



# B.N.Rathi Securities Ltd.

CIN : L65993TG1985PLC005838  
Corporate Member : NSE / BSE / MCX  
Depository Participant of Central Depository Service (I) Ltd.

**REGISTERED OFFICE :** # 6-3-652, IV Floor, "Kautilya"  
Amrutha Estates, Somajiguda, Hyderabad - 500 082  
Tel. : 040 - 40527777, 40727777, Fax : 040-40526283  
bnrsl@bnrsecurities.com www.bnrsecurities.com

To

Date: 09.12.2024

**BSE Limited**  
**P.J. Towers, Dalal Street,**  
**Mumbai-400001**

Dear Sir/Madam,

**Unit: B.N. Rathi Securities Limited (Scrip Code: 523019)**

**Sub: Notice for Extra- Ordinary General Meeting of the Company.**

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Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Notice for 01/2024-25 Extra- Ordinary General Meeting of the Company to be held on Tuesday, 31<sup>st</sup> day of December, 2024 at 10.00 A.M. through Video Conference / Other Audio-Visual Means (VC/OAVM) facility and the Notice is dispatched to shareholders on 09.12.2024.

Further 24<sup>th</sup> December, 2024 is fixed as cut-off date for e-voting in connection with the 01/2024-25 Extra-Ordinary General Meeting of the Company.

E voting Schedule:

Commencement of remote e-voting: From 9.00 a.m. (IST) on 28<sup>th</sup> December, 2024.

End of remote e-voting: At 5.00 p.m. (IST) on 30<sup>th</sup> December, 2024.

The information contained in this intimation is also available on the Company's website [www.bnrsecurities.com](http://www.bnrsecurities.com), on the website of the BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

We request you to kindly take the same on your record.

**Thanking You,**  
**For B.N. Rathi Securities Limited**

**G Sabitha Reddy**  
**Company Secretary**





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***NOTICE OF 1<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING  
OF B.N. RATHI SECURITIES LIMITED FOR FINANCIAL YEAR 2024-25 WILL BE  
HELD ON TUESDAY, 31<sup>ST</sup> DECEMBER, 2024 AT 10:00 A.M. THROUGH VIDEO  
CONFERENCING / OTHER AUDIO-VISUAL MEANS.***

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Services : Equity, Derivatives, Currency Futures, Internet Trading, Mobile Trading, Depository, Mutual Funds, IPOs, Loan Referral  
SEBI Reg No : NSE / BSE / MCX : INZ000160834, CDSL : IN-DP-CDSL-414-2007



## NOTICE

### SPECIAL BUSINESS

#### 1. TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

To consider and, if thought fit, to pass the following resolution as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and read with the Companies (Share Capital & Debentures) Rules, 2014 rules framed thereunder, if any, approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.12,00,00,000/- (Rupees Twelve crore Only) divided into 1,20,00,000 (One crore Twenty lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

V. “The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each, with the rights, privileges and conditions attached thereto as are provided by the Regulations of the company for the time being, with power to increase or reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and attach thereto respectively, subject to the laws for the time being in force, such rights, privileges or conditions as may be determined by or in accordance with the applicable laws and to vary, modify, abrogate any such rights, privileges or conditions in such manner as maybe permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.”

**“FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem



necessary, proper and / or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution.”

## 2. TO CONSIDER AND APPROVE SUB-DIVISION OF FACE VALUE OF THE EQUITY SHARES OF THE COMPANY:

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

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the members of the Company be and is hereby accorded for sub-division of each existing equity share of face value of Rs.10/- (Rupees Ten only) each into Two (2) equity shares of face value of Rs.5/- (Rupees five Only) each, which shall rank pari passu in all respects with the existing equity shares with effect from the record date.”

**“RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of 1 (One) Equity Share of the face value of Rs.10/- (Rupees Ten Only) each of the Company, existing on the record date to be fixed shall stand sub-divided into 2(Two) Equity Shares of face value of Rs.5/- (Rupees Five Only) each as given below and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid up equity shares of Rs. 10/- (Rupees Ten only) each of the Company.

Particulars	Pre- Split/ Sub Division			Post- Split/ Sub Division		
	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital(in Rs.)
*Authorized Share Capital post increase	2,50,00,000	10	25,00,00,000	5,00,00,000	5	25,00,00,000
Paid-up Share Capital	1,03,75,000	10	10,37,50,000	2,07,50,000	5	10,37,50,000



\*Authorised share Capital will be increased from Rs.12,00,00,000/- to Rs.25,00,00,000/- subject to shareholder's approval and necessary filings with the Authorities and their approvals.

**“RESOLVED FURTHER THAT** existing Clause V of Memorandum of Association of the Company substituted with the following new Clause V.

V. “The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crore only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.5/- (Rupees Five only) each, with the rights, privileges and conditions attached thereto as are provided by the Regulations of the company for the time being, with power to increase or reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and attach thereto respectively, subject to the laws for the time being in force, such rights, privileges or conditions as may be determined by or in accordance with the applicable laws and to vary, modify, abrogate any such rights, privileges or conditions in such manner as maybe permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.”

**“RESOLVED FURTHER THAT** upon sub-division of the equity shares as aforesaid and with effect from the record date, the existing share certificate(s), if any, in relation to the issued equity shares of the face value of Rs.10/- (Rupees Ten Only) each, shall be deemed to have been automatically cancelled and shall be of no effect and that the Board may, without requiring to surrender of the existing Share Certificate(s) by the members, issue new Share Certificate(s) of the Company, in lieu of the existing share certificate(s) and in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members of the Company held with Depository Participants, in lieu of the existing credits present in respective beneficiary demat accounts.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things including to make appropriate adjustments on account of sub-division of Equity Shares to the number with effect from the record date, to delegate all or any of its powers herein conferred to the Managing Director or Company Secretary or any other officer(s) of the Company severally, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with Stock Exchanges, Registrar of Companies, Registrar & Share Transfer



Agent, Depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution without any further approval of the shareholders.”

### **3. CAPITALISATION OF RESERVES AND ISSUE OF BONUS SHARES**

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

**“RESOLVED THAT** pursuant to the provisions of Section 63 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard and upon recommendation of the Board of Directors made at their meeting held on 04.12.2024, approval of the members be and is hereby accorded for capitalization of Free Reserves of Rs.10,37,50,000/- (Rupees Ten Crores Thirty Seven Lakhs Fifty Thousand Only) standing to the credit of the Free Reserves and for the purpose of issuance of 2,07,50,000 bonus shares of Rs.5/- each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the company, whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on such Record Date as may be fixed, in the ratio of 1 (One) Bonus equity share of Rs.5/- each for every 1 (One) existing (sub-divided) equity share(s) of Rs.5/- each held by the Members/ Beneficial Owners and that the Bonus Shares so issued shall, for all purpose, rank pari-passu with the existing (sub-divided) Equity Shares and shall be treated as increase in the paid up share capital of the Company held by each member.”

**“RESOLVED FURTHER THAT** the New Equity Shares will be credited in electronic form to the Demat accounts of the Members who hold the existing equity shares in electronic form in accordance with the applicable provisions of the SEBI Regulations within the period prescribed.”



**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on BSE Limited where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to give such directions, as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission to BSE Limited, Registrar of Companies, Registrar & Share Transfer Agent, Depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

**For and on behalf of the Board  
B.N. Rathi Securities Limited**

**Sd/-**

**Laxminiwas Sharma  
Chairman  
DIN: 00010899**

**Place : Hyderabad  
Date : 04.12.2024**



## **EXPLANATORY STATEMENT**

**[Pursuant to Section 102 of the Companies Act, 2013]**

### **1. TO CONSIDER AND APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

The present Authorized Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs.10/- (Rupee Ten Only) each. The Board of Directors at its meeting held on 04.12.2024 considered and approved the increase of Authorized Capital to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores fifty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten Only) each to facilitate issue of Bonus shares subject to the consent of members.

The aforesaid increase in the Authorized Share Capital will require amendment to the Clause V of the Memorandum of Association.

Pursuant to Sections 13, 61 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the members by way of Ordinary Resolution is required for the aforesaid increase in the authorized share capital of the Company and alteration in clause V of Memorandum of Association.

In view of the above, the Board recommends the Ordinary resolution as set out at Item No. 1 of this Notice, for the approval of the members.

None of the Directors or Key Managerial Personnel or any relative of any of the Directors/ Key Managerial Personnel of the Company are, in any way, directly/ indirectly concerned or interested, financially or otherwise, in the resolution.

### **2. TO CONSIDER AND APPROVE SPLIT/ SUB-DIVISION OF FACE VALUE OF THE EQUITY SHARES OF THE COMPANY:**

In order to improve the liquidity in the Company's Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to increase investors' base, the Board of Directors of the Company, in its meeting held on Wednesday, December 04, 2024 approved





the Subdivision of the Face value of Equity shares of the Company of Rs.10/- each into denomination of Rs.5/- each, subject to the approval of Members.

Accordingly, each Equity share of the Company of the face value of Rs.10/- each existing on the Record Date shall stand sub-divided into 2 Equity shares of the nominal value of Rs.5/- each. The sub-divided Equity Shares will be directly credited to the Shareholders' Demat account on the record date in lieu of their existing Equity Shares.

The Record Date for the aforesaid Split / Sub- division shall be fixed and notified to the members in due course.

The Board of Directors of your Company considered the proposed resolution as set out in Item No.2 and pursuant to Regulation 17(11) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board recommended them for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or any relative of any of the Directors/ Key Managerial Personnel of the Company are directly/ indirectly concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company, if any.

### **3. CAPITALISATION OF RESERVES AND ISSUE OF BONUS SHARES**

The Board of Directors at its meeting held on 04.12.2024 in order to reward the members of the Company, subject to the consent of the members of the Company, considered, approved and recommended the issue of 2,07,50,000 Bonus Equity Shares of Rs.5/- each (Rupees Five Only) (Post Split/ Sub division) credited as fully paid-up to the eligible Members of the Company in the proportion of 1 (One) new fully paid-up Equity Share of Face Value of Rs.5/- each (Rupees Five Only) for every 1 (one) existing (Post Split/ Sub division) fully paid-up Equity Share of Face Value of Rs.5/- each (Rupees Five Only) held by them, by capitalizing a sum not exceeding Rs.10,37,50,000/- (Rupees Ten Crores Thirty Seven Lakhs Fifty Thousand Only) from and out of the Free Reserves as per the audited financial statements of the Company for the financial year ended on March 31, 2024.

The details of equity share capital of the Company pre and post Bonus Issue (Post-Split/Subdivision) shall be as under:



- Number of equity shares pre-Bonus Issue: 2,07,50,000 equity shares of Rs.5/- each aggregating to the share capital of Rs.10,37,50,000/-.
- Number of equity shares to be issued as bonus shares: 2,07,50,000 equity shares of Rs. 5/- each aggregating to the share capital of Rs.10,37,50,000/-
- Number of equity shares post-Bonus Issue: 4,15,00,000 equity shares of Rs.5/- each aggregating to the share capital of Rs.20,75,00,000/-.

Further, the Articles of Association of the Company permits the said issuance of Bonus Shares to the Members of the Company. The Bonus Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing Issue (Post- Split/Subdivision) Equity Shares and holders of the Bonus Shares shall be entitled to participate in full in any dividend and other corporate actions, recommended and declared after the new Equity Shares are allotted.

Bonus shares will be credited to the respective beneficiary accounts of the members with their respective Depository Participants as on record date.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of Bonus Shares of the Company requires the approval of the Members of the Company. The Company does not have any outstanding fixed deposits or debt securities and hence, the default in payment of interest or principal does not arise. The Company has not defaulted in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. The Company does not have any partly paid up shares in its share capital.

The Record Date for the aforesaid issue of bonus shares shall be fixed and notified to the members in due course.

Pursuant to proviso to Regulation 295 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to members approval.

In view of the above, the Board recommended the Special resolution as set out at Item No. 3 of this Notice, for the approval of the members.



**B.N.Rathi Securities Ltd.**

CIN : L65993TG1985PLC005838  
Corporate Member : NSE / BSE / MCX  
Depository Participant of Central Depository Service (I) Ltd.

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bnrsl@bnrsecurities.com www.bnrsecurities.com

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, directly/ indirectly concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this notice except to the extent of their shareholding in the Company held by them and the Equity Shares which may be allotted to them as part of their bonus entitlement.

**For and on behalf of the Board  
B.N. Rathi Securities Limited**

**Sd/-**

**Laxminiwas Sharma  
Chairman  
DIN: 00010899**

**Place : Hyderabad  
Date : 04.12.2024**

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**Services : Equity, Derivatives, Currency Futures, Internet Trading, Mobile Trading, Depository, Mutual Funds, IPOs, Loan Referral  
SEBI Reg No : NSE / BSE / MCX : INZ000160834, CDSL : IN-DP-CDSL-414-2007**



## **NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19", General Circular no. 20/2020 dated May 05, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 and Circular No. 03/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 Circular SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 and circular no. SEBI/ HO/ CFD/PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM.

2. The Deemed Venue of the EGM of the Company shall be its Registered Office.

3. Since the EGM will be held through VC/OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.

4. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the EGM under Section 103 of the Act.

5. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice will also be available on the Company's website [www.bnrsecurities.com](http://www.bnrsecurities.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of R&T Agent of the Company viz. KFin at <https://evoting.kfintech.com>.

Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares), folio No (in case of physical mode shares) via e-mail at the Email Id – [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for obtaining the Notice of e-EGM of the Company electronically.



6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
7. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic /demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
8. Pursuant to the provisions of the Act and other applicable Regulations, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a Member of the Company. However, since this EGM is being held pursuant to the MCA/SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will also not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
9. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorised signatory(ies) who is /are authorised to vote, to the Scrutinizer through e-mail at [ssrfcs@gmail.com](mailto:ssrfcs@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BNR\_EVENT No.'
10. The facility of joining the e-EGM through VC/OAVM will be opened 15 minutes before and will remain open up to 15 minutes after the scheduled start time of the e-EGM, and will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Auditors, Key Managerial Personnel and the Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
11. Members are requested to notify change in their address, if any, immediately to the R&T Agent of the Company.



12. To receive faster communication by Company including Notices, the Members are requested to register / update their e-mail address, Telephone Number/Mobile Number with their respective Depository Participants (DPs) where they hold their shares in electronic form. However, if their shares are held in physical form, Members are advised to register their e-mail address with R&T Agent of the Company by Form ISR-1. Members are requested to support the green initiative efforts of the Company.
13. For ease of conduct, Members who would like to ask questions/express their views on the items of the businesses to be transacted at the EGM can send their questions / comments in advance by visiting URL <https://emeetings.kfintech.com> and clicking on the tab 'Post your Queries' during the period starting from December 26, 2024 (9.00 a.m. IST) to December 28, 2024 (5.00 p.m. IST) mentioning their name, demat account no./Folio no., Email Id, mobile number etc. The queries so raised must also be mailed at [sabita@bnrsecurities.com](mailto:sabita@bnrsecurities.com). The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
14. The Company has been maintaining, inter alia, the following statutory registers at its Registered Office - Hyderabad:
- i. Register of contracts or arrangements in which directors are interested under Section 189 of the Act.
  - ii. Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act.

In accordance with the MCA circulars, the said registers shall be made accessible during the EGM for inspection, through electronic mode and the Shareholders can view the statutory registers of the Company after log in to <https://emeetings.kfintech.com> and clicking the button next to Thumb symbol.

15. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 ('Act') setting out details/material facts relating to the proposed special business(es) under Item Nos. 1 to 3 of the Notice is annexed hereto.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1,



2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their shareholdings into dematerialized form. Members can contact the Company or its R&T Agent KFIN Technologies Limited for assistance in this regard.

17. In terms of circulars/regulations issued by SEBI, it is now mandatory to furnish a copy of PAN Card to the Company or its R&T Agent in case of transactions related to transfer of shares, deletion of name, transmission of shares and transposition of shares, hence members are requested to furnish copy of their PAN Card while proceeding for such transactions.
18. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevant Share Certificates to the R&T Agent of the Company for enabling them to consolidate the shares with due process.
19. Information and Instructions for e-voting and joining the e-EGM of Company are as follows:
  1. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be passed at the EGM by electronic means. The Members may cast their votes using electronic voting system from any place (viz. 'remote e-voting'). The Company has engaged the services of Kfin Technologies Limited ("Kfin") as the Agency to provide e-voting facility to members.
  2. The Board of Directors of the Company has appointed M/s. S.S. Reddy & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.



3. Voting right of the Members shall be reckoned in proportion to their shares held in the paid-up equity share capital of the Company as on Tuesday, December 24, 2024 (the "Cut- off date"). Person who is not a member as on the cut-off date should treat the Notice for information purpose only.
4. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories (viz. CDSL/NSDL) as on the cut-off date i.e., Tuesday, December 24, 2024 only shall be entitled to avail the facility of remote e-voting for the resolutions placed in the EGM. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
5. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
6. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on December 28, 2024.

End of remote e-voting: At 5.00 p.m. (IST) on December 30, 2024.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked thereafter by the e-voting service providers. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

The remote E-Voting process, in relation to the resolutions proposed at EGM of the company has been segregated into 3 parts which is mentioned as hereunder:

- (i) E-Voting in case of Physical Shareholders & Non-Individual Shareholders (Physical / Demat)





- (ii) E-Voting in case of Individual Shareholders having shares in electronic / demat mode
- (iii) E-Voting in case of attending EGM and voting thereat.

## **INSTRUCTION FOR REMOTE E-VOTING**

### **(i) In case of Physical Shareholders & Non-Individual Shareholders (Physical/Demat):**

- a) Initial password is provided in the body of the e-mail.
- b) Launch internet browser and type the URL: [https:// evoting.kfintech.com](https://evoting.kfintech.com) in the address bar.
- c) Enter the log in credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- d) After entering the details appropriately, click on LOGIN.
- e) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) You need to login again with the new credentials.
- g) On successful login, the system will prompt you to select the EVENT. Select B.N. Rathi Securities Limited.
- h) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total



number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

- i) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio / demat account.
- j) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can log in multiple times till you are confirmed that you have voted on the resolution.
- k) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFIN Technologies Ltd. on 1800 309 4001 (toll free).
- l) Any person who becomes a Member of the Company after sending the Notice of the meeting but on or before the cut-off date viz. Tuesday, December 24, 2024 may obtain the USER ID and Password for e-voting in the following manner or may write an email on [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for obtaining support in this regard.
  - a. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD E-Voting Event number+ Folio No. (in case of physical shareholders) or DP ID Client ID (in case of Dematted shareholders) to 9212993399.

1. Example for NSDL:	MYEPWD <SPACE> IN12345612345678
2. Example for CDSL:	MYEPWD <SPACE> 1402345612345678
3. Example for Physical:	MYEPWD <SPACE> XXXX1234567890



- b. If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call KFin toll free number 1-800- 3094-001 for all e-voting related matters.
- d. Member may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for support related to e-voting matter.

**(ii) IN CASE OF INDIVIDUAL SHAREHOLDERS HAVING SHARES IN ELECTRONIC/DEMAT MODE:**

Such shareholder(s) may refer the e-voting process mandated for them vide SEBI circular dated 9th December, 2020 and should follow following process for remote e-voting:

**Login method for e-Voting:**

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. The remote e-voting process of the Depositories viz NSDL and CDSL are different which are stated below to facilitate the members.

NSDL	CDSL
<p>I. User already registered for IDeAS facility: ** I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the</p>	<p>I. Existing user who have opted for Easi/Easiest **  I.URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>  II. Click on New System Myeasi  III. Login with user id and password.</p>



remote e-Voting period.

2. User not registered for IDeAS e-Services I. To register click on link : <https://eservices.nsdl.com> (Select "Register Online for IDeAS")

or

<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

II. Proceed with completing the required fields.  
\*\* (Post registration is completed, follow the process as stated in point no. 1 above)

3. First time users can visit the e-Voting website directly and follow the process below:

- I. URL: <https://www.evoting.nsdl.com/>
- II. Click on the icon "Login" which is available under 'Shareholder/Member' section.
- III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
- V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

IV. Option will be made available to reach e-Voting page without any further authentication.

V. Click on e-Voting service provider name to cast your vote.

2. User not registered for Easi/Easiest

I. Option to register is available at :  
<https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

II. Proceed with completing the required fields.

\*\* (Post registration is completed, follow the process as stated in point no. 1 above)

3. First time users can visit the e-Voting website directly and follow the process below:

- I. URL: [www.cdslindia.com](http://www.cdslindia.com)
- II. Provide demat Account Number and PAN No.
- III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- IV. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.'
- V. Click on company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



**Individual Shareholders (holding securities in demat/electronic mode) can also login through their Depository Participants (DPs) as per following process.**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**(iii) E-Voting in case of attending EGM and voting thereat:**

**Attending of E-EGM**

a) Members will be able to attend the e-EGM through VC/OAVM facility provided by KFin at <https://emeetings.kfintech.com> by clicking on the tab 'video conference' and using their remote e-voting login credentials as provided by Kfin technologies Limited. The link for e-EGM will be available in Member’s login where the EVENT and the name of the Company can be selected. Member’s who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned here in above.

b) Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.

c) Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance/glitch/garbling etc. during the meeting.



d) While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

e). Members, who would like to express their views or ask questions during the e-EGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com> and clicking on the tab 'Speaker Registration' and mentioning their registered e-mail id, mobile number and city, during the period starting from December 26, 2024 (9.00 a.m. IST) up to December 28, 2024 (5.00 p.m. IST) s. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-EGM and the maximum time per speaker will be restricted to 3 minutes.

Members who want to get their pre-recorded video uploaded for display during the EGM of the Company, can also upload the same by visiting <https://emeetings.kfintech.com> and uploading their video in the 'Speaker Registration' tab, during December 26, 2024 to December 28, 2024, subject to the condition that size of such video should be less than 50 MB.

The Company reserves the right to restrict the number of speakers and display of videos uploaded by the Members depending on the availability of time for the e-EGM. Please note that questions of only those Members will be entertained / considered who are holding shares of Company as on the cut-off date viz Tuesday, December 24, 2024.

f). Members who need technical or other assistance before or during the e-EGM can contact KFin by sending email at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001 (toll free). For any other kind of support / assistance related to the EGM, members can also contact Mr. Nageswar Rao at phone number 91 40 67161526 or may write to [Sabita@bnrsecurities.com](mailto:Sabita@bnrsecurities.com)

Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the e-EGM conference.

#### Voting at E-EGM (INSTAPOLL)

a. Only those members/shareholders who hold shares as on the cut-off date viz. December 24, 2024 and who have not casted their vote earlier through remote e-voting are eligible to vote through e-voting during the e-EGM.

b. Members who have voted through remote e-voting will be eligible to attend the e-EGM.

c. Members attending the e-EGM shall be counted for the purpose of reckoning the quorum of EGM under Section 103 of the Companies Act, 2013.



d. Upon declaration by the Chairperson about the commencement of e-voting at e-EGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the e-EGM, which will take them to the 'Instapoll' page.

e. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

f. The electronic voting system for e-voting at EGM, as provided by KFIN Technologies Pvt Ltd, shall be available for 30 minutes from the time of commencement of voting declared by the Chairman at the EGM.

**General Information:**

i. The Scrutiniser shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unlock the votes cast through remote e-voting and make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, and submit the report to the Chairperson of the Company or any person authorized in that respect within 2 working days of the conclusion of the EGM, who shall countersign the same and thereafter results of the voting will be declared. The results declared along with the scrutiniser's report shall be placed on the Company's website at [www.bnrsecurities.com](http://www.bnrsecurities.com) and on the website of R&T Agent KFin viz. <https://evoting.kfintech.com> and shall also be communicated to the stock exchanges viz BSE Limited. where the shares of the Company are listed. The resolutions shall be deemed to have been passed at the EGM of the Company subject to obtaining requisite votes thereto.

ii. Process for registration of email id for obtaining Notice or other communications from company are stated as hereunder:

<b>Physical Holding</b>	Submit a request to KFin at <a href="https://karisma.kfintech.com/email%20reg">https://karisma.kfintech.com/email reg</a> providing Folio No.,  Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address, on or before 16.12.2024 in relation to EGM. Alternatively EGM notice, can also be downloaded from Company website <a href="http://www.bnrsecurities.com">www.bnrsecurities.com</a>
<b>Demat Holding</b>	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.



20. Relevant documents referred to in the accompanying Notice, are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Extra-Ordinary General Meeting.
21. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

**For and on behalf of the Board  
B.N. Rathi Securities Limited**

**Sd/-**

**Hari Narayan Rathi  
Managing Director  
DIN: 00010968**

**Place: Hyderabad  
Date: 04/12/2024**