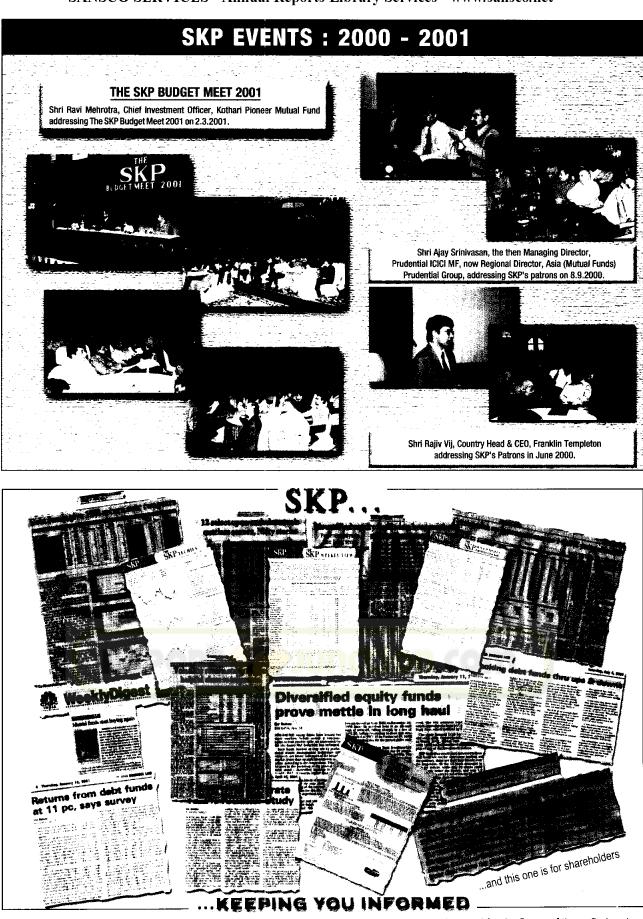


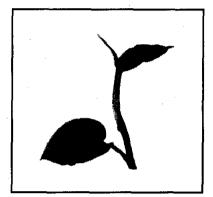
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The Money Plant -literally and metaphorically a symbolic proxy for the Capital Markets. Climbs upwards. Grows Spectacularly fast. But needs individual care and immaculate environment conditions to develop. And with deep rooted support, aims to reach for the sky.

Business Activities

Equity Broking Member : National Stock Exchange (Capital Market Segment) Member : Calcutta Stock Exchange Trading Facility : The Stock Exchange, Mumbai **Derivatives Trading** Trading Member: National Stock Exchange (Futures & Options Segment) Internet Trading (NSE) **Depository Services Depository Participant:** Central Depository Services (I) Ltd. National Securities Depository Ltd.* Mutual Fund Distribution Initial Public Offerings - Equities & Bonds **Investor Support Services** Equity & Mutual Fund Research Investment Counselling * Applied for

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SKP SECURITIES LIMITED

Registered Office : '308', 'SHANTINIKETAN', 8, Camac Street, KOLKATA 700 017

NOTICE OF THE ELEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting of the Members of SKP Securities Limited will be held on Monday, the 30th day of July, 2001 at Merchant's Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata 700 001 at 4.00 P.M.to transact the following business:

Ordinary Business:

- 1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2001 and the Profit & Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
- 2. To approve the declaration and payment of dividend.
- 3. To appoint a Director in place of Shri G.L.Sultania, who retires by rotation and being eligible, offers himself for re-appointment.
- 4. To appoint a Director in place of Shri R. R. Tavergeri, who retires by rotation and being eligible, offers himself for re-appointment.
- 5. To appoint Auditors of the Company and fix their remuneration.

Special Business:

6. To consider and if thought fit, to pass with or without modification(s), the following resolutions as a Special Resolution

"RESOLVED that pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the stipulation and modification(s), if any, that may be imposed, prescribed or suggested by the National Stock Exchange, Calcutta Stock Exchange or other appropriate authorities, the Objects Clause of the Memorandum of Association of the Company be and is hereby altered by insertion of the under mentioned clause as clause 6, immediately after clause 5 of Main Objects to be Pursued by the Company.

6. To carry on soliciting or procuring insurance business as an insurance agent and / or broker for the insurance Companies for Life and / or Non Life categories."

7. To consider and if thought fit, to pass with or without modification(s), the following resolutions as a Special Resolution

"RESOLVED that pursuant to the provisions of Section 163 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, if any, as may be required, approval be and is hereby accorded to the keeping of Registrar of Members, Index of Members, Share Transfer Records, copies of Annual Returns prepared under Sections 159 and 160 of the Companies Act, 1956 together with copies of certificates and documents required to be annexed thereto under Sections 160 and 161 of the said Act, with M/s Maheshwari Datamatics (P) Ltd. 6 Mangoe Lane, 2nd Floor, Kolkata 700 001.

Registered Office : 308,Shantiniketan 8, Camac Street, Kolkata - 700 017. Date : 20.05.2001

By order of the Board NARESH PACHISIA Managing Director

Notes:

- 1. A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
- 2. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of item, No. 6 of the Notice as set out above, is annexed hereto.

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NOTICE (Contd.)



- 3. The Register of Members and Share Transfer books of the Company shall remain closed from Monday, 23rd day of July, 2001 to Monday, 30th day of July, 2001 (both days inclusive).
- 4. Dividend on equity shares for the year ended March 31, 2001, will be paid to those Members whose names appear on the Company's Register of Members at the close of working hours of the Company, on Monday, 30th July, 2001 to the extent eligible. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
- 5. Members are requested to notify immediately any change in their addresses to the Registrars and Transfer Agents of the Company - M/s Maheshwari Datamatics (P) Ltd. 6 Mangoe Lane, 2nd Floor, Kolkata 700 001
- 6. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956)

Item No. 6

In order to attain the company's objective of becoming a total wealth management services provider, it is proposed that the Company do enter in to the field of distribution of insurance products. In view of the privatisation of the insurance sector in India, this activity has thrown vast opportunities for an organisation like SKP, with its concept selling capabilities and a gradually expanding client base. Particularly, given our mutual fund distribution activities, this business should add good value to the Company. Hence, your Directors propose to change the Main Objects Clause by incorporating an appropriate clause enabling the Company to solicit or procure insurance business as an insurance agent and / or broker for the insurance Companies in Life and / or Non Life categories as set out in the resolution.

The Board recommends this resolution for your approval.

None of the Directors are interested in this resolution.

Item No. 7

The Company has appointed M/s Maheshwari Datamatics (P) Ltd. as the Registrars and Share Transfer Agents of the Company in respect of equity shares. Consequenly, the registers and documents referred to in the Special Resolution will be maintained by the said Registrars and Share Transfer Agents of the Company at their office at 6 Mangoe Lane, 2nd Floor, Kolkata 700 001. The Special Resolution set out at item No. 7 of the convening Notice is in accordance with Section 163 of the Companies Act, 1956 which requires a Special Resolution to be passed by the Members for the purpose.

The Board recommends this resolution for your approval.

None of the Directors are interested in this resolution.

Registered Office : 308,Shantiniketan 8, Camac Street, Kolkata - 700 017. Date : 20.05.2001

By order of the Board

NARESH PACHISIA Managing Director

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