Directors, as required under Section 160 of the Act from members proposing their candidature for the office of Directors of the Company.

The Board of Directors recommends the resolutions at Item Nos. 4 and 5 of the accompanying Notice as Ordinary Resolutions for the appointment of Mr. Tamhane and Mr. Dalal, Directors of the Company, as Independent Directors of the Company for a term of 5 (five) consecutive years with effect from the date of the seventeenth AGM of the Company.

Brief profiles of Mr. Tamhane and Mr. Dalal along with their shareholding in the Company, if any, are given separately in the Corporate Governance Report forming part of the Annual Report 2013-14 as required under Clause 49 of the Listing Agreement.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Mr. Tamhane and Mr. Dalal are concerned with or interested in the Resolutions at Item no. 4 and 5 of the accompanying Notice.

2. Item No. 6 and 7:

Ms. Sneha Karmarkar and Mr. Prem Kapil were appointed as an Additional Directors by the Board of Directors of the Company at its Meetings held on May 23, 2014 and August 13, 2014, respectively.

The Company has received notices along with a deposit of requisite amount for each of the Additional Director, as required under Section 160 of the Act from members proposing their candidature for the office of Directors of the Company. Ms. Karmarkar and Mr. Kapil, both qualify to be Independent Directors pursuant to Section 149(6) of the Act, and clause 49 of the Listing Agreement and hence, pursuant to Section 149(10) are proposed to be appointed as Independent Directors for a term of 5 (five) consecutive years from the date of the seventeenth AGM.

Brief profiles of Ms. Karmarkar and Mr. Kapil along with their shareholding in the Company, if any, are given separately in the Corporate Governance Report forming part of the Annual Report 2013-14 as required under Clause 49 of the Listing Agreement.

The Board of Directors recommends the resolutions at Item no. 6 and 7 of the accompanying Notice as Ordinary Resolutions, for the appointment of Ms. Karmarkar and Mr. Kapil as Independent Directors of the Company for a term of 5 (five) consecutive years with effect from the date of the seventeenth AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Ms. Karmarkar and Mr. Kapil are concerned with or interested in the resolutions at Item no. 6 and 7 of the accompanying Notice.

Under the Authority of the Board of Directors

Place: Mumbai
Date: August 13, 2014

Shruti Joshi
Manager & Company Secretary

Summit Securities Limited
CIN: L65921MH1997PLC194571
Registered office:
RPG House, 463,
Dr. Annie Besant Road, Worli,
Mumbai 400 030