

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Members of BNK Capital Markets Ltd will be held on Saturday, the 19th day of September, 2020 at 11:30 A.M. at the registered office of the Company at Mayfair Tower, 2 Palm Avenue, Kolkata-700019 through Video Conferencing/ Other Audio Visual means ("VC/OAVM") facility to transact the following business:

Ordinary Business

1. A) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of Board of Director's and the Independent Auditor's Report.
B) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of Board of Director's and the Independent Auditor's Report.
2. To confirm Interim Dividend of Rs.2.50 per equity shares already paid for the year ended 31st March, 2020.
3. To re-appoint Shri Sanjeev Kumar Khandelwal (DIN: 00419799), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:
"RESOLVED THAT, the appointment of M/s Santosh Choudhary & Associates, Chartered Accountants, (Registration No. 323720E) be and is hereby ratified as Auditors of the Company, to hold office from the conclusion of 34th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

Special Business

To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions:-

5. As an Ordinary Resolution:

Re -Appointment of Ms. Heena Gorsia (DIN: 07060485) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Heena Gorsia (DIN: 07060485), who holds office of Independent Director up to 19th September, 2020 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Ms. Gorsia's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 19th September, 2020 upto 18th September, 2025.

"RESOLVED FURTHER THAT the Board of Directors / Chief Financial Officer / Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. As a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 for Voluntary Delisting of Shares from the Stock Exchange, Central Listing Authority and subject to the provisions of The Securities Contracts (Regulation) Act, 1956, Listing Agreement, and any directions or modifications as may be issued by any regulating authority, and subject to the approval by the members by way of special resolution the consent of the Board of directors of the Company be and is hereby accorded to delist the Equity Shares of the Company from the Calcutta Stock Exchange."

"FURTHER RESOLVED THAT The Board be hereby authorized to take effective steps for voluntary delisting of shares from the said stock exchange and to accept any terms and conditions as may be imposed by the Stock Exchange, Central Listing Authority, SEBI or any regulating authorities and to settle all the questions and matters arising out of and incidental to the proposed voluntary delisting of the equity shares of the Company from the above said stock exchange and to execute Indemnity Bond/undertaking or any other writings, which they may in their absolute discretion consider necessary, proper or expedient for giving effect to the above said resolution."

Registered Office :

Mayfair Tower, 2 Palm Avenue
Kolkata - 700 019
CIN: L34202WB1986PLC040542
Email: corporate@bnkcapi.com
Website: www.bnkcapi.com
Ph. No. 033 - 22810560/ 61
Dated: 30th July, 2020
Place: Kolkata

By order of the Board
For BNK Capital Markets Ltd.

Ajit Khandelwal
Chairman & Managing Director
DIN No : 00416445

Notes :

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business under agenda Item nos. 5 & 6 set above is annexed to the Notice.
2. For shares held in physical form, Members may initiate action to get their shares dematerialized since trading of shares is done compulsorily in the dematerialized mode. Dematerialization not only provides easy liquidity, but also safeguards from any possible physical loss. As per SEBI notification No SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018, no transfer of physical shares are permitted.
The Company has issued new share certificates dated 28th April, 2017 with reorganized distinctive numbers. Shareholders are requested to exchange their old share Certificates with the new one from M/s. CB Management Services (P) Limited, Registrar & Share Transfer Agent of the Company (RTA).
3. The Register of Members of the Company will remain closed from 13th September, 2020 to 19th September, 2020, both days inclusive.
4. All documents referred to in the Notice are put up on the Company's website www.bnkcapi.com and can be accessed upto the date of Annual General Meeting
5. Members are requested to notify any change in their address immediately to M/s. CB Management Services (P) Limited, P-22, Bondel Road, Kolkata - 700 019, email id : rta@cbmsl.com the Registrars & Share Transfer Agents of the Company for shares held in physical form. Shareholders who hold their shares in dematerialized form may lodge their requests for change of address, if any, with their respective Depository Participants.
6. Members holding shares of the Company in physical form through multiple folios are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agents of the Company.
7. In all correspondence with the Company/Registrar & Share Transfer Agents, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.

8. Members are reminded to send their dividend warrants, which have not been encashed, to the Company/ Registrar & Share Transfer Agents, for revalidation. As per the provisions of Section 124(6) of the Companies Act, 2013, unclaimed dividends and corresponding equity shares are liable to be transferred to the Investor Education and Protection Fund of the Central Government after expiry of seven years from the date they become due for payment.
9. As per current SEBI Regulations, dividend is required to be credited to shareholders' respective bank accounts through Electronic Clearing Service (ECS), wherever the facility is available and the requisite details / mandates have been provided by the Members. Members are requested to send the details of their bank accounts with addresses and MICR Codes of their banks to their Depository Participants (in case of shares held in dematerialized form) or to CB Management Services (P) Limited (in case of shares held in physical form) at the earliest.
10. Members interested in nomination in respect of shares held by them in physical form may write to M/s. CB Management Services (P) Limited, in the prescribed form. Members holding shares in electronic form may approach their Depository Participant for nomination.
11. Members may note that the Notice of the 34th Annual General Meeting and the Annual Report for 2019-20 will be available on the Company's website www.bnkcapital.com. The same will also be available on the website of BSE Ltd. The notice and The Annual Report will also be forwarded to The Calcutta Stock Exchange for upload at their website www.cse-india.com.
12. Members are to inform of their current email ID to the Company/Registrar & Transfer Agent in compliance of Green Initiative as per Ministry of Corporate Affairs' circular on this subject.

1. General instruction for accessing and participating in the 34th AGM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility.

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. VC/OAVM facilities is also being provided by CDSL.
- iii. The Members can join the AGM in the VC/OAVM mode from 11.00 a.m. to 11.45 a.m. or till the conclusion of AGM whichever is earlier on the date of AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.bnkcapital.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. and shall also be forwarded to The Calcutta Stock Exchange for upload on their website CSE-India.com.
- vii. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020. Notice of the meeting along with audited statement of accounts, report of Board of Directors and Auditors, etc. is being sent electronically to those shareholders whose email id is registered with the Company/RTA/Depositories.

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

- (i) The voting period begins on 16.09.2020 at 09.00a.m and ends on 18.09.2020 at 05.00 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 12.09.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

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.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form

- | | |
|--|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |
| | ● 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. |
| Dividend Bank Details or Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login. |
| | ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |
| (ix) | After entering these details appropriately, click on "SUBMIT" tab. |
| (x) | Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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. |

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name i.e. BNK CAPITAL MARKETS LTD on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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:

- 1. 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 agm2020@bnkcapi.com / rta@cbmsl.com
- 2. 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 agm2020@bnkcapi.com / rta@cbmsl.com

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- 2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request, question in advance atleast 48 hours prior to meeting, i.e. by 11.30 a.m. Thursday, 17th September, 2020 mentioning their name, demat account number/folio number, email id, mobile number at agm2020@bnkcapi.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id) and responses to such queries would be appropriately addressed by the Chairman of the meeting. Due to technical reasons the length of questions may possibly be limited to a certain number of characters, however, the number of questions a shareholder or its authorized representative can submit will not be affected thereby. The management will decide, at its due discretion, whether and how it will answer the questions. Only questions in English will be taken into account. Queries remained unanswered at the AGM may be appropriately responded after the AGM through emails of FAQ's on company's website.
- 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- 1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted 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 available during the AGM.
- 3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non - Individual Shareholders and Custodians

- ò Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- ò A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- ò 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.
- ò 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.
- ò 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.
- ò Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the CS Rina Singh, Scrutinizer and to the Company at the respective email address viz: rscacs1450@gmail.com and agm2020@bnkcapi.com. (designated email address by company) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- XXI) Pursuant to the provisions of Section 108 of the Act read with rules thereof, Ms. Rina Singh, Practicing Company Secretary, (Membership No. ACS - 58750) has been appointed as the Scrutinizer the Remote e-Voting system & e-voting during the Meeting in a fair and transparent manner.
- XXII) During the 34th AGM of the Company, the Chairman shall propose to the Members participating through VC/OAVM facility to vote on the Resolutions as set out in the Notice of the 34th AGM of the Company and announce the start of the casting of vote through the e-voting system. The members participating through VC/OAVM facility, eligible and interested to cast their votes can do so before the conclusion of the 34th annual general meeting.
- XXIII) The Scrutinizer shall after the conclusion of e-Voting at the 34th Annual General Meeting, first download the votes cast at the Annual General Meeting and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.

XXIV) The Results along with the Scrutinizer's Report shall be placed on the Company's website www.bnkcapital.com by 21st September, 2020 and also the website of CDSL. The same will be communicated to the listed stock exchanges viz. Bombay Stock Exchange The Calcutta Stock Exchange Limited. The Equity Shares of the Company are listed.

ADDITIONAL INFORMATION ON DIRECTORS FOR RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

NAME	Ms. Heena Gorsia	NAME	Shri Sanjeev Kumar Khandelwal
DIN	07060485	DIN	00419799
DATE OF BIRTH	21st June, 1958	DATE OF BIRTH	15th November, 1960
DATE OF APPOINTMENT	19th September, 2015	DATE OF APPOINTMENT	27th July, 1995
QUALIFICATIONS	B.COM	QUALIFICATIONS	B.Com (Hon.)
EXPERTISE	Associated with field of higher education for last 20 years & a Fashion Designer.	EXPERTISE	Business - Experience in Financial Services, Merchant Banking, Capital Markets and Commodity Markets operations & Investment Advisory Services for over 35 years.
DIRECTORSHIPS DETAILS (As at 31.03.2020)		DIRECTORSHIPS DETAILS (As at 31.03.2020)	
Name of Indian Company	Committee Memberships, if any with position	Name of Indian Company	Committee Memberships, if any with position
BNK Capital Markets Ltd	Corporate Social Responsibility (CSR) - Member Audit Committee - Member Nomination & Remuneration - Chairman Risk Management Committee - Member	BNK Capital Markets Ltd	Corporate Social Responsibility- Chairman Risk Management- Member Audit Committee - Member
Shareholding in the Company	NIL	Shareholding in the Company	15,15,113 equity shares @ Rs. 10/- each (Including Joint Holding)
Interest of Directors	Except for Ms. Gorsia no other Director of the Company is interested in her reappointment	Interest of Directors	Except for Mr. Khandelwal, DR. Ajit Khandelwal and Mr. Ankit Khandelwal, being relatives, may deemed to be interested in his reappointment

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

Item No. 5

Ms. Heena Gorsia (DIN: 07060485), was appointed an independent director of the Company on 19.09.2015. Her term of office would expire on 19.09.2020. The Board feels that her continued association would be immense beneficial to the Company and it is desirable to continue to avail services of Ms. Heena Gorsia as an Independent Director. The board on the recommendation of nomination & remuneration committee has recommended the reappointment of Ms Gorsia as an independent director for the period of 5 years commencing from 19.09.2020 upto 18th September, 2025

As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, the re-appointment of an Independent Director for the 2nd term of 5 years can be done on approval of the shareholders by means of ordinary resolution. Ms. Gorsia has given his consent to act as an Independent Director of the Company and has furnished requisite declaration confirming that she meet the criteria of Independence as laid down in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and that she is not disqualified to be reappointed under Section 164 of the Act.

The Company has received notice in writing from a member of the Company under Section 160 of the Act proposing the candidature of Ms. Heena Gorsia for the office of Independent Director of the Company.

A brief profile of Ms. Heena Gorsia including nature of his expertise and shareholding in the Company are annexed to the notice.

Except Ms. Heena Gorsia, no other Director or Key Managerial Personnel of your Company and their relatives, are in any way, interested in the above resolution.

Item No. 6

The Equity Shares of the Company are listed at BSE Ltd and Calcutta Stock Exchange Ltd. There is no trading on the platform of Calcutta Stock Exchange since April 2013. Moreover it involves a lot of additional compliances and cost. As there is no trading on the Calcutta Stock Exchange it will have no impact on the shareholders of the Company. The equity shares of the Company shall continue to be listed on BSE Ltd. In terms of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, announced by the SEBI, the Companies have been permitted for voluntary delisting of shares, subject to the compliance of the terms and conditions as laid down in the said regulations it is now proposed to delist the equity shares of the Company from Calcutta Stock Exchange Ltd. The Board recommends passing of the said resolution. No directors of the company are interested in the said Resolution.

The board consider that the agenda item no 5 & 6 of the notice of annual general meeting as essential for the conduct of companies business.

Registered Office :

Mayfair Tower, 2 Palm Avenue
Kolkata - 700 019
CIN: L34202WB1986PLC040542
Email: corporate@bnkcapital.com
Website: www.bnkcapital.com
Ph. No. 033 - 22810560/ 61
Dated: 30th July, 2020
Place: Kolkata

By order of the Board
For BNK Capital Markets Ltd.

Ajit Khandelwal
Chairman & Managing Director
DIN No : 00416445