

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of Summit Securities Limited will be held at The Auditorium, Textile Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 on Thursday, September 24, 2015 at 4.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including the Consolidated Financial Statements for the year ended March 31, 2015 together with the Reports of the Auditors thereon and the Report of the Board of Directors for the year ended on that date.
2. To appoint a Director in place of Mr. A. N. Misra (DIN: 00350790), 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), the appointment of M/s. Chaturvedi & Shah, Chartered Accountants registered with the Institute of Chartered Accountants of India vide Registration No.101720W, who were appointed as Statutory Auditors of the Company to hold office from the conclusion of the Seventeenth Annual General Meeting (AGM) till the conclusion of the Twenty First AGM be and is hereby ratified and confirmed as the Statutory Auditors of the Company to hold office from the conclusion of the Eighteenth Annual General Meeting till the conclusion of the next Annual General Meeting at a 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 a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with relevant Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the new set of draft Articles contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director, Manager, Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary and expedient to give effect to the adoption of the new set of Articles of Association of the Company.”

NOTES:

1. **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.**
2. **THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Pursuant to Section 105 of the Companies Act, 2013 ('the Act'), 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.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to the Special Business at the meeting, is annexed hereto.
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 re-appointment and their shareholding in the Company, as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges. Mr. A. N. Misra, Director seeking re-appointment does not hold any shares in the Company and is not related to any member of the Board or the Key Managerial Personnel in the Company.
6. The Register of Members and the Share Transfer Books of the Company shall be closed from Thursday, September 17, 2015 to Thursday, September 24, 2015 (both days inclusive).
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board resolution together with their respective specimen signatures of the authorized representative to attend and vote on their behalf at the Meeting.
8. 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

SUMMIT SECURITIES LIMITED

19(1) of the Companies (Share Capital and Debentures) Rules, 2014 by filing Form No. SH-13. Blank forms will be supplied on request.

9. 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 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.

10. Change in address:

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

a) If the shares held in physical form to:

- (i) The Company at its Registered Office at:
Summit Securities Limited
213, Bezzola Complex,
B Wing, 71, Sion-Trombay Road,
Chembur, Mumbai 400 071
E-mail : summitsec@gmail.com

OR

- (ii) The Registrar and Share Transfer Agents of the Company at the following address:
TSR Darashaw 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 held in demat form: to the respective Depository Participants.

11. 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.

12. 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 Limited at csg-green@tsrdarashaw.com.

13. 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.

14. Pursuant to the provisions of Section 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are

yet to be notified), the Company has transferred on due date, the unpaid or unclaimed dividend amount 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 by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 27, 2014 (date of last Annual General Meeting) on the website of the Company (www.summitsecurities.net) as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

15. The Company after compliance with the due procedure laid down under Clause 5A of the Listing Agreement entered into with the Stock Exchanges has transferred the shares covered under the share certificates, which remained unclaimed by members, to a "Suspense Demat Account" opened with Keynote Capitals Limited, Depository Participant. Members who wish to rematerialize their equity shares are therefore, requested to write to the Company or to the Registrar and Share Transfer Agents., viz., TSR Darashaw Limited alongwith requisite documentary proof to claim their shares.

16. Electronic Copy of the Notice of the Eighteenth Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting alongwith Attendance Slip, Proxy Form and the Copy of the Annual Report for 2014-15 is being sent to all the members whose email address is registered with the Company or Depository Participant unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Eighteenth Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting alongwith the Attendance Slip and Proxy Form and the Annual Report for 2014-2015 is being sent in permitted mode.

17. The Annual Report for 2014-2015 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. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Clause 35B of the Listing Agreement entered into with

the Stock Exchanges, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the Eighteenth Annual General Meeting (AGM) through electronic voting system of Central Depository Services (India) Limited (CDSL) from the place other than the venue of AGM ('remote e-voting'). The remote e-voting period will commence at 9:00 a.m. on Monday, September 21, 2015 and will end at 5:00 p.m. on Wednesday, September 23, 2015. The Company has appointed Mr. P. N. Parikh or failing him Mr. Mitesh Dhaliwala of M/s. Parikh Parekh & Associates, Company Secretaries, to act as the Scrutinizer, to scrutinize the voting and remote e-voting process (including the Ballot Form received from the members who do not have access to the remote e-voting process) in a fair and transparent manner. The Company has made necessary arrangements with CDSL to facilitate remote e-voting. The Members desiring to vote through remote e-voting mode may refer to the detailed procedure on e-voting given hereinafter.

Members who do not have access to remote e-voting may write to the Company for a Physical Ballot Form ('Ballot Form'). The Ballot Form can also be downloaded from the website of the Company under the Home Page section. The duly completed Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on September 23, 2015 in a sealed envelope at the Registered Office of the Company. Ballot form(s) received after this date will be strictly treated as if the reply from the shareholder has not been received. Members have an option to vote either through remote e-voting or through Ballot Form. If a member has opted for remote e-voting, then he/she should not vote by Ballot Form also and vice-versa. However, in case members cast their vote both via Ballot Form and remote e-voting, then remote e-voting shall prevail and voting done through Ballot Form shall be treated as invalid.

The facility of voting through polling paper shall also be made available at the venue of the Eighteenth AGM. The members attending the AGM, who have not already cast their vote through remote e-voting or through Ballot Form shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting or through Ballot Form may attend the meeting but shall not be entitled to cast their vote again at the AGM.

However, in case members cast their vote both via remote E-voting/Ballot Form and through polling paper at the AGM, remote e-voting/Ballot Form shall prevail and voting done through polling paper at the AGM shall be treated as invalid.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date that is September 17, 2015. Any person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/Ballot Form as well as voting in the AGM through polling paper.

Any person who acquires the shares of the Company post

dispatch of the Notice of this AGM and Annual Report 2014-15 but holding the shares prior to the cut-off date shall be entitled to vote and may follow the instructions as mentioned in this Notice of AGM.

The instructions for members for voting electronically are as under:-

The remote e-voting period begins at 9:00 a.m. on Monday, September 21, 2015 and ends on 5:00 p.m. on Wednesday, September 23, 2015. During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of September 17, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- A. 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 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.
 - (iv) Next, enter the Image Verification as displayed and click on Login.
 - (v) 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.
 - (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • 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 2 (two) letters of their name and Folio No. in the PAN field. • In case the Folio No. is less than 8 (eight) digits, enter the applicable number of 0's (Zero's) before the number after the first 2 (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	<ul style="list-style-type: none"> • 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. <p style="text-align: center;">OR</p> <ul style="list-style-type: none"> • 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.

	<ul style="list-style-type: none">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 by you as on cut-off date in the Bank Account Number field.
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(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.

(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 for "Summit Securities Limited" 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 out prints of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on "Forgot Password" option and enter the details as prompted by the system.

(xvii) Note for Non-Individual members and custodians:

- Non-individual members (Institutional members) (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed 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 should be e-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.

B. In case of members receiving the physical copy:

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

19. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make not later than 3 (three) days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.

20. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.summitsecurities.net and on the website of CDSL immediately after declaration of results by the Chairman or a person authorized by him in writing and communicated to the Stock Exchanges where the shares of the Company are listed.

21. The Notice of this AGM is also available on the Company's website www.summitsecurities.net and also of CDSL www.cdslindia.com

Under the Authority of the Board of Directors

Place: Mumbai
Date: August 06, 2015

Jiya Gangwani
Company Secretary

Summit Securities Limited
CIN: L65921MH1997PLC194571

Registered Office:
213, Bezzola Complex, B Wing,
71, Sion-Trombay Road, Chembur, Mumbai 400 071

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated August 6, 2015.

Item No. 4:

The existing Articles of Association ('AOA') of the Company are based on the Companies Act, 1956. Further, several Articles in the existing AOA contain reference to specific sections of the Companies Act, 1956 and some Articles in the existing AOA are no longer in conformity with the Companies Act, 2013 ('the Act').

With the coming into force of the Act, several clauses of the existing AOA require either alteration, deletion or amendment. Hence, it is considered prudent to replace the extant AOA completely with the new set of draft Articles as Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company nor their relatives are in any way, concerned with or interested, financially or otherwise, in the Special Resolution at Item No. 4 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

A copy of the existing Articles of Associations and of the proposed new set of Articles of Association will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days.

Under the Authority of the Board of Directors

Place: Mumbai

Date: August 06, 2015

Summit Securities Limited

CIN: L65921MH1997PLC194571

Registered Office:

213, Bezzola Complex, B Wing,

71, Sion-Trombay Road, Chembur, Mumbai 400 071

Jiya Gangwani
Company Secretary

Summit Securities Limited Route Map for the 18th Annual General Meeting



Prominent Landmark: Siddhivinayak Temple