BATLIVALA & KARANI SECURITIES INDIA PRIVATE LIMITED
CIN: U67120WB1998PTC087160

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON SHORTER NOTICE ON SATURDAY, SEPTEMBER 28, 2019, AT 11.00 AM, 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, 2019, 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.”

SPECIAL BUSINESS

ITEM NO. 1:
TO APPROVE THE APPOINTMENT OF MR. SAAHIL MURARKA (DIN- 06717827) AS DIRECTOR OF THE COMPANY

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

"RESOLVED THAT Mr. Saahil Murarka (DIN: 06717827), who was appointed as an Additional Director w.e.f 1st January 2019, pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office will not be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013."

ITEM NO. 2:

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 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. 3:

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 trenches 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 55,00,00,000/- (Indian Rupees Fifty 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 divestment of the investment, the 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

Place: Mumbai

Date: September 13, 2019

Omprakash Tripathy

Company Secretary

M.No. A29521.