

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 **39th Annual General Meeting of Four Dimensions Securities (India) Limited** will be held on **Monday, 30th September, 2024** 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, 2024, 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, 2024, together with the Report of the Auditors thereon.

2. To re-appointment of Mr. Suhas Sawant (Din: 00055867) 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. Suhas Sawant (Din: 00055867), 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. Vallabh Prasad Biyani (DIN: 00043358) as a Non Executive Independent Director of the Company and in this regard, pass the following resolution as an Special Resolution

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and on the recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Vallabh Prasad Biyani (DIN: 00043358), who holds office as an independent director up to 03rd October, 2024, be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years commencing from 04th October, 2024 to 03rd October, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

For and on behalf of board of directors

Place: Mumbai
Date: 12.08.2024

Sd/-
Samiksha Patni
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. Vallabh Prasad Biyani was appointed as an Independent Non- Executive Director of the Company by the members at the 35th Annual General Meeting of the Company held on 30th September, 2020 for a period of Five Consecutive Years effective from 04th October, 2019 to 03rd October, 2024. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of Five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of Five (5) consecutive years on the Board of a Company.

The Nomination and Remuneration Committee (NRC) at its meeting held on 12th August, 2024 has recommended to the Board the re-appointment of Mr. Vallabh Prasad Biyani as an Independent Director for a further term not exceeding Five (5) consecutive years on passing of a special resolution by the Company. The NRC while recommending the reappointment of Mr. Vallabh Prasad Biyani, has considered various factors viz. the number of Board meetings, Committee meetings and General Meetings attended by him, his knowledge and experience, his participation in the decisions taken by the Board, summary of his Performance Evaluation and his independent judgment in the opinion of the Board.

Accordingly, based on the recommendation of NRC in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, the Board at its meeting held on 12th August, 2024 has re-appointed Mr. Vallabh Prasad Biyani, who being eligible for re-appointment as an Independent Director and offering himself for re-appointment for second term of Five (5) consecutive years from the conclusion of the 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company, subject to the approval of members of the Company at the ensuing 39th Annual General Meeting of the Company.

Mr. Vallabh Prasad Biyani has been an active member of the Board and the Committees of the Board of which he is a member. He brings independent judgment to the Board of the Company and his continued association will be valuable and positive. With his entrepreneur skills and vast management experience, the Company has benefited immensely.

The Company has received a declaration from him stating that he meets the criteria of Independence as prescribed under sub-Section (6) of Section 149 of the Companies Act, 2013. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Vallabh Prasad Biyani fulfills the conditions specified under Section 149 (6) of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vallabh Prasad Biyani as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Vallabh Prasad Biyani as an Independent Director of the Company for another term of five consecutive years from the conclusion of the 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company, for the approval by the shareholders of the Company.

Except Mr. Vallabh Prasad Biyani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. A brief profile of Mr.

Vallabh Prasad Biyani for his appointment as Independent Director is mentioned in the table annexed to the notice.

ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENTS AT THE 39TH AGM

PURSUANT TO CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Name	Mr. Suhas Sawant	Mr. Vallabh Prasad Biyani
Date of Birth/ Age	17th August, 1962/31 years	31 st March, 1949/ 75 Years
Qualification & Nature of Expertise	Bachelor degree in Commerce (B. Com)	B. Com & Chartered Accountant.
Experience	He has an experience of more than 10 years in the field of Accounting and	Mr. Vallabh Prasad Biyani has an experience of over 40 Years in the field of Finance and
Date of Appointment	21 st January, 2015	6 th September, 2019
Terms and conditions of re-appointment including details of remuneration sought to be paid	As per the resolution at Item no. 2 of this Notice. Mr. Suhas Sawant office as director shall be subject to retirement by rotation and remuneration for the Financial Year will be Rs. 15,01,164/- p.a. plus variables.	As per the resolution at Item no. 3 of this Notice. Mr. Vallabh Prasad Biyani office as independent director shall not be subject to retirement by rotation and only sitting fees will be paid as per meeting attended by him.
the remuneration last drawn by such person	Rs. 16,05,236 remuneration drawn in the Financial Year 2023-24.	Rs. 15,000 sitting fees paid to Mr. Vallabh Prasad Biyani for the Financial Year 2023-24.
Number of Meetings of the Board attended during the year.	Four Board Meetings attended during the Financial Year 2023-24	Four Board Meetings attended during the Financial Year 2023-24
Directorships, Membership/ Chairmanship of Committees of other Board	<ul style="list-style-type: none"> • Arcies Laboratories Limited • Mountainside Agriculture Private Limited • Shriyam Agriculture Private Limited • Four Dimensions Securities (India) Limited 	<ul style="list-style-type: none"> • Geecee Ventures Limited • Winro Commercial (India) Limited • Four Dimensions securities (India) Limited • Saraswati Commercial (India) Limited • Singularity Holdings Limited

<p>Name of the Companies in Committees of which holds membership / chairpersonship</p>	<p>Mr. Suhas Sawant is a member/ chairperson in the following committees of any other companies:</p> <p>Four Dimensions Securities (India) Limited</p> <ul style="list-style-type: none"> ➤ Audit Committee-Member ➤ Corporate Social Responsibility (CSR) Committee-Member ➤ Nomination & Remuneration Committee (NRC)- Mr. Suhas Sawant 	<p>Mr. Vallabh Prasad Biyani is a member/ chairperson in the following committees of any other companies:</p> <ul style="list-style-type: none"> ➤ Saraswati Commercial (India) Limited ➤ Audit Committee – Member ➤ Winro Commercial (India) Limited ➤ Corporate Social Responsibility Committee - Member ➤ Nomination & Remuneration Committee – Chairman ➤ Four Dimensions Securities (India) Limited ➤ Audit Committee – Member ➤ Nomination and Remuneration Committee-Member ➤ Corporate Social Responsibility Committee-Member Singularity Holdings Limited ➤ IT Strategy Committee: Chairman ➤ Corporate Social Responsibility Committee: Chairman ➤ Risk Management Committee: Chairman ➤ Nomination & Remuneration Committee: Member ➤ Asset Liability Management Committee: Member ➤ Audit Committee: Member ➤ Geecee Ventures Limited ➤ Audit Committee – Member ➤ Nomination & Remuneration Committee – Member
<p>Shareholding in Four Dimensions Securities Limited</p>	<p>NIL</p>	<p>NIL</p>

Relationship with other Directors, Managers and other KMP	Mr. Suhas Sawant is not related to any Director, Managers and Key Managerial Personnel of the	Mr. Vallabh Prasad Biyani is not related to any Director, Managers and Key Managerial Personnel of the Company.
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CIN: U74999MH1985C034989

ATTENDANCE SLIP
(To be presented at the entrance)

39TH ANNUAL GENERAL MEETING

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

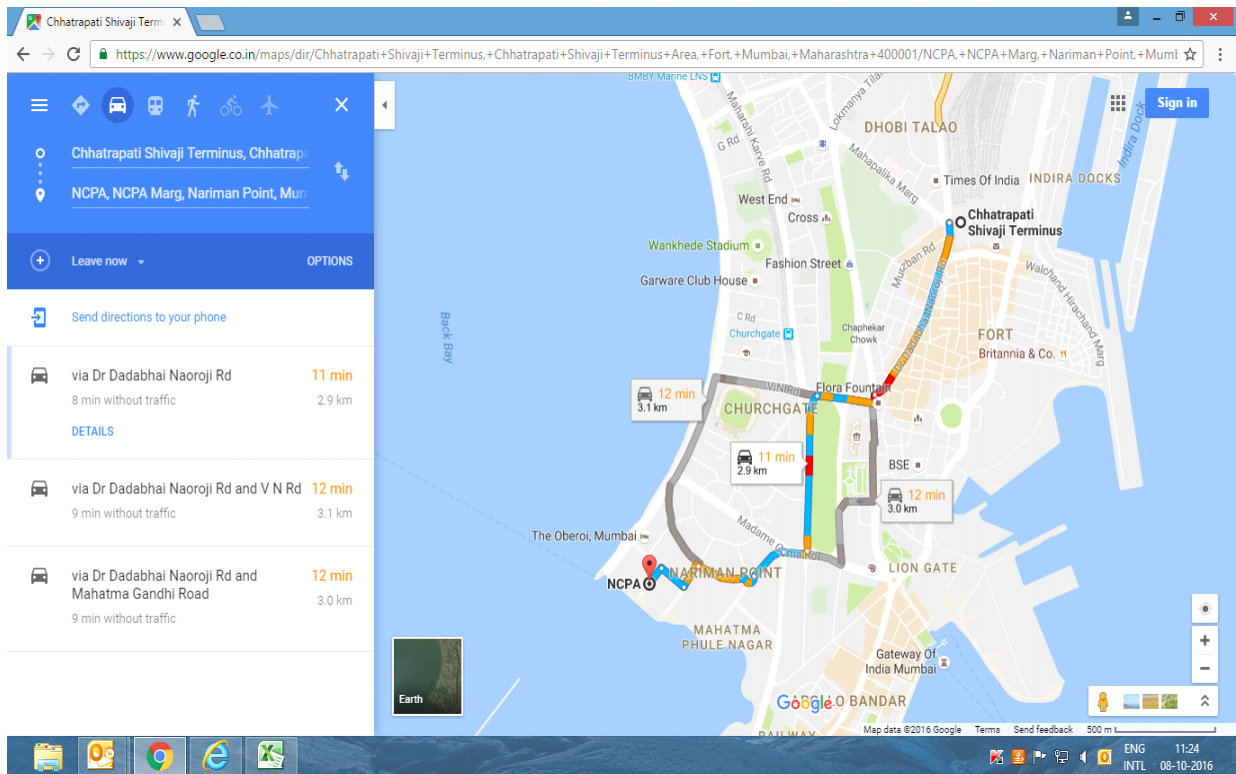
I certify that I am a member / proxy of the Company.

I hereby record my presence at the 39th Annual General Meeting of the Company held on Monday, 30th September, 2024 at 4.00 p.m. at 209-210, Arcadia Building, 2nd Floor, 195 Nariman Point, Mumbai – 400021.

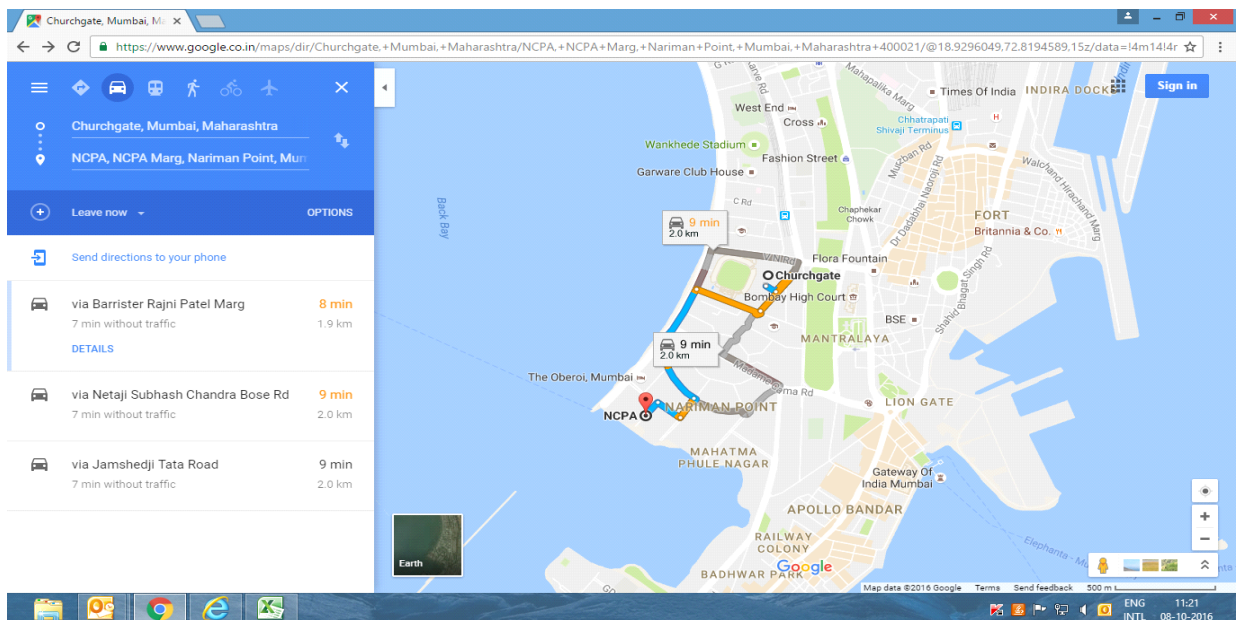
Signature of Member/Proxy

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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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 39th Annual General Meeting of the company, to be held on the Monday, 30th September, 2024 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, 2024, 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, 2024, 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	

Signed this day of 2024.

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.