

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that an Extraordinary General Meeting of the Members of M/s. BNK Securities Private Limited, will be held on Monday, 10th April, 2023 at 11:00 A.M. at Mayfair Tower, 2 Palm Avenue, Kolkata - 700 019 to transact the following business:

SPECIAL BUSINESS: Special Resolution

ITEM NO. 1: TO AMEND THE ARTICLES OF ASSOCIATION

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

“RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded to adoption of new set of Articles of Association.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Board of Directors of the Company be and is hereby authorized, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the concern Registrar of Companies.”

NOTES:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as proxy to attend and vote at the meeting on his behalf. a proxy need not be a member of the company. proxies, in order to be effective, must be received by the company not later than 48 hours before the commencement of the aforesaid meeting.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice annexed hereto.
3. Annual General Meeting is provided in the Annual Report annexed to this notice.
4. A copy of new draft of Articles of Association is uploaded on the website of the Company for inspection by the members of the Company.

Registered Office

Mayfair Towers, 2 Palm Avenue
Kolkata - 700 019
CIN: U67120WB1995PTC071182
Email: corporate@bnkcapital.com
Ph. No. (033) 22810560-62
Date: 15th March, 2023
Place: Kolkata

By Order of the Board

Ankita Poddar
Company Secretary
Membership No. ACS53978

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

ITEM NO. 1

The existing Articles of Association (AOA) of the Company are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

The new set of Articles of Association of the Company may be adopted in the manner and to the extent as hereunder:

- (i) The existing regulations, as contained in the Articles of Association of the Company, be deleted; and
- (ii) The new set of Articles of Association of the Company, be approved and adopted as the new set of Articles of Association of the Company and shall substitute in its entirety the existing Articles of Association of the Company.

The Board of Directors at its meeting held on 15 March, 2023 has approved alteration of the AOA of the Company and the Board now seek Member's approval for the same.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

Registered Office:

Mayfair Towers, 2 Palm Avenue
Kolkata - 700 019
CIN: U67120WB1995PTC071182
Email: corporate@bnkcapital.com
Ph. No. (033) 22810560-62
Date: 15th March, 2023
Place: Kolkata

By Order of the Board

Ankita Poddar
Company Secretary
Membership No. ACS53978