



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the 1st (2021-2022) Extraordinary General Meeting of the Members of the B.N. Rathi Securities Limited will be held on Saturday, 23rd October, 2021 at 10.00 A.M. through video conference to transact the following business:

SPECIAL BUSINESS

1. Increase in Authorized Share Capital of the Company and Alteration in the Capital Clause of the Memorandum of Association

To consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the Approval of the Members of the Company be and is hereby accorded to increase the Authorised Share from existing Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs 10/- (Rupees Ten) each ranking pari-passu in all respects with the existing shares of the Company;

RESOLVED FURTHER that the Memorandum of Association of the Company be altered in the following manner: i.e., existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. “The Authorised Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten only) each, with the rights, privileges and conditions attached thereto as are provided by the Regulations of the company for the time being, with power to increase or reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and attach thereto respectively, subject to the laws for the time being in force, such rights, privileges or conditions as may be determined by or in accordance with the applicable laws and to vary, modify, abrogate any such rights, privileges or conditions in such manner as maybe permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.”



“RESOLVED FURTHER THAT Mr. Hari Narayan Rathi, Managing Director, Mr. Chetan Rathi, Whole time Director of the Company be and are hereby severally authorized and to do all such acts, deeds and things as may be necessary to give effect to this resolution including necessary filings with authorities as may be required in relation to the aforesaid increase in Authorised Share Capital.”

2. FUTHER ISSUE OF EQUITY SHARES ON RIGHTS BASIS:

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

“RESOLVED THAT subject to the provisions of section 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the provisions in the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time ["SEBI ICDR Regulations"], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, , the Reserve Bank of India (RBI), the Foreign Investment Promotion Board (FIPB) under the Department of Economic Affairs, Ministry of Finance, Government of India, the provisions of Foreign Exchange Management Act and/or any other competent authorities and subject to such conditions and modifications as may be prescribed by any of them while granting any other approval(s), permission(s), consent(s) and sanction(s) and which may agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of directors duly constituted by the Board of Directors or any committee which the board of directors may hereafter constitute to exercise one or more of its powers including the powers conferred by this resolution), consent of the company be and is hereby accorded to the Board and / or the Rights Issue Committee to create, offer, issue and allot Equity shares at an issue price of Rs. 22/- per share which includes at a premium of Rs. 12/ per share in a proportion of 2:3 shares i.e., two shares for every 3 shares held in the company for the face value of Rs. 10 (Rupees ten only) each for cash on a Rights basis for an amount not exceeding Rs. 7,39,20,000/- (Rupees Seven Crores Thirty Nine Lakhs and Twenty Thousand Only) to all the equity shareholders of the company whose names appear as members on the register of members and as Beneficial Owners in the records of the Depositories as on the record date as may be fixed by the Board in consultation with BSE Limited for such purpose, in one or more tranches and on such terms and conditions as may be finalized by the Board or any Committee of the Board in consultation with the Merchant Banker, and that the Board may finalize all the matters incidental thereto as it may in its sole discretion thinks fit and to list the equity shares



so issued and allotted on the stock exchange on which shares of company are listed, in a manner as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the equity shares to be offered on a rights basis shall rank pari-passu in all respects with the existing shares of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, in consultation with and subject to approvals by the SEBI (if necessary) and BSE Limited and subject to the approval, if necessary, of the other concerned authority, appropriate letter of offer as required under the applicable provisions of law, containing terms and conditions of the issue as the Board may at its absolute discretion think fit and the Board be and is hereby expressly authorized and empowered to accept such modifications from SEBI and Stock Exchange, if any or any other concerned authority may stipulate in that behalf and also, at its discretion to amend, modify, vary or alter all or any of the issue, including the right to increase, decrease, recalculate the number of equity shares to be created, offered and issued.

RESOLVED FURTHER THAT the unsubscribed portion, if any, of the proposed rights issue may be disposed off by the Board, in such manner, as it may deem most beneficial to the Company and the Board be and is hereby authorized to issue and allot such shares to any person whether he/she/it be the existing member or not as the Board may deem fit at its absolute discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such action it may deem most beneficial to the Company in disposing of any shares arising out of fractions involved in the offer of the said shares and to allot the unsubscribed portion to such persons who may be applying for any additional shares.

RESOLVED FURTHER THAT the Equity shares shall be listed with BSE Limited, where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the other terms and conditions of the offer including but not limiting to determining the type, form and manner of the issue, its terms including the eligibility or otherwise of renounces to apply for additional shares, rights period, appointment of intermediaries like Merchant Bankers, Registrars/Banker, Legal or other Advisors, and all other agencies or intermediaries and to enter into or execute such agreements/arrangement/Memorandum of Understanding/ documents with any authorities/agencies as the Board may in its sole discretion deem fit and proper and to all such acts, deeds, matters or things as it may deem necessary for the purpose of giving effect to this resolution.



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of the Board or any one or more Directors of the company.”

**For and on behalf of the Board
B.N. Rathi Securities Limited**

Sd/-

**Place : Hyderabad
Date : 24.09.2021**

**Hari Narayan Rathi
Managing Director
DIN: 00010968**



NOTES:

1. Pursuant to MCA (Ministry of Corporate Affairs) circulars vide Circular No.s 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 read with SEBI Circular No. 20/2020 dated May 05, 2020 and extended circular dated January 15, 2021, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the EGM of the Company is being held through Video Conferencing / Other Audio Visual Means (" VC / OAVM")

Pursuant to the provisions of the The Companies Act 2013 ("the Act"), a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Business to be transacted at the Extra-ordinary General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 17.10.2021 to 23.10.2021 (including both days).
4. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
5. The shareholders who will be eligible to participate in the e- voting are:
 - (a) Beneficial Owners as on 16.10.2021 as per records of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited; and
 - b) Members in the Register of Members of the Company after giving effect to valid share transfer(s), if any in the physical form lodged with the Company on or before 16.10.2021.
6. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card details to the Company/ Registrar and Share Transfer Agents (M/s. KFIN Technologies Private Limited.)



7. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. KFIN Technologies Private Limited, Share Transfer Agents of the Company for their doing the needful.
8. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
9. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
10. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/ RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, and circular dated January 15, 2021, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
12. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website www.bnrsecurities.com. For any communication, the shareholders may also send requests to the Company's investor email id: investorgrievances@bnrsecurities.com.
13. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the Extra-Ordinary General Meeting of the company being conducted through Video Conferencing (VC) herein after called as "e-EGM".
14. **e-EGM:** Company has appointed M/s. KFIN Technologies Private Limited (KFin / Kfintech), Registrars and Transfer Agents, to provide Video Conferencing facility for the Extra Ordinary General Meeting and the attendant enablers for conducting of the e-EGM.



15. **Pursuant to the provisions of the circulars of AMC on the VC/OVAM (e-EGM):**
- a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e- EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
16. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
17. Up to 1000 members will be able to join on a FIFO basis to the e-EGM.
18. No restrictions on account of FIFO entry into e-EGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
19. The attendance of the Members (members logins) attending the e-EGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login



credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting facility will be available during the following period

Commencement of remote e-voting: From 9.00 am (IST) on 20.10.2021.

End of remote e-voting: At 5.00 p.m. (IST) on 22.10.2021.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked thereafter by the e-voting service providers. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date (i.e, 16.10.2021).
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-EGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-EGM) of the Company on KFin system to participate e-EGM and vote at the EGM.



Details on Step 1 are mentioned below:

- I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
<p><u>Individual Shareholders holding securities in demat mode with NSDL</u></p>	<ol style="list-style-type: none"> 1. User already registered for IDEAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDEAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDEAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDEAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
<p><u>Individual Shareholders holding securities in demat mode with CDSL</u></p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at



	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields. III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. II. Once logged-in, 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. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43



Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

{A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'B.N. Rathi Securities Limited - EGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.



x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id ssrfcs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently to the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the, Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.

ii Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login



credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining EGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop, connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at **sabita@bnrsecurities.com**. Questions /queries received by the Company till 22.10.2021 shall only be considered and responded during the EGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
- viii. Facility of joining the EGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.



- ix. Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration', which will be opened from 19.10.2021 to 21.10.2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from 19.10.2021 to 21.10.2021.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as 16.10.2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:



4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the EGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com .
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the EGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
 20. The members who have cast their vote by remote e-voting may also attend the meeting. However, they shall not be entitled to cast their vote again.
 21. The Board of Directors of the Company has appointed M/s. S.S Reddy & Associates, Practicing Company Secretaries as scrutinizers to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
 22. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 16.10.2021.
 23. A 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 i.e. 16.10.2021 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
 24. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www. bnrsecurities.com](http://www.bnrsecurities.com) and on the website of the KFin Tech <https://evoting.kfintech.com/>. The results shall simultaneously be communicated to the Stock Exchanges.



25. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 16.10.2021.
26. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the EGM.
27. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
28. Relevant documents referred to in the accompanying Notice, are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Extra-Ordinary General Meeting.
29. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

**For and on behalf of the Board
B.N. Rathi Securities Limited**

**Sd/-
Hari Narayan Rathi
Managing Director
DIN: 00010968**

**Place: Hyderabad
Date: 24.09.2021**



ANNEXURE TO NOTICE

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

Item No. 1

The existing Authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crore) divided into 60,00,000/- (Sixty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten). In line with the Business Plan of the Company approved by the Board of Directors, additional capital would be required in order to fund the growth and operations of the Company. The current paid up share capital of the Company is Rs. 5,04,00,000/- (Five Crores and Four Lakhs Only) and further issue of capital would require increase in the existing Authorized Share Capital of the Company.

The Board of Directors at its Meeting held on 24.09.2021, approved the increase in Authorised Share Capital of the Company to Rs. 12,00,00,000/- (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of INR 10/- (Rupees ten) each subject to approval of the Members.

Accordingly, the Board of Directors at its Meeting held on 24.09.2021, approved the alteration of Memorandum of Association of the Company (MOA), subject to approval of Members, by substituting the existing Clause V with the following new Clause V:

“The Authorised Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten only) each, with the rights, privileges and conditions attached thereto as are provided by the Regulations of the company for the time being, with power to increase or reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and attach thereto respectively, subject to the laws for the time being in force, such rights, privileges or conditions as may be determined by or in accordance with the applicable laws and to vary, modify, abrogate any such rights, privileges or conditions in such manner as maybe permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.”

The Board recommends the Resolution set out in item no. 1 for approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.



Item No 2:

The Company proposes to raise funds up to Rs. 7,39,20,000/- (Rupees Seven Crores Thirty-Nine Lakhs and Twenty Thousand Only) by way of issue of equity shares with premium on a right basis to meet its working capital requirement and for further expansion of business. Section 62 of the Companies Act, 2013 provides inter-alia that where it is proposed to increase the subscribed share capital of the company by allotment of further shares, then such further shares shall be offered to the persons, who at the date of offer are holders of equity shares of the Company, in proportion, as nearly as circumstances admit to the paid-up capital on those shares as of that date unless the shareholders decide otherwise. The Listing Agreement(s) executed by the company with BSE Limited also provides that company shall issue or offer in the first instance all securities to the existing shareholders of the company unless the shareholders decide otherwise.

As mentioned in the resolution, the Board decided to raise funds by way of Rights Issue of 33,60,000 equity shares at an issue price of Rs. 22/- per share which includes premium of Rs. 12/- per share in the ratio of Two (2) equity shares for every Three (3) equity shares held in the company.

Further shares will be offered to the existing holders of Equity Shares of the Company whose names appear in the Register of Members of the company on a date (record date) to be fixed hereafter by the directors of the Company to augment financial resources for funding the capital expenditure and/or working capital requirements in the manner and upon the terms and conditions set out in the resolution with a right to renounce. The right to decide on various terms including timing, pricing, ratio, terms of payment and other terms including eligibility or otherwise of renounces to apply for additional shares is being left to the discretion of the Board of Directors who would take decisions as they deem fit in the best interest of the Company.

The special resolution at serial no.2 of the notice seeks the approval of the members authorizing the Board to make rights issue of equity shares and to deal with any matter connected with the said rights issue of equity shares.



The Board of Directors recommend the special resolution for approval of the members.

None of the directors of the company except Mr. Hari Narayan Rathi, Mr. Chetan Rathi and key managerial personnel may be deemed to be concerned or interested in the special resolution to the extent to which they will have the right to subscribe to the further new equity shares in proportion to their respective shareholdings held by them.

**For and on behalf of the Board
B.N. Rathi Securities Limited**

Sd/-

**Hari Narayan Rathi
Managing Director
DIN: 00010968**

**Place : Hyderabad
Date : 24.09.2021**