NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTEETH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 3 / 4, 7 - LYONS RANGE, KOLKATA -700 001 ON FRIDAY, SEPTEMBER 28, 2018, AT 2.00 PM TO TRANSACT FOLLOWING BUSINESS: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2018, 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 Sanganeria & Co., Chartered Accountants, (Firm Registration No. 317224E),have been appointed as the Statutory Auditors of the Company for the financial year 2017-18 to 2021-22 (5 years) in the Nineteenth (19th)Annual General Meeting of the Company, to hold office till the conclusion of the AGM to be held in the Calendar year 2021-22 (Subject to ratification by members at every AGM). Accordingly, M/s. Agarwal Sanganeria & 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."

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.)
Ground Floor, City Ice Building, 298 Perin Nariman Street, Fort, Mumbai - 400 001. (CIN - U67120WB1998PTC087160)
Tel : 40317000 / 61997100 • Fax : 22635030 / 25 • E-mail : contact@bksec.com • E-mail : investorcomplaints@bksec.com • Website : www.bksec.com
Regd. Office : Room No. 3/4, 7-Lyons Range, Kolkata - 700 001.

SPECIAL BUSINESS

3. To consider and if thought fit to pass with or without modification(s), the following resolution as ORDINARY 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 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."

For and on behalf of the Board of Directors

Place: Mumbai

Date: September 04, 2018

Omprakash Tripathy

Company Secretary

M.No. A29521.

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.

BATLIVALA & KARANI SECURITIES INDIA PRIVATE LIMITED
CIN: U67120WB1998PTC087160

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. 3;

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 an **Ordinary Resolution.**

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

Place: Mumbai

Date: September 04, 2018

Omprakash Tripathy

Company Secretary

M.No. A29521.