

NOTICE

Notice is hereby given that the Second Annual General Meeting of the shareholders of BSE e-Agricultural Markets Limited will be held on **May 30, 2022 at 10.30 a.m. (IST)**., through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business: -

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Statement of Profit and Loss for the period ended March 31, 2022 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 Piyush Chourasia (DIN: 07130931), Director, who retires by rotation at this Annual General Meeting and being eligible, offers him for re-appointment.**

SPECIAL BUSINESS:

- 3. Appointment of Shri S. Sunderashan (DIN: 01675195) as the Independent Director of the company.**

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 provisions of Section 149, 150, 152 read with schedule IV and, other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) as amended from time to time, and pursuant to the recommendation of Board of Directors, Shri S. Sunderashan (DIN: 01675195) who was appointed by the Board of Directors of the Company as an Additional Director (Non-Executive & Independent) at its meeting held on October 22, 2021 and who holds office pursuant to the provisions of Section 161(1) up to the date of this Annual General Meeting and subject to the approval of the members in the Annual General Meeting, be and is hereby appointed as the Independent Director of the Company to hold office for a term of five consecutive years commencing from October 22, 2021 up to October 21, 2026.”

“RESOLVED FURTHER THAT any Director of the Company and Company Secretary be and are hereby severally authorized to take necessary steps as may be required to give effect to this resolution.

Date: April 29, 2022

By the order of the Board of Directors

Place: Mumbai

Registered office:

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

Sd/-
Neeraj Kulshrestha
Director
(DIN: 02994647)

NOTES

1. The AGM will be held through Video Conferencing (VC) in compliance with applicable provisions of Ministry of Corporate Affairs (MCA) Circular no. 20/2020 dated May 05, 2020 and Circular No. 21/2021 dated December 14, 2021.
2. M/s. Dalal Doctor & Associates (Registration No. 120833W) were appointed as statutory auditor of the Company for a period of 5 years from conclusion of first Annual General Meeting till the conclusion of Sixth Annual General Meeting.
3. 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.
4. 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.
5. 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 , which is the designated email ids of the Company for this purpose.
6. 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.
7. 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, a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
8. 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.

9. All relevant documents referred in the Notice shall be available for inspection through electronic mode, up to the date of AGM.
10. 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.

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

12. 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 numbers 7977091914.

Date: April 29, 2022

For and on behalf of the Board of Directors

Place: Mumbai

Sd/-

Registered office:

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

Neeraj Kulshrestha
Director
DIN: 02994647

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 2

In terms of Section 152 of the Companies Act, 2013, Shri Piyush Chourasia (DIN: 07130931), 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:

Name	Shri Piyush Chourasia
DIN:	07130931
Date of Birth	July 23, 1984
Age	36 years
Qualification	B. Tech (VNIT, NAGPUR), PGDM (IIM AHMEDABAD)
Experience	12 years
Terms and Conditions of re-appointment	Liable to retire by rotation
Remuneration proposed to be paid	Nil
Remuneration last drawn	Nil
Date of first appointment on the Board	December 1, 2020
Shareholding in the Company	1 share
Relationship with other Directors / Managerial Personnel	NA

Number of Meetings of the Board attended during the financial year 2021-22	5
Details of other Directorships	1. Hindustan Power Exchange Limited
Membership/Chairmanship of Committees of other Boards*	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 Piyush Chourasia and Key Managerial Personnel are interested in the proposed resolution.

Item No. 3

Shri S. Sunderashan (DIN: 01675195), was appointed by the Board as an Additional Director (Non-Executive & Independent) with effect from October 22, 2022 in terms of provisions of Section 161 of the Companies Act, 2013, and Articles of Association of the Company.

As per the provisions contained under Section 161 of the Companies Act, 2013, Shri S. Sunderashan holds office up to the date of the ensuing Annual General Meeting.

Accordingly, Shri S. Sunderashan has given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and possesses requisite knowledge, experience and skill for the position of Independent Director as per required criteria under the Act and rules and Regulations made thereunder:

Name	Shri S. Sunderashan
DIN:	01675195
Date of Birth	October 28, 1952
Age	69 years
Qualification	i. M.B.A. from University of Leeds, United Kingdom

	ii. M.A. from University of Mumbai
Terms and Conditions of re-appointment	5 Years
Remuneration proposed to be paid	Eligible for sitting fees as per Section 197(5) of the Companies Act, 2013
Remuneration last drawn	Nil
Date of first appointment on the Board	22/10/2021
Shareholding in the Company	Nil
Relationship with other Directors / Managerial Personnel	NA
Number of Meetings of the Board attended during the financial year 2021-22	2
Details of other Directorships	i. Great Eastern Energy Corporation Ltd ii. Marine Infrastructure Developer Private Limited
Membership/Chairmanship of Committees of other Boards	Nil

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

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

Date: April 29, 2022

For and on behalf of the Board of Directors

Place: Mumbai

Registered office:

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

Sd/-

Neeraj Kulshrestha

Director

DIN: 02994647