

BSE E-AGRICULTURAL MARKETS LIMITED

Reg. Office 25th Floor, P. J. Towers, Dalal Street, Mumbai – 400001.

CIN: U01400MH2020PLC350979

Tel. No.: +91 22 2272 1234 / 33

NOTICE

Notice is hereby given that the 1st Annual General Meeting of the shareholders of BSE e-Agricultural Markets Limited will be held on **Thursday, May 27, 2021 at 11.30 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, 2021 and the Balance Sheet as on that date and the Reports of the Board of Directors and the Auditors thereon.**
- 2. To appoint Statutory Auditor of the Company.**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder as amended from time to time (including and statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded to appoint M/s. Dalal Doctors & Associates, Chartered Accountants, Mumbai having Registration No. 120833W as Statutory Auditors to hold office from the conclusion of the first Annual General Meeting up to the conclusion of the sixth Annual General Meeting on a remuneration as may be mutually decided by the Board plus applicable tax and out of pocket expenses, if any, in proportion of their tenure, if any.

SPECIAL BUSINESS:

- 3. Adoption of the New Set of Articles of Association of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such terms, conditions, amendments or modifications if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, replacement and substitution of the existing Articles of Association of the

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Company with the Articles of Association as submitted to this meeting, be and is hereby approved, and the substituted Articles be adopted as the Articles of Association of the Company .

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

Date: April 20, 2021

Place: Mumbai

Registered office:

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

By the order of the Board of Directors

Sd/-
Neeraj Kulshrestha
Director
(DIN: 02994647)

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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. 02/2021 dated January 13th, 2021.
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, which is the designated email ids 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, 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.
8. All relevant documents referred in the Notice shall be available for inspection through electronic mode, up to the date of AGM.

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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 numbers 7977091914.

Date: April 20, 2021

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

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Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

ADOPTION OF THE NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

Pursuant to Shareholders' Agreement and Joint Venture dated March 05, 2021 ("Agreement") between BSE Investments Limited, Frontier Agriculture Platforms Private Limited and BSE e-Agricultural Markets Limited, it is proposed to amend the existing Articles of Association of the Company to incorporate the relevant provisions of the Agreement into the Articles of Association of the Company and adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

The Board of Directors at their meeting held on April 20, 2021 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends for approval by the members the resolution as set out at Item No. 3 of the Notice as a Special Resolution.

None of the Directors of the Company and their relatives are, in any way concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 3 of the Notice.

The Articles of Association of the Company will be available for inspection by the members at the Annual General Meeting through electronic mode.

Date: April 20, 2021

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**