



## **BgSE FINANCIALS LIMITED**

CIN: U67120KA1999PLC025860  
Stock Exchange Towers, No. 51, 1st Cross, J. C. Road, Bangalore - 560027.  
Tel.: 080-41575234/35 (Reception) / Email : cs@bfsi.co.in / Website: www. bfsi.co.in

### **NOTICE OF THE TWENTY FIRST ANNUAL GENERAL MEETING**

Notice is hereby given that the **TWENTY FIRST ANNUAL GENERAL MEETING** of the Shareholders of **BgSE FINANCIALS LIMITED** will be held on Saturday, 21st November 2020 at 9.30 A.M. through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM'), to transact the following business:

#### **Ordinary Business / Ordinary Resolution:**

1. **Adoption of Financial Statements:** To receive, consider and adopt the Audited standalone and consolidated Balance Sheet and Profit and Loss account along with the Directors Report and Auditors Report of the Company as on 31st March 2020.
2. **Re-Appointment of Auditors:** To appoint Auditors and to 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 pursuant to the provision of section 139 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable ,in the place of retiring auditors M/s S.D Karthik & Associates, Chartered accountants, the auditors M/s. S.D Karthik & Associates, be re-appointed as statutory auditors including tax audit of the Company to hold office from the conclusion of this Meeting until the conclusion of the Twenty Second Annual General Meeting (AGM) of the Company to be held in the year 2021 at such remuneration, plus GST and such other tax(es), reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for Financial Year 2020-21 and onwards as may be Mutually agreed between the Board of Directors of the Company and the Auditors."

Date : 24th October 2020  
Place : Bangalore

By the Order of the Board of Directors  
Sd/-  
**N K Ajith**  
Company Secretary &  
Compliance Officer

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide it's circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC / OAVM.
2. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
5. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the directors are interested will be available electronically for inspection by the members during the AGM.
6. As per above mentioned MCA Circulars, before sending Notice, a Public announcement was made on 29/10/2020 in **Business Standard and Prajavani**, English and Kannada Newspapers respectively.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL/ NSDL ("Depositories"). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's **website : [www.bfsl.co.in](http://www.bfsl.co.in)**
8. Members whose email address is not registered can register the same in the following manner:
  - a. Members holding share(s) in physical mode can send mail to company's Mail ID [enquiry@bfsl.co.in](mailto:enquiry@bfsl.co.in) or [cs@bfsl.co.in](mailto:cs@bfsl.co.in) to register their e-mail ID with the Company by providing the requisite details of their holdings and documents for registering their e-mail address; and
  - 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
9. The Company has admitted Equity Shares with both National Securities Depositories Limited (NSDL) and Central Depositories Service Limited (CDSL). The members can avail of the depository services of CDSL and NSDL. The ISIN of the Company is ISIN: INE272J01018. As per MCA Circular dated 10th September 2018, transfer of physical shares is not allowed.
10. Register of Members and Share Transfer Book will be closed from Saturday, 14th November 2020 to Saturday, 21st November 2020 (both days inclusive) for the purpose of Annual General Meeting.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and other applicable provisions, if any, of the Companies Act, 2013, the Company is offering e-voting facility to all the members of the company.
12. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Friday, 13th November 2020 only shall be entitled to avail the facility of remote e-voting/ e-voting at the AGM. Central Depository Services (India) Limited (CDSL) will be facilitating e-voting to enable the Members to cast their votes electronically.
13. Members can cast their vote online from Wednesday, 18th November 2020 09:00 A.M. (IST) to Friday, 20th November 2020. 5:00 P.M. (IST). At the end of remote e-voting period, the facility shall forthwith be blocked. A person who has become Member of the Company after the cut-off date viz., Friday, 13th November 2020 shall treat this AGM Notice for information purpose only.
14. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

15. The Members present in the AGM 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 AGM.
16. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice (i.e. Friday, 23rd October 2020 cut -off date for mailing AGM Notice) and holding shares as of the cut-off date i.e. Friday, 13th November 2020 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
17. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 13th November 2020
18. **Shri V. Jayagopal, Company Secretary in whole time practice, (CP No.5389) of V. Jayagopal and Associates, Flat No.9, 2nd Floor, JMJ Apartments, No.275, 100 Feet Road, Indira Nagar, HAL 2nd Stage, Adjacent to Udupi Park Restaurant, Bangalore-560038 Phone : 080-41102408, has been appointed as the Scrutinizer to scrutinize the voting process, electronically or otherwise, in a fair and transparent manner.**
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.bfsl.co.in](http://www.bfsl.co.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within three days of the passing of the resolutions at the AGM of the Company.

**Instructions for attending the AGM through VC/OAVM :**

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 in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ([enquiry@bfsl.co.in](mailto:enquiry@bfsl.co.in) or [cs@bfsl.co.in](mailto:cs@bfsl.co.in)). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ([enquiry@bfsl.co.in](mailto:enquiry@bfsl.co.in) or [cs@bfsl.co.in](mailto:cs@bfsl.co.in)). These queries will be replied to by the company suitably by email.
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 remote e-voting:**

Instruction for login:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification (Captcha) as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a **first-time user** follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio Number in the PAN field.</li> <li>In case the Folio Number is less than 8 digits enter the applicable number of leading Zeroes (0's) before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 001 then enter RA00000001 in the PAN field</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>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.</p> <ul style="list-style-type: none"> <li>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 (iv).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant company (BgSE Financials Limited) on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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 modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code (Captcha) and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xviii) 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](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 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](mailto: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.**

**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.
5. In case you have any queries or issues regarding attending AGM & E-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
6. The following person shall be responsible to address grievances concerned with facility for e-voting:  
Contact Name - Mr. Rakesh Dalvi, Designation - Manager, Address -25th Floor, Marathon Futurex, N.M. Joshi Marg, Lower Parel East, Mumbai - 400013. Contact No.022-23058542/43. Email id - [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Information at a glance:**

<b>Particulars</b>	<b>Notes</b>
Cut-off date to determine who are eligible to vote on the resolutions by e voting	Friday, 13th November 2020
E-Voting start time and date	Wednesday, 18th November 2020 at 9.00 am
E-Voting end time and date	Friday, 20th November 2020 at 5.00 pm
Date on which resolutions deemed to be passed	Monday, 23rd November 2020
Name, address and contact details of Registrar and Share Transfer Agent	BgSE Financials Limited - RTA Division, Stock Exchange Tower, 4th Floor, No.51, First Cross, J C Road, Bangalore -560027 Phone: 080 41329661, 41405259 Email : avp_rta@bfsi.co.in / cs_rta@bfsi.co.in
Name and contact details of e-voting service provider	Central Depository Services (India) Limited 25th Floor, Marathon Futurex, N M Joshi Marg, Lower Parel East, Mumbai-400013 Mr. Rakesh Dalvi, Manager Contact: 022-23058542/43 Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
CDSL e-voting website address	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
Name and contact details for clarifications relating to AGM Notice and other information	Mr. N K Ajith, Company Secretary & Compliance Officer Contact No. 080-66673325 Email : cs@bfsi.co.in

Date : 24th October 2020  
Place : Bangalore

By the Order of the Board of Directors  
Sd/-  
**N K Ajith**  
Company Secretary &  
Compliance Officer