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BNK CAPITAL MARKETS LTD.

NBFC • FINANCIAL SERVICES • ADVISORY • DISTRIBUTION

Dated-18th December 2020

**The Deputy General Manager,
Department of Corporate Services,
BSE Limited
Phiroze Jeejebhoy Towers
Dalal Street, Mumbai-400001
Security Code: 500069**

**The Sectary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata-700001
Script Code: 10012048**

Sub: Notice of Postal Ballot

Dear Sir,

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed a copy of the Notice of Postal Ballot dated 18th December 2020 relating to Shareholders approval for related party transaction with BNK Capital Advisors LLP.

For BNK Capital Markets Limited

**Rabindra Nath Mishra
Chief Financial Officer**

An ISO 9001 : 2015 and ISO 27001 : 2015 COMPANY

Regd. Office : Mayfair Tower, 2, Palm Avenue, Kolkata-700019, (India), Telefax : +91-33 2280 0457, Tel. : +91-33 4602 2160-63,
Mumbai Office : 1st Fl. 'Buona Casa', Homji Street, Sir P. M. Road, Fort Mumbai 400 001, Tel. : +91-22 2266 2584, 4004 8531
B 105, Crystal Plaza, Opp. Infinity Mall, Oshiwara, Andheri West, Mumbai 400 053, Tel. : +91-22-26397965, 49720111

CIN No. : L34202WB1986PLC040542 ● RBI Regn. No. : B_05.02574 ● E-mail : corporate@bnkcapital.com

BNK CAPITAL MARKETS LTD

Registered Office: Mayfair Towers, 2, Palm Avenue Kolkata – 700 019, Phone: 033 – 46022160
CIN: L34202WB1986PLC040542 E-mail: contact@bnkcapi.com, Website: www.bnkcapi.com

NOTICE OF POSTAL BALLOT AND E-VOTING NOTICE TO THE EQUITY SHAREHOLDERS OF THE COMPANY

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "Rules"), read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the "Listing Regulations") and other applicable laws and regulations, (including any statutory modifications or re-enactments thereof) if any, BNK CAPITAL MARKETS LIMITED (the "Company") hereby seeks your approval for Related Party Transaction under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015 by way of an Ordinary Resolution appended below through Postal Ballot by way of Remote Electronic Voting ("E-Voting").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof, is annexed hereto along with the notice of Postal Ballot for your consideration.

The Board of Directors of the Company has, in compliance with the said Rules, appointed M/s AL & Associates, Practicing Company Secretaries (Ms Priti Lakhota, Partner, ICSI Membership No. ACS – 21970), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Further, the Company has engaged Central Depository Services Limited ("CDSL") to provide e-voting facility to the Equity Shareholders of the Company.

The Scrutinizer shall submit his report to the Chairman & Managing Director after completion of the scrutiny of e-Voting. The results of the Postal Ballot (i.e. e-Voting) would be announced by the Chairman & Managing Director or his authorized representative at the Registered Office of the Company at Mayfair Towers, 2, Palm Avenue Kolkata – 700 019, within 48 hours of the conclusion of Postal Ballot. The results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and shall be communicated to the BSE Ltd. ("BSE") and the Calcutta Stock Exchange ("CSE") (together "Stock Exchanges") where the shares of the Company are listed and will be displayed on the Company's website www.bnkcapi.com as well as on website of CDSL. The date of the declaration of the result of postal ballot shall be deemed to be the date of passing of said Resolution.

Item of business requiring approval of shareholders through Postal Ballot and e-Voting.

APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATION, 2015.

AS AN ORDINARY RESOLUTION:

To consider and, if though fit, to pass with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of Regulation 23 of Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, consent of the members be and is hereby accorded for approval of material related party transaction to be entered by the Company with Related party namely BNK Capital Advisors LLP for effecting the sale and transfer of 2544 Equity shares of Rs. 10000/- each.

"RESOLVED FURTHER THAT the Board of Directors, be and are hereby, severally, authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions."

Registered Office
Mayfair Towers, 2,
Palm Avenue
Kolkata – 700 019

By Order of the Board
Sd/-

Ankita Poddar
Company Secretary
(ACS : 53978)

Date: 18th December 2020

NOTES:

1. Voting period for E-voting will commence from 23rd day, December 2020 at 9.00 am (IST) and will end on 21st day January date, 2021 at 5.00 pm (IST).
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (to the extent applicable), read with Section 110 as amended stating all material facts, disclosure of interest, if any and other relevant information and facts in respect of business is annexed hereto and forms part of this Notice.
3. In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners on 18th day, December 2020 as received from the depositories. The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding).
5. Members whose email addresses are not registered as above can register the same in the following manner:
 - a. Members holding share(s) in physical mode can register their e-mail ID by sending an e-mail to the company at corporate@bnkcapital.com and Registrar and Share Transfer Agent (RTA), CB Management Services Pvt. Ltd. at rta@cbmsl.com.
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
6. The Board of Directors has appointed M/s AL & Associates, Practicing Company Secretaries (Ms Priti Lakhota, Partner, ICSI Membership No. ACS – 21970) as the "Scrutinizer" to conduct the Postal Ballot and e-voting process in a fair and transparent manner.
7. Pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the "Listing Regulations"), the Company will be offering E-voting facility to the Members to cast their votes (for or against) electronically on business set forth in this Notice.
8. Members may note that this Notice of Postal Ballot will also be available on the Company's website at www.bnkcapital.com and on the website of Central Depository Services India Limited (CDSL), www.evotingindia.com. The copy of the said Notice shall also be forwarded to the BSE Limited and The Calcutta Stock Exchange Limited where the equity shares of the Company are listed for dissemination.
9. The Company has appointed Central Depository Services India Limited (CDSL) to provide the E-voting facility to the shareholders of the Company to vote electronically. Please read carefully E-voting instructions for casting your vote electronically.
10. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on 18th day, December 2020, being the cut-off date.

11. Members may contact Mr.Sujit Sengupta, Compliance Officer, C B Management Services Pvt. Ltd., P-22, Bondel Road, Kolkata – 700019, Phone: +91 33 4011 6700/2280 & 33 6692/2282, E-mail: rta@cbmsl.com and / or Mr. Ankita Poddar, Company Secretary, at the Corporate Office Mayfair Towers, 2, Palm Avenue Kolkata – 700 019, Phone: 033 – 46022160 E-mail: companysecretary@bnkcapital.com , Website: www.bnkcapital.com of the Company for any grievances connected with voting by postal ballot including voting by electronic means.

Instructions and other information relating to e-Voting: In compliance with the provisions of sections 108 and 110 of the Companies Act, 2013 as amended (the "Companies Act") read with Rule 20 and Rule 22 of the Rules, Regulation 44 of the Listing Regulations, the company is pleased to offer its Members facility to exercise their right to vote in respect of the business to be transacted through e-Voting facilities.

The detailed process, instructions and manner for availing e-voting facility is provided herein below:

- A) The E-voting period shall begin on 24th day, December, 2020 at 9.00 am. (IST) and shall end on 21st day January, 2021 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 18th day December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- B) The process and manner of e-voting will be as follows:

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 23rd day December 2020 at 9:00 a.m. and ends on 21st January 2021 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. 18th December 2020) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
 b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 OR
 d. Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from *Login – My easi* using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

| For Members holding shares in Demat Form and Physical Form | |
|------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided by RTA intimated in the forwarding e-mail. |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **BNK CAPITAL MARKETS LTD** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (xxi) For Physical shareholders- please provide necessary details like 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) by email to Company/RTA email id at companysecretary@bnkcapital.com/ rta@cbmsl.com
- (xxii) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id at companysecretary@bnkcapital.com/ rta@cbmsl.com
- (xxiii) The Results along with the Scrutinizer's Report shall be placed on the Company's website www.bnkcapital.com within stipulated time and also the website of CDSL. The same will be communicated to the listed stock exchanges viz. BSE Ltd and Calcutta Stock Exchange Limited where the Equity Shares of the Company are listed.

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

Members of the Company are further requested to note that Section 188(1) of the Companies Act, 2013 read with the relevant Rules made there under requires any transaction entered into between related parties for selling or otherwise disposing of, or buying, property of any kind where the amount involved exceeds 10 percent of or more of the net worth of the company or rupees one hundred crore, whichever is lower to be approved by the members of the Company by way of an Ordinary resolution.

Pursuant to provisions of Regulation 23 of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation, 2015, all Material Related Party Transactions will require approval of the members through an ordinary resolution.

Since the aggregate value of these transaction is likely to exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transaction would be considered to be Material Related Party Transactions for the purpose of provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation, 2015, and will thus require approval of the members of the Company through an Ordinary Resolution. The Audit Committee and Board of Directors have reviewed major terms & conditions of these transaction at arm's length basis and recommend to the members for their approval by way of an Ordinary Resolution.

The following disclosures for sale of property to Related Party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rule, 2014.

| Sl. No | Name of the Related Party | BNK Capital Advisors LLP |
|--------|-----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Name of the Director/KMP who is related and nature of relationship | Dr. Ajit Khandelwal, Chairman & Managing Director & Mr. Sanjeev Kumar Khandelwal, Director are Designated Partners of BNK Capital Advisors LLP. |
| 2 | Nature, material terms, monetary value and particulars of the contract or arrangements | The Company proposes to sell and transfer 2544 Equity Shares of Rs. 10000/- each of BNK Securities Pvt. Ltd. for a consideration of Rs. 9.42 crores. |
| 3 | Any other information relevant or important for the members to take a decision on the proposed resolution | Valuation report of Kumar Roy Barman Prasanta & Associates, Chartered Accountant dated 14.11.2020 will be available at the company's website www.bnkcapital.com for inspection |

Except for the Directors mentioned above and Mr. Ankit Khandelwal, s/o Dr. Ajit Khandelwal who may deemed to be interested in the resolution, no other Directors or KMP or their relatives are related or concerned or interested, financially or otherwise in the resolution.

Registered Office
BNK CAPITAL MARKETS LTD
Registered Office: Mayfair Towers,
2, Palm Avenue Kolkata – 700 019,
Phone: 033 – 46022160

Date: 18th December 2020

By Order of the Board
Sd/-

Ankita Poddar
Company Secretary
(ACS : 53978)