

NOTICE

Notice is hereby given that **Extra-Ordinary General Meeting of Batlivala & Karani Securities India Private Limited will be held on Monday, 5th August, 2024 at 11:00 AM** at the registered office of the Company to transact the following businesses-

SPECIAL BUSINESS

ITEM NO 1 – AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY BY INSERTING NEW CLAUSE NO 58 TO 63

To consider and, if though it to pass with or without modification(s), the following resolution as **Special Resolution**.

AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY BY INSERTING NEW CLAUSE NO 58 TO 63

"RESOLVED THAT pursuant to the **provisions of Section 5 and 14 of the Companies Act, 2013**, and other applicable rules, circulars and notifications thereunder, as amended from time to time (the "Act"), the current Articles of Association of the Company be altered and amended by **inserting new clause No. 58 to 63** and renumbering of clause no. 58 to 62 of the existing articles as no. 64 to 68 and restated Articles of Association of the Company, a copy of which has been placed before the meeting and initialled by the Chairman for the purpose of identification, and also enclosed to the notice convening the meeting (Amended Articles"), and that the Amended Articles be and is hereby approved, in substitution for, and to the entire exclusion, of the existing Articles of Association of the Company the following new clause has been inserted in the articles of association :

58. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialized its shares, debentures and other securities and rematerialize its shares, debentures or other securities held in the depositories and/or offer its securities in dematerialized form.

59. Every Companies/persons subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security..

60. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction as by law required and except as aforesaid) be bound to recognize any beamy trust or equity or equitable, contingent

B&K Securities is the trading name for BATLIVALA & KARANI SECURITIES INDIA PVT. LTD.
(Member : The Stock Exchange, Mumbai and The National Stock Exchange of India Ltd.)

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Regd. Office : Room No. 3/4, 7 - Lyons Range, Kolkata - 700 001.

or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.

61. In the case of transfer of shares, debentures or other securities whether the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, its provisions of the Depositories Act, shall apply.

62. Every Depository shall furnish to the Company, information about the transfer or securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the company in that behalf.

63. Except as specifically provided in these Articles, the provisions relating to joint holder of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories

Provided that, nothing contained in Article 62 shall apply in the transfer of shares, debentures or other marketable securities effected by the transferor and the transferee, both of whom are entered as beneficial owners in the record of the depository.

"RESOLVED FURTHER THAT Mr. Jitendra Ssoni, Director of the Company be and is hereby authorised to take all such steps as may be necessary, incidental, ancillary, proper or expedient to give effect to this resolution and to execute, sign and file necessary documents and e-form with Registrar of Companies.

Certified True Copy

For **BATLIVALA & KARANI SECURITIES INDIA PRIVATE LIMITED**

J.Soni

Jitendra Ssoni

Director

DIN-[05180177]

Date: 25.06.2024

Place : **Kolkata**



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY, THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business to be transacted at the meeting is annexed hereto and forms part of this Notice.
3. Members/proxies should fill the Attendance slip for attending the Meeting
4. Corporate members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act. 2013 authorizing their representative to attend and vote at the Meeting.
5. Route Map showing directions to reach to the venue of the EGM is given as per the requirement of the Secretarial Standards-2 on 'General Meeting'.