

FOUR DIMENSIONS SECURITIES (INDIA) LIMITED

Regd. Office: 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai –
400 021. Telephone: 40198600 • Fax : 40198650 • Email : roc@gcvl.in •
CIN:U74999MH1985PLC034989

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **38th Annual General Meeting of Four Dimensions Securities (India) Limited** will be held on **Thursday, 28th September, 2023** at the Registered office of the Company at 209-210, Arcadia Building, 2nd Floor, Plot No. 195, Nariman Point, Mumbai – 400 021 at **04.00 p.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :

- The Audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
- The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Report of the Auditors thereon.

2. To re-appointment of Mr. Bhargav Upadhyay (Din: 03368074) who retires by rotation and being eligible, offers himself for re-appointment, as a Director and in this regard, pass the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Bhargav Upadhyay (Din: 03368074), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. To consider the re-appointment of Mr. Sandeep Kumar Kejariwal (DIN: 00053755) as a Whole-Time Director of the Company for the period from April 01, 2023 to March 31, 2026 and in this regard, pass the following resolution as an Ordinary Resolution:

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 152, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) read along with Schedule V of the Act and relevant provisions of the Articles of Association of the Company and all applicable guidelines issued from time to time and subject to such other approvals, if required, consent of the members be and is hereby accorded for re-appointment of Mr. Sandeep Kumar Kejariwal (DIN: 00053755), as the Whole Time Director of the Company for the period commencing from 01st April, 2023 to 31st March, 2026 who shall be liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Contract of Service and detailed explanatory statement annexed to this Notice;

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to alter and vary the terms and conditions of the said appointment, remuneration and/or Contract in such manner and to such extent as may be agreed between the Board of Directors and / or as recommended by the Nomination and Remuneration Committee as

may be considered appropriate so as not to exceed the limits specified in Schedule V to the Act including any amendments thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

For and on behalf of board of directors

Place: Mumbai
Date: 08.08.2023

Dixita Patel
Company Secretary

Registered Office:
209-210, Arcadia Building,
2nd Floor, 195, Nariman Point,
Mumbai – 400 021

NOTES:

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- The Proxy Form is attached with instructions for filing, signing and depositing the same with the company.
- Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the company a certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- A proxy, in order to be valid and effective must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the company at its registered office not less than 48 hours before the time fixed for the meeting.
- A proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
- An instrument appointing proxy is valid only if it properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies upon which the stamps have not been cancelled will be considered as invalid. If the company receives multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
- The proxy-holder shall prove his identity at the time of attending the meeting.
- 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.
- Members are requested to bring the attendance slips, duly filled and signed, which is enclosed herewith, members are requested to append and hand it over at the entrance.
- An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto and forms a part of this Notice.

EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Sandeep Kumar Kejariwal was appointed as the Whole Time Director by the members of the Company for a term of three years with effect from 01st April 2020.

Pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended and appointed in the Nomination and Remuneration Committee and subject to the approval of the members in the ensuing Annual General Meeting of the Company, the Board of Directors of the Company at their meeting held on 10th February, 2023, re-appointed Mr. Sandeep Kumar Kejariwal, as a Whole Time Director of the Company for a period of 3 years with effect from 01st April, 2023 to 31st March, 2026.

Mr. Sandeep Kumar Kejariwal is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and has given his consent to act as Whole-Time Director of the Company. Mr. Sandeep Kumar Kejariwal satisfies all the conditions as set out in the Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The broad terms and conditions of the proposed re-appointment and remuneration to Mr. Sandeep Kumar Kejariwal are mentioned below:

Period: 1st April, 2023 to 31st March, 2026;

Remuneration (Including Perquisites):

- A. Salary: 30,15,000/- p.a.**
- B. Incentives / Commission:** Shall be payable on basis of the performance but shall be within the prescribed limits under Section 197 and Schedule V of the Companies Act, 2013
- C. Other Allowance: 27,98,048/- p.a.**

Remuneration in the event of loss or inadequacy of profits:

Notwithstanding the foregoing, where in any financial during the tenure of Mr. Sandeep Kumar Kejariwal if the company has no profits or its profits are inadequate, the company may pay to the Whole- Time Director, a minimum remuneration at the same substantive level, as mentioned in Clause above and in additions thereto the perquisites/ benefits expressly exempt from the aforesaid limits as specified under the regulation including any statutory modification or re-enactment thereof, for the time being in force, and passed on the prevailing Effective Capital of the Company from time to time.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

I. General Information:		
1	Nature of Industry	The Company is a Stock Broker duly registered with NSE and BSE Limited. It also performs investing activities.
2	Date or expected date of commencement of commercial production	The Company was incorporated on 05 th January, 1985 and has since commenced the business.

3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	Financial performance based on given indicators (as per audited financial results for the year)		
	(Rs. in lakhs)		
	Particulars	2022-2023	2021-2022
	Paid up Capital	11,81.12	11,81.12
	Reserves & Surplus	57,329.12	59,622.43
	Revenue from Operations	1,413.01	3,589.77
	Other Income	0.55	0.08
	Total Revenue	1,413.56	3,589.85
	Total Expenses	3,323.44	1,064.77
	Profit before Taxation	(1,909.87)	2,525.08
	Net Tax Benefit	(193.25)	314.70
	Profit After Tax	(1,716.63)	2,210.38
5	Foreign Investments or collaborations, if any	The company has a wholly owned subsidiary in Singapore.	
II.	Information about the appointee		
1	Background details	Mr. Sandeep Kumar kejarawal is a Chartered Accountant supervising the day to day commercial operations of company's stock brokerage business. He also looks and advice upon the Legal matters of the Company;	
2	Past remuneration		
	Particulars	2022-2023	2021-2022
	Basic Salary	30,15,000	30,15,000
	House Rent Allowance	8,69,700	8,69,700
	Other Allowances	2,40,000	-
	Leave Travel Concession	5,02,500	5,02,500
	Family Medclaim	87,809	86,965
	Petrol Expense	10,69,644	5,63,700
	Leave Salary	1,72,653	2,69,771
	Value of perquisites u/s 17(2)	-	-
	Ex-gratia	-	-
3	Recognition or awards	No awards / recognition issued	
4	Job profile and his suitability	Mr. Sandeep Kumar Kejarawal has been re-appointed as the Whole Time Director of the company due to his vast experience in the field of Compliance, Accounts, Legal and Capital Market.	
5	Remuneration proposed	Details provided above in explanatory	

6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V & provisions of erstwhile Companies Act, 1956 and is comparable to the remuneration of Whole Time.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	He is drawing salary against his professional services provided to the Company. Apart from that he has no relationship with any other managerial personnel of the Company.

III.	Other information	
	Reasons of loss or inadequate profits	The proposed remuneration is well within the limits prescribed under Companies Act, 2013. However, there was financial turbulence which led to temporary losses.
	Steps taken or proposed to be taken for improvement	Since Company has adequate profits the clause is not applicable.
	Expected increase in productivity and profits in measurable terms	N.A.

IV.	Disclosure	All elements of the managerial remuneration have been disclosed in the Explanatory Statement forming part of the notice.
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Nature of concern or interest of Directors:

Save and except Mr. Sandeep Kumar Kejariwal, being the appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 3 of the Notice.

ADDITIONAL INFORMATION OF DIRECTORS SEEKING APPOINTMENT / RE - APPOINTMENT(S) AT THE 38TH ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Name:	Sandeep Kumar Kejariwal	Bhargav Upadhyay
DIN	00053755	03368074
Age	59 Years	58 Years
Designation	Whole Time Director & CEO	Whole – Time Director
Date of first appointment on the Board	07.02.1997	14.11.2017
Qualification	Bachelors degree in commerce (B. Com), Fellow Chartered Accountant (FCA)	Under Graduate

Brief Resume of the Director and Experience	Mr. Sandeep Kumar Kejariwal is a Chartered Accountant supervising the day to day commercial operations of company's stock brokerage business. He also looks and advice upon the Legal matters of the Company.	Mr. Bhargav Upadhyay is a Whole Time Director and is specialized in the field of compliance, commercials, accounts related matter and dealing in capital markets. He heads the Dealing Operations of the Company.
Shareholding in the Company	NIL	NIL
Name of other Companies in which also holds Directorship as on 31st March, 2023	Maxis Plant Private Ltd. Sandeep Farming Private Ltd. Riverbed Agro Private Ltd. Yashvi Farms and Plantation Private Ltd. Shriyam Agriculture Private Ltd. GTZ Bombay Private Ltd. Geecee Business Private Ltd. Better Time Realtors Private Ltd. Saraswati Commercial (India) Ltd. Arcies Laboratories Ltd.	Maxis Plant Pvt Ltd. Tapwater Plantation Pvt Ltd. Metor Eco Green Pvt Ltd. Rosy Agriculture Pvt Ltd. Sareshwar Trading and Finance Pvt Ltd. Sam-Jag-Deep Investments Pvt Ltd. Better Time Realtors Private Ltd.
Membership / Chairpersonship of Committees of other Boards as on 31st March, 2023	NIL	NIL
Inter-se relationship with other Directors/ Manager / KMP	Mr. Sandeep Kumar Kejariwal is not related to any Director, Managers and Key Managerial Personnel of the company.	Mr. Bhargav Upadhyay is not related to any Director, Managers and Key Managerial Personnel of the company
No. of Board Meeting attended	5	5
Remuneration sought to be paid	Rs.59,37,036 + variables	Rs.13,92,660 + variables
Remuneration last drawn	Rs. 59,57,306/-	Rs. 13,09,111
Terms & Condition of appointment / re-appointment along with details of remuneration	Please refer Explanatory Statement No. 4 and the Service Contract.	Re-appointment as a Non-executive Director of the company liable to retire by rotation to comply with the provisions of section 152 of the Companies Act, 2013.

For and on behalf of board of directors

Place: Mumbai
Date: 08.08.2023

Dixita Patel
Company Secretary

Registered Office:
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2nd Floor, 195, Nariman Point,
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CIN: U74999MH1985C034989

ATTENDANCE SLIP
(To be presented at the entrance)

38TH ANNUAL GENERAL MEETING

Folio No.	
Name and Address of Member	
No. of Shares held	

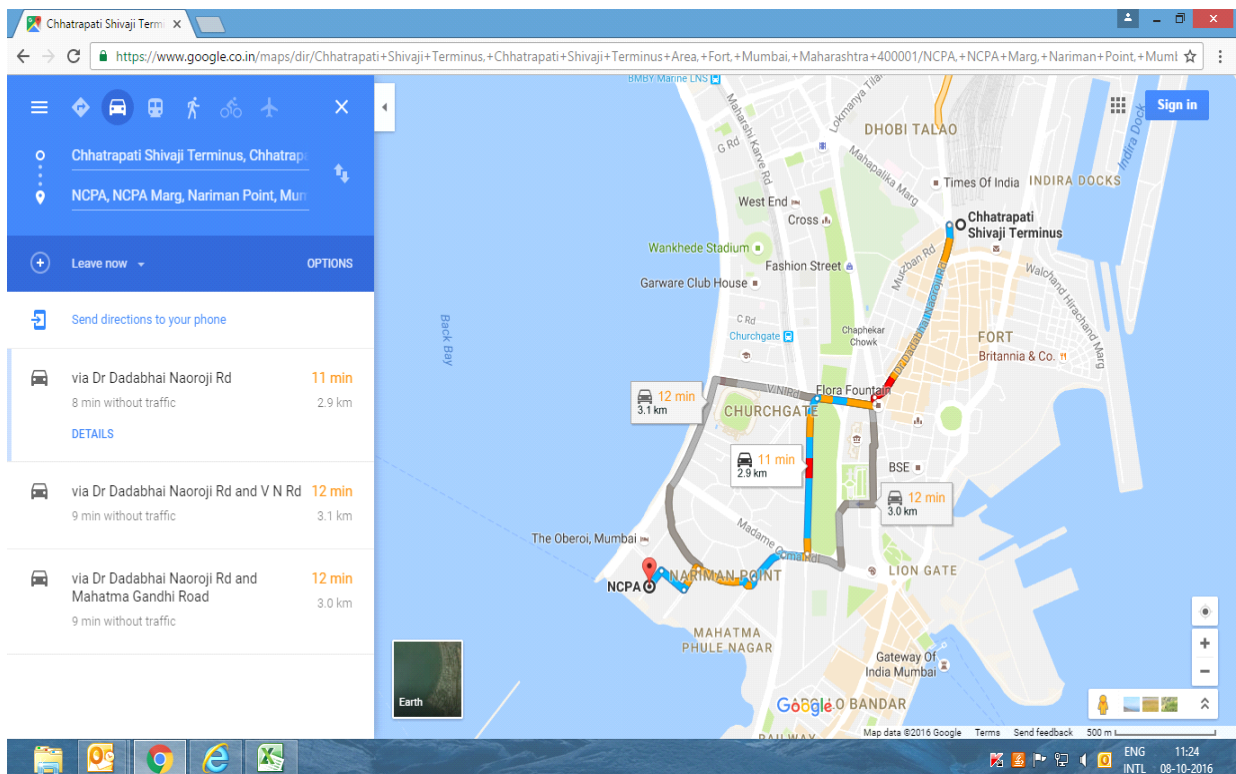
I certify that I am a member / proxy of the Company.

I hereby record my presence at the 38th Annual General Meeting of the Company held on Thursday, 28th September, 2023 at 4.00 p.m. at 209-210, Arcadia Building, 2nd Floor, 195 Nariman Point, Mumbai – 400021.

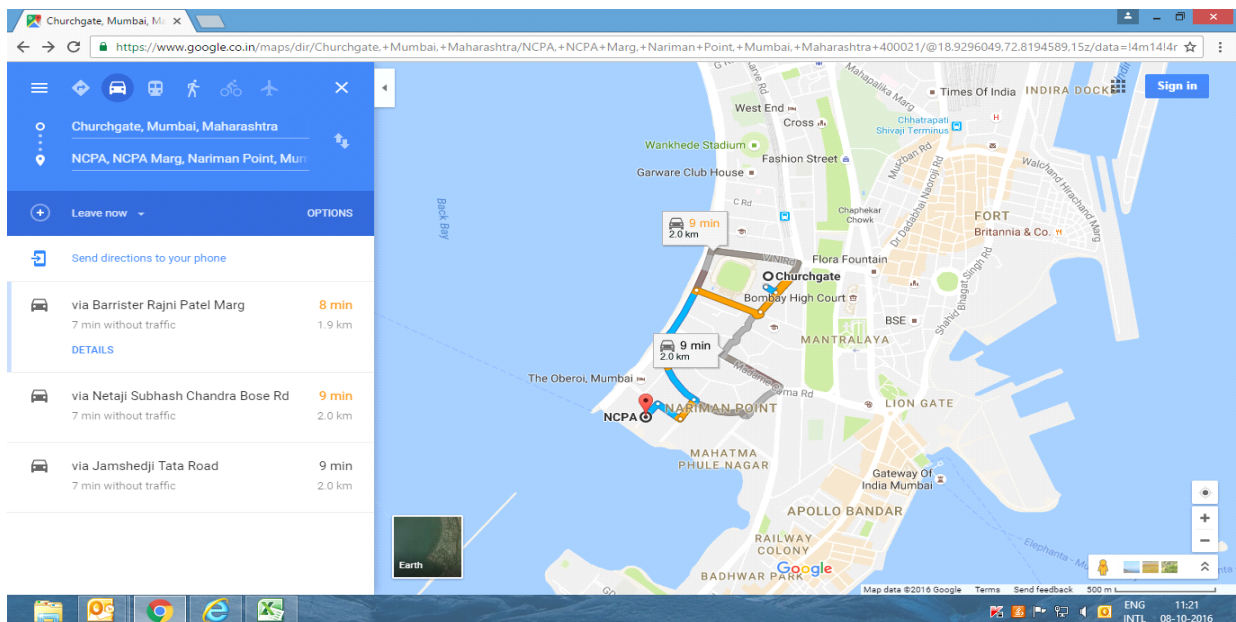
Signature of Member/Proxy

Notes:

Member/Proxy holder willing to attend the meeting must bring the Attendance Slip to the Meeting.



Route Map from CST Station to NCPA



Route Map from Churchgate to NCPA

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CIN: U74999MH1985C034989

Form No. MGT-11
PROXY FORM

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

CIN:	U74999MH1985PLC034989
Name of the company:	Four Dimensions Securities (India) Limited
Registered office:	209-210, 2 nd Floor, Arcadia Building, 195, Nariman Point, Mumbai 400021.
Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the company, to be held on the Thursday, 28th September, 2023 at 4.00 p.m. at 209-210, 2nd Floor, Arcadia Building, 195, Nariman Point, Mumbai 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1	To receive, consider and adopt : <ul style="list-style-type: none"> • The Audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and • The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Report of the Auditors thereon.
2	To re-appointment of Mr. Bhargav Upadhyay (DIN: 03368074) who retires by rotation and being eligible, offers himself for re-appointment, as a Director.
Special Business	
3	To consider the re-appointment of Mr. Sandeep Kumar Kejariwal (DIN: 00053755) as a Whole-Time Director of the Company for the period from April 01, 2023 to March 31, 2026.

Signed this day of 2023.

Signature of Shareholder

Signature of Proxy holder(s)

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Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai – 400 021 not less than 48 hours before the commencement of the Meeting.