



**NAYSAA SECURITIES LIMITED**  
**102/104,SHIVAM CHAMBERS,S.V.ROAD,**  
**GOREGAON (WEST),MUMBAI-400062.TELE:42660803**  
**WWW.NAYSAASECURITIES.COM,NAYSAA@NAYSAASECURITIES.COM**

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting (EGM) of the Members of Naysaa Securities Limited ("Company") will be held on Tuesday, March 19, 2024 at 11.00a.m.(IST) at 102/104, Shivam Chambers S. V. Road, Goregaon (W), Mumbai, Maharashtra, India, 400062 to transact the businesses mentioned below:

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### **Special Business:**

#### **Item No 1: To change the Name of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4 read with Section 13 and any other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) or re-enactment thereof, for the time being in force), and subject to the approvals, consents, sanctions and permissions of the Central Government / stock exchange(s) / Reserve Bank of India, appropriate authorities / departments or bodies as may be necessary, the consent of the members of the Company be and is hereby accorded to change the name of the Company from "**Naysaa Securities Limited**" to "**Meghna Infracon Infrastructure Limited**".

**RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

**"1. The Name of the Company is "Meghna Infracon Infrastructure Limited"."**

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof, be and is hereby authorized to do all acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**Item No 2: To approve the appointment of Mr.Vinesh Shah (DIN: 01435818) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A), and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Vinesh Shah (DIN: 01435818) who was appointed as an additional director of the Company, categorised as independent, by the Board of Directors with effect from February 08, 2024 be and is hereby appointed as an Independent Director for a term of five consecutive years effective from 08<sup>th</sup> February, 2024 till 07<sup>th</sup> February, 2029 (both days inclusive) and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No 3: To approve the appointment of Mr. Amit Kumar Sharma (DIN: 09706441) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Amit Kumar Sharma (DIN: 09706441) who was appointed as an additional director of the Company, categorised as independent, by the Board of Directors with effect from February 08, 2024 be and is hereby appointed as an Independent Director for a term of five consecutive years effective from 08<sup>th</sup> February, 2024 till 07<sup>th</sup> February, 2029 (both days inclusive) and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No 4: To approve the appointment of Ms. Meena Bharkumar Jain (DIN: 10481021) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Meena Bharatkumar Jain (DIN: 10481021) who was appointed as an additional director of the Company, categorised as independent, by the Board of Directors with effect from February 08, 2024 be and is hereby appointed as an Independent Director for a term of five consecutive years effective from 08<sup>th</sup> February, 2024 till 07<sup>th</sup> February, 2029(both days inclusive) and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By order of the Board of Directors  
For Naysaa Securities Limited**

**Sudhir Singh  
Company Secretary & Compliance Officer  
Membership No.:**

**Place: Mumbai  
Date: 21/02/2024**

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts concerning the business under Item No. 1, 2, 3& 4 set out above and details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), in respect of the Director seeking appointment at the EGM are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of Member’s not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a Member holding more than ten

percent (10%) 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 shareholder.

3. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment at the General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for their appointment.
4. The route map showing directions to reach the venue of the EGM is annexed hereto.
5. Corporate Members intending to send their authorized representatives to attend the EGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the EGM.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Chairman, so as to reach the registered office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
7. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act, 2013.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare.
9. Members/ Proxies are requested to bring their duly filled Attendance Slips sent herewith at the meeting.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. Nishant Jawasa, Practicing Company Secretary (Membership No. F6557) of M/s. Nishant Jawasa & Associates, Company Secretaries, have been appointed as the Scrutinizer to Scrutinize the remote e-voting process as well as voting at the meeting, in a fair and transparent manner.
12. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
13. Members are entitled to exercise their rights to vote through remote e-voting or vote during the Extraordinary General Meeting of the Company.
14. The instructions of shareholders for remote e-voting are as under:
  - i. The voting period begins on Saturday, March 16, 2024 at 09.00 A.M. (IST) and ends on Monday, March 18, 2024 at 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, March 15, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
  - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide

remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple E-Voting Service Providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**A. Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on or Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for with CDSL eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Votewebsite for casting your vote during the remote e-voting period.</p>
<p>Individual shareholders holding securities in Demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the eServices website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to iVotewebsite for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e- Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting</p>

through their Depository Participants	service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**B. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on you register email id.
  - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
  - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
  - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

**Note:** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on IAM NOT A ROBOT (CAPTCHA) option and login.

**Note:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.  
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for shareholders on i- Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW?" option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "INFAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

**C. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser:  
<https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare-i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".  
**Note:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on "Forgot your password?"
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.  
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for Custodian on i- Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.



**Investor Mapping:**

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
  - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
  - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.  
**Note:** The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

<b>Login type</b>	<b>Helpdesk details</b>
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800225422

## ANNEXURE TO THE NOTICE

### **Explanatory statement pursuant to section 102 of the companies Act, 2013**

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

The Board of Directors of the Company has passed the resolution for change of the name of Company from Naysaa Securities Limited to Meghna Infracon Infrastructure Limited ("Proposed Name"), pursuant to the provisions of Section 4 read with Section 13 and any other applicable provisions of the Companies Act, 2013.

The Company with the approval of members by way of Special Resolution passed on November 17, 2023 through Postal ballot/ E-Voting has changed the Main Object of the Company i.e. changed the business of the Company to construction and development of real estate properties and hospitality.

Pursuant to Regulation 45(1) if any listed entity has changed its activities which are not reflected in its name, it shall change its name in line with its activities within a period of six months from the change of activities in compliance of provisions as applicable to change of name prescribed under Companies Act, 2013.

Further the proposed name would cater to the Company's need for enhanced and better brand connect/loyalty with the evolving needs of all our stakeholders. The proposed name would also help the Company in achieving the purpose of aligning its vision; mission, brand values, brand persona and customer connect/recall value.

Your Company has also surrendered the stock broking membership of stock exchange on 13<sup>th</sup> June, 2023 which has been duly accepted by the stock exchange.

The Members are further informed that the Registrar of Companies has also approved the availability of the Proposed Name on February 20, 2024. Now the approval of the members is required to change the name from **Naysaa Securities Limited** to **Meghna Infracon Infrastructure Limited**.

Further, the Company has obtained certificate from M/s. Hemal K Shah & Associates, Independent Chartered Accountants, Mumbai, in compliance with Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. A copy of the aforesaid certificate is annexed as Annexure 1.

Accordingly, Directors hereby recommend and request the members of the Company to approve the same by passing this resolution as Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives is in anyway concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

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

The Board of Directors vide resolution passed on February 08, 2024, based on recommendation from Nomination and Remuneration Committee, approved the appointment of Mr. Vinesh

Shah(DIN: 01435818)as an Additional Independent Director pursuant to Section 161 of the Companies Act, 2013 with effect from 08<sup>th</sup> February, 2024, for a term of five consecutive years effective from 08<sup>th</sup> February, 2024 till 07<sup>th</sup> February, 2029(both days inclusive) to share his rich experience and expertise for the benefit of the Company. Mr. Vinesh Shahshall not be liable to retire by rotation.

As per the provisions of the Regulation 17(1C) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the listed company shall seek the approval of the shareholders by way of special resolution for appointment of a person as Independent Director on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Vinesh Shah (DIN: 01435818), has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He has also given a declaration that he meets with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and the Listing Regulations.

In the opinion of the Board, Mr. Vinesh Shah fulfils the conditions specified in this Act for his appointment as independent director.

Accordingly, Directors hereby recommend and request the members of the Company to approve the same by passing this resolution as Special Resolution.

**Brief Profile of Mr. Vinesh Shah is as below:**

<b>Name</b>	Vinesh Shah
<b>Date of Birth/Age</b>	15-04-1977/ 47 years
<b>Qualification</b>	CS, LLB, Bachelor of Science
<b>Brief Profile</b>	Vinesh Shah is a Company Secretary in whole time practice and has a LLB degree from GJ Advani Law College, Mumbai and is a Bachelor of Science from MLS University, Udaipur. His experience spans over 15 years in the corporate legal field which includes handling compliances of Public as well as Private Limited companiesincluding listed companies and has also worked as professional consultant.
<b>Expertise in specific functional areas</b>	His experience spans over 15 years in the corporate legal field.
<b>Name of Companies in which also holds Directorship as on March 31, 2023</b>	1. Prajapati Constructions Limited
<b>Date of First appointment (appointment as an additional director on the Board)</b>	February 08, 2024

<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2023</b>	Nil
<b>Shares held in the company (including shareholding as a beneficial owner)</b>	Nil
<b>Listed entities from which the person has resigned from the directorship in the past three years</b>	Nil
<b>Relationship with other Directors, Managers and other KMP</b>	Not related to any Director or KMPs
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	His experience and knowledge in the corporate legal field will help the company to be in timely and adequate compliance of various applicable laws and regulations.

**Item No.3:**

The Board of Directors vide resolution passed on February 08, 2024, based on recommendation from Nomination and Remuneration Committee, approved the appointment of Mr. Amit Kumar Sharma (DIN: 09706441), as an Additional Independent Director pursuant to Section 161 of the Companies Act, 2013 with effect from 08<sup>th</sup> February, 2024, for a term of five consecutive years effective from 08<sup>th</sup> February, 2024 till 07<sup>th</sup> February, 2029(both days inclusive) to share his rich experience and expertise for the benefit of the Company. Mr. Amit Kumar Sharma shall not be liable to retire by rotation.

As per the provisions of the Regulation 17(1C) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the listed company shall seek the approval of the shareholders by way of special resolution for appointment of a person as Independent Director on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Amit Kumar Sharma (DIN: 09706441), has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He has also given a declaration that he meets with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and the Listing Regulations.

In the opinion of the Board, Mr. Amit Kumar Sharma fulfils the conditions specified in this Act for his appointment as independent director.

Accordingly, Directors hereby recommend and request the members of the Company to approve the same by passing this resolution as a Special Resolution.

**Brief Profile of Mr. Amit Kumar Sharma is as below:**

<b>Name</b>	Amit Kumar Sharma
<b>Date of Birth/Age</b>	05-12-1984 / 40 years

<b>Qualification</b>	Bachelor of Commerce
<b>Brief Profile</b>	Amit Kumar Sharma is Founder and Director of Backbone Global Logistics Private Limited, founded with a strong determination to redefine industry benchmarks, which facilitates cross border shipments to more than 220 countries. Amit Kumar Sharma has more than 14 years of experience in the various companies in the field of logistics and marketing.
<b>Expertise in specific functional areas</b>	He has more than 14 years of experience in the field of logistics and marketing.
<b>Name of Companies in which also holds Directorship as on March 31, 2023</b>	1. CHM Global Logistics Private Limited
<b>Date of First appointment (appointment as an additional director on the Board)</b>	February 08, 2024
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2023</b>	Nil
<b>Shares held in the company (including shareholding as a beneficial owner)</b>	Nil
<b>Listed entities from which the person has resigned from the directorship in the past three years</b>	Nil
<b>Relationship with other Directors, Managers and other KMP</b>	Not related to any Director or KMPs
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	His experience in the various field including marketing will help the company.

**Item No.4:**

The Board of Directors vide resolution passed on February 08, 2024, based on recommendation from Nomination and Remuneration Committee, approved the appointment of Ms. Meena Bharatkumar Jain (DIN: 10481021), as an Additional Independent Director pursuant to Section 161 of the Companies Act, 2013 with effect from 08<sup>th</sup> February, 2024, for a term of five consecutive years effective from 08<sup>th</sup> February, 2024 till 07<sup>th</sup> February, 2029(both days inclusive) to share his/her rich experience and expertise for the benefit of the Company. Ms. Meena Bharatkumar Jain shall not be liable to retire by rotation.

As per the provisions of the Regulation 17(IC) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the listed company shall seek the approval of the shareholders by way of special resolution for appointment of a person as Independent Director on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Ms. Meena Bharatkumar Jain (DIN: 10481021), has informed the Company that he/she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his/her consent to act as a Director. He/ She has also given a declaration that she meets with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and the Listing Regulations.

In the opinion of the Board, Ms. Meena Bharatkumar Jain fulfils the conditions specified in this Act for her appointment as independent director.

Accordingly, Directors hereby recommend and request the members of the Company to approve the same by passing this resolution as Special Resolution.

**Brief Profile of Ms. Meena Bharatkumar Jain is as below:**

<b>Name</b>	Meena Bharatkumar Jain
<b>Date of Birth/Age</b>	19-02-1992 / 32 years
<b>Qualification</b>	CS, Bachelor of Commerce
<b>Brief Profile</b>	Meena Jain is Qualified Company Secretary. She has rich experience of Secretarial and legal Compliances. She also has exposure in Investment Advisory Compliances (SEBI Investment Advisers) Regulations 2013. She had played good Role in advising the Board on various matters related to compliance and good corporate governance during her professional career.
<b>Expertise in specific functional areas</b>	She has expertise in Corporate Law and Management
<b>Name of Companies in which also holds Directorship as on March 31, 2023</b>	Nil
<b>Date of First appointment (appointment as an additional director on the Board)</b>	February 08, 2024
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2023</b>	Nil
<b>Shares held in the company (including shareholding as a beneficial owner)</b>	Nil
<b>Listed entities from which the person has resigned from the directorship in the past three years</b>	Nil
<b>Relationship with other Directors, Managers and other KMP</b>	Not related to any Director or KMPs
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Her experience and expertise in Corporate Law can help the Board on various matters related to compliance and good corporate governance.

**By order of the Board of Directors  
For Naysaa Securities Limited**

**Sudhir Singh  
Company Secretary & Compliance Officer  
Membership No.:**

**Place: Mumbai  
Date: 21/02/2024**

**PROXY FORM**  
**(Form No. MGT- 11)**

[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

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, March 19 2024 at 11.00 a.m. at the registered office of the Company at 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai - 400062 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
<b>Special Businesses</b>	<b>1. To change the Name of the Company</b>
	<b>2. To approve the appointment of Mr.Vinesh Shah (DIN: 01435818) as an Independent Director</b>
	<b>3. To approve the appointment of Mr. Amit Kumar Sharma (DIN: 09706441) as an Independent Director</b>
	<b>4. To approve the appointment of Ms. Meena Bhartkumar Jain (DIN: 10481021) as an Independent Director</b>

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

Note: 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.



**Attendance Slip**  
(To be presented at the entrance)

Extraordinary General Meeting of the Company held on \_\_\_\_\_, 2024 at \_\_\_\_\_

DP Id No. : \_\_\_\_\_

Folio No. : \_\_\_\_\_

Clint Id No. : \_\_\_\_\_

No. of Shares : \_\_\_\_\_

Name of attending member: \_\_\_\_\_

Name of the the Proxy: \_\_\_\_\_

(If proxy attends instead of member)

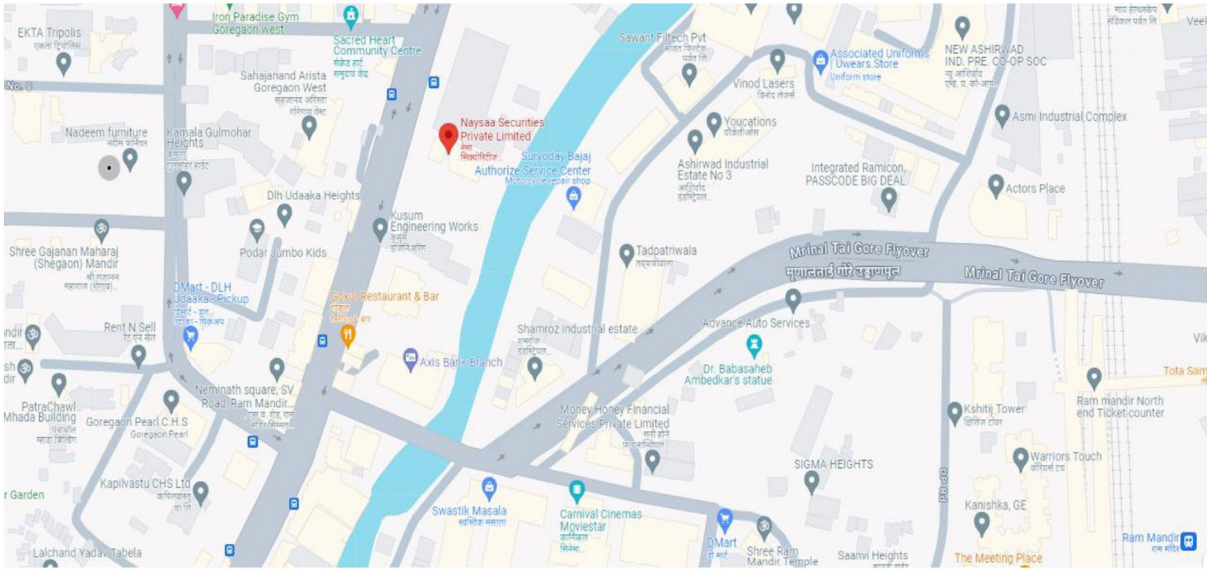
I hereby register my presence at the Extraordinary General Meeting of the Company held on Tuesday, March 19, 2024 at 11.00 a.m. at the registered office of the Company at 102/104, Shivam Chambers S. V. Road, Goregaon (W), Mumbai, Maharashtra, India, 400062.

\_\_\_\_\_  
Signature of the Member/Proxy

Notes:

1. Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting.
2. Shareholder/ Proxy holder desiring to attend the meeting should bring his/her copy of the Notice forreference at the meeting.

**Route map for the venue of the EGM is as below:**



**Registered Office Address: 102/104, Shivam Chambers S. V. Road, Goregaon (W), Mumbai, Maharashtra, India, 400062**

**Annexure 1**  
**Certificate Independent Chartered Accountants, pursuant to Regulation 45(3) of SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015**



**HEMAL K SHAH & ASSOCIATES**  
CHARTERED ACCOUNTANTS

8<sup>th</sup> February, 2024

To,  
Board of Directors,  
Naysaa Securities Limited,  
102/104, Shivam Chambers,  
S.V.Road, Goregaon (West),  
Mumbai - 400062.

**Subject: Certificate in Compliance with regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

- a) This a time period of at least one year has elapsed from the last name change.
- b) The amount invested in the new activity/project is at least fifty percent of the asset of the Listed entity.

For Hemal K Shah & Associates  
Chartered Accountants  
F.R. No.: 153924W

*H Shah*

CA Hemal K Shah  
Proprietor  
Mem. No.: 188064  
UDIN: 24188064BKFKMR1615



Place: Mumbai  
Date: 8<sup>th</sup> February, 2024

802 Vrajdharm, Sai Nagar, M G Cross Road No 1, Kandivali (West) Mumbai 400067.



+91 91670 79381



shahhemalk@gmail.com