

B&K SECURITIES

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON FRIDAY, SEPTEMBER 30, 2022, AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT CSE BUILDING, 3 / 4, 7 - LYONS RANGE, KOLKATA -700 001, WEST BENGAL, TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2022, and the Profit and Loss Account for the year ended on that date together with Reports of Auditors and Directors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, M/s. Agarwal Sangneria & Co., Chartered Accountants, (Firm Registration No. 317224E), have been re-appointed as the Statutory Auditors of the Company for the financial year 2022-23 to 2026-27 (5 years) in the Twenty Fourth (24th) Annual General Meeting of the Company, to hold office till the conclusion of the 29th AGM to be held in the Calendar year 2026-27 (Subject to ratification by members at every AGM). Accordingly, M/s. Agarwal Sangneria & Co., Statutory Auditor of the Company holds office until the conclusion of the ensuring Annual General Meeting. However, the requirement of ratification of appointment of Statutory Auditors by Members at every Annual General Meeting is omitted by amendment of Companies Act, 2013; hence the ratification of appointment is not applicable."

SPECIAL BUSINESS

ITEM NO. 1:

FOR APPROVAL OF THE LIMITS FOR THE CHARITABLE CONTRIBUTE FOR DONATION / CSR ACTIVITIES IN TERMS OF THE PROVISIONS SECTION 181 OF THE COMPANIES ACT, 2013.

To consider and if thought fit to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**.

"Resolved That pursuant to the provision of Section 181 of the Companies Act 2013, the Board of Directors of the Company be and is hereby authorised to contribute and / or donate, from time to time, to any bona fide charitable and other funds, (it may be a part of CSR activities as asked by section 135 Companies Act 2013) amounts

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not exceeding in aggregate to all such funds taken together up to a sum of Rs- 1.50 Crore (Rupees One Crore and Fifty lacs only) during the financial year of the company.

ITEM NO. 2:

TO MAKE INVESTMENT, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as SPECIAL RESOLUTION.

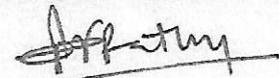
"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any Body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any Body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any Body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 85,00,00,000/- (Indian Rupees Eighty Five Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of Investment and divestment of the investment, any Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

For and on behalf of the Board of Directors





Omprakash Tripathy

Company Secretary

M. No. A29521.

Place: Mumbai

Date: September 02, 2022

NOTE:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the Company.
2. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.
3. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. An Explanatory Statement relating to the special business mentioned in the Notice as required under Section 102 of the Companies Act, 2013 is annexed to the notice.
5. Members desirous of obtaining any information concerning the Accounts and operations of the Company are requested to send their queries to the Company (Company Secretary) at least seven days before the date of the Meeting, so that the information required by them may be made available at the AGM.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports, Notice of AGM and other communications through electronic mode to those Members who have registered their email address by the Company or directly deliver (In physical form) by Company to Members upon request. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
7. The complete particulars of the venue of the meeting including route map and prominent land mark for easy location are giving under:

EXPLANATORY STATEMENT

(Pursuant to the Provision of Section 102 of the Companies Act, 2013.)

Dear Members,

Following is the elaborate Explanatory Statement for your perusal;

ITEM NO. 1;

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide charitable and other funds, any amount the aggregate of which in any financial year shall not exceed 5% of its average net profits, as determined in accordance with the provisions of section 198 of Companies Act, 2013, for the three immediately preceding financial years.

As a part of Charitable contribution (for Charity work) and Corporate Social Responsibility, donation / contribution up to Rs-1.50 Crore (One Crore and Fifty Lacs rupees only) may be given to Indian or foreign institutes or organisations for undertaking scientific research, welfare and social activities and any other object of general public utility including the activities of Schedule VII of the Companies Act 2013.

As required under section 181 of the Companies Act 2013 donation of above amount which is higher than the limit prescribed in the Section, requires the sanction/approval of Shareholders in general meeting.

The Directors recommends the resolution for members' approval as a Special Resolution.

None of the Directors, Key managerial personal or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO. 2;

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186 or 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid

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up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 85,00,00,000 (Indian Rupees Eighty Five Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key managerial personal or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

For and on behalf of the Board of Directors



A handwritten signature in black ink, appearing to read "Omprakash Tripathy".

Omprakash Tripathy

Company Secretary

M. No. A29521.

Place: Mumbai

Date: September 02, 2022