

## NOTICE

**Notice** is hereby given that the Third Annual General Meeting of the shareholders of BSE E-Agricultural Markets Limited will be held on **Monday, June 5, 2023 at 03.30 pm (IST)**, through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business, at shorter notice:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the period ended March 31, 2023 and the Balance Sheet as on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Sameer Patil (DIN: 08103042), Director, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. To approve the appointment of Shri Subhash Kelkar (DIN: 10188009) as the nominee director of the Company
4. To approve the appointment of Shri Kaushal Mehta (DIN: 10184051) as the nominee director of the Company

**Date:** May 31, 2023

**Place:** Mumbai

**Registered office:**

25th Floor, P. J. Towers, Dalal Street,  
Fort, Mumbai – 400 001.

**By the order of the Board of Directors**

**Sd/-**  
**Sameer Patil**  
**Director**  
**(DIN: 08103042)**

## NOTES

1. The AGM will be held through video conferencing in compliance with the General Circular Nos. 10/2022, 20/2020 and 2/2022 issued by the Ministry of Corporate Affairs.
2. Electronic copies of this Notice and financial statements (including Boards report, Auditors report and other Annexures forming part of Boards report) has been sent to all the members whose e-mail IDs are available with the Company/Depository Participant.
3. Members who have still not registered their E-mail ID or willing to update their existing E-mail ID are requested to get the same registered/updated by sending the requisite details (Name, folio number, number of shares etc.) of their shareholding through their Depository Participant.
4. The voting at the meeting will be conducted through show of hands, unless a demand for poll is made by any member in accordance with section 109 of Companies Act, 2013. Once such demand is made then all the members attending the meeting will be required to convey their vote, during the meeting, by sending an email, mentioning their assent/dissent on [amisha.mehta@bseindia.com](mailto:amisha.mehta@bseindia.com), which is the designated email id of the Company for this purpose.
5. As the AGM will be held through VC where the physical attendance of the members is dispensed with, the facility of appointment of proxies by members will not be available for the Meeting, hence the Proxy Form and Attendance Slip are not annexed to this notice.
6. Corporate Members intending to authorize their representatives to attend the meeting through VC are requested to send to the Company on their email id [amisha.mehta@bseindia.com](mailto:amisha.mehta@bseindia.com), a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
7. As the AGM of the Company is held through VC, we therefore request the members to submit questions in advance relating to the business specified in the Notice on the Email ID: [amisha.mehta@bseindia.com](mailto:amisha.mehta@bseindia.com).
8. All relevant documents referred in the Notice shall be available for inspection through electronic mode, up to the date of AGM.

9. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting through electronic mode.

10. Explanatory statement pursuant to section 102 of Companies Act, 2013 is annexed.

**11. Procedure for attending the AGM through Video Conferencing:**

- i. Members are requested to download the Cisco Webex Meetings app to attend the AGM through Video Conferencing by clicking on the link mentioned in the email.
- ii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such scheduled time.
- iii. Members attending the meeting through Video Conferencing shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
- iv. Members who need assistance before or during the meeting, can contact on the following number: 7977091914.

**Date:** May 31, 2023

**For and on behalf of the Board of Directors**

**Place:** Mumbai

**Registered office:**

25<sup>th</sup> Floor, P. J. Towers, Dalal Street,  
Fort, Mumbai – 400 001.

**Sd/-**

**Sameer Patil**

**Director**

**(DIN: 08103042)**

**Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 2**

In terms of Section 152 of the Companies Act, 2013, Shri Sameer Patil (DIN: 08103042), Director retires by rotation at the Meeting and being eligible, offers himself for re-appointment.

Details of Director retiring by rotation as required to be provided pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

<b>Name</b>	Shri Sameer Patil
<b>DIN:</b>	08103042
<b>Date of Birth</b>	March 13, 1974
<b>Age</b>	49 years
<b>Qualification</b>	Science Graduate and MBA in Finance from Mumbai University.
<b>Experience</b>	25 years
<b>Terms and Conditions of re-appointment</b>	Liable to retire by rotation
<b>Remuneration proposed to be paid</b>	Nil
<b>Remuneration last drawn</b>	Nil
<b>Date of first appointment on the Board</b>	December 1, 2020
<b>Shareholding in the Company</b>	1 share
<b>Relationship with other Directors / Managerial Personnel</b>	NA
<b>Number of Meetings of the Board attended during the financial year 2022-23</b>	6
<b>Details of other Directorships</b>	1. India INX Global Access IFSC Limited 2. Indian Clearing Corporation Limited 3. India International Clearing Corporation (IFSC) Limited 4. India International Exchange (IFSC)Limited 5. CDSL Commodity Repository Limited
<b>Membership/Chairmanship of Committees of other Boards*</b>	1

The Board recommends the Ordinary Resolution as set out at item no. 2 for approval by the Members.

None of the Directors except Shri Sameer Patil and Key Managerial Personnel are interested in the proposed resolution.

### **Item No. 3**

Pursuant to Joint Venture Agreement entered between BSE Investments Limited (“BSEIL”) and Frontier Agriculture Platforms Private Limited (“FAPL”) and Articles of Association of the Company, Shri Subhash Kelkar (DIN: \_\_\_\_\_), Director, was nominated as representative of BSEIL on the Board of Directors of the Company in place of Shri Girish Joshi who resigned from the post of directorship w.e.f., May 24, 2023 in terms of provisions of Section 161 of the Companies Act, 2013, and Articles of Association of the Company.

It is recommended to obtain the approval of shareholders of the Company for appointment of Shri Subhash Kelkar (DIN: \_\_\_\_\_) as Nominee Director on the Board of Directors of the Company.

The Nominee Director shall not be entitled to any sitting fees or remuneration for attending any meetings of the Board of Directors or any committees of the Company, if any and shall be liable to retire by rotation in the Annual General Meeting.

Details of Director as required to be provided pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided herein below:

<b>Name of Director</b>	Shri Subhash Kelkar
<b>Director Identification Number</b>	10188009
<b>Date of Birth</b>	January 31, 1968
<b>Age</b>	55 years
<b>Qualification</b>	Bachelor of Engineering, Post-Graduate Diploma in Software Technology
<b>Experience</b>	30 years
<b>Terms and Conditions of re-appointment</b>	Liable to retire by rotation
<b>Remuneration last drawn</b>	Nil
<b>Remuneration proposed to be paid</b>	Nil
<b>Date of first appointment on the Board</b>	May 31, 2023
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors / Managerial Personnel</b>	NA
<b>The number of Meetings of the Board attended during the financial year 2022-23</b>	Nil
<b>Details of other Directorships as on March 31, 2023</b>	Nil

<b>Membership/Chairmanship of Committees of other Boards (Audit Committee / Stakeholders Committee)</b>	Nil
---	-----

The Board recommends the Ordinary Resolution as set out at item no. 3 for approval by the Members.

None of the Directors except Shri Subhash Kelkar are interested in the proposed resolution.

#### **Item No. 4**

Pursuant to Joint Venture Agreement entered between BSE Investments Limited (“BSEIL”) and Frontier Agriculture Platforms Private Limited (“FAPL”) and Articles of Association of the Company, Shri Kaushal Mehta (DIN: 10184051), Director, was nominated as representative of BSEIL on the Board of Directors of the Company in place of Shri Neeraj Kulshrestha who resigned from the post of directorship w.e.f., May 22, 2023 in terms of provisions of Section 161 of the Companies Act, 2013, and Articles of Association of the Company.

It is recommended to obtain the approval of shareholders of the Company for appointment of Shri Kaushal Mehta (DIN: 10184051) as Nominee Director on the Board of Directors of the Company.

The Nominee Director shall not be entitled to any sitting fees or remuneration for attending any meetings of the Board of Directors or any committees of the Company, if any and shall be liable to retire by rotation in the Annual General Meeting.

Details of Director as required to be provided pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided herein below:

<b>Name of Director</b>	Shri Kaushal Mehta
<b>Director Identification Number</b>	10184051
<b>Date of Birth</b>	December 20, 1983
<b>Age</b>	39 years
<b>Qualification</b>	B. Com and Chartered Accountant (CA)
<b>Experience</b>	17.5 years
<b>Terms and Conditions of re-appointment</b>	Liable to retire by rotation
<b>Remuneration last drawn</b>	Nil
<b>Remuneration proposed to be paid</b>	Nil
<b>Date of first appointment on the Board</b>	May 31, 2023

<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors / Managerial Personnel</b>	NA
<b>The number of Meetings of the Board attended during the financial year 2022-23</b>	Nil
<b>Details of other Directorships as on March 31, 2023</b>	Nil
<b>Membership/Chairmanship of Committees of other Boards (Audit Committee / Stakeholders Committee</b>	Nil

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members.

None of the Directors except Shri Kaushal Mehta are interested in the proposed resolution.

**Date:** May 31, 2023

**Directors**

**Place:** Mumbai

**Registered office:**

25<sup>th</sup> Floor, P. J. Towers, Dalal Street,  
Fort, Mumbai – 400 001.

**For and on behalf of the Board of**

**Sd/-**

**Sameer Patil**

**Director**

**(DIN: 08103042)**