



BENCHMARK COMPUTER SOLUTIONS LIMITED

(ISO 9001:2015 Certified)

CIN No: L72000MH2002PLC137752

CIN - U72000MH2002PLC137752 GSTN - 27AACCB3357N1ZE

DATE: 21st May, 2024

AGENDA FOR BOARD MEETING TO BE HELD ON TUESDAY, 28TH MAY, 2024 AT 01:00 P.M.

Sr. No.	Particulars
1.	To confirm the requisite Quorum, present in meeting.
2.	To grant Leave of Absence to the members of the Board, if any.
3.	To confirm the minutes of the previous Board Meeting meeting held on 26 th April, 2024.
4.	To take on record the following Annual Disclosures received from Directors & KMP of the Company.
5.	To take on record the following documents/ submissions/ certificates/ reports issued by CEO/ CFO/CS of the Company.
6.	To take on record the following documents/ submissions/ certificates/ reports submitted to BSE for the quarter ended March 31, 2024.
7.	To note the discussions of Audit Committee Meeting: a. Approval of financial results for half year ended 31 st March, 2024 along with draft auditor's report as recommended by Audit Committee. b. Approval of financial statements including Balance Sheet as on March 31, 2024, Profit & Loss Statement and Cash Flow Statement for the financial year ended 31 st March, 2024 along with draft auditor's report by Audit Committee. c. Approval of the Internal audit report issued by M/s. Leela Fintech Services LLP, Chartered Accountants, for the financial year 2023-2024 as recommended by the Audit Committee. d. To grant omnibus approval for the proposed related party transactions for the financial year 2024-2025 as recommended by the Audit Committee. e. To appoint M.K. Saraswat & Associates as Secretarial auditor for the F.Y. 2023-2024 as recommended by the Audit Committee.
9.	Any other matter as the Board of Directors deems fit, with the permission of chair.





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NOTES ON THE AGENDA OF THE MEETING OF THE BOARD OF DIRECTORS

NOTES ON THE AGENDA FOR THE 01/2024-25 MEETING OF BOARD OF DIRECTORS SCHEDULED TO BE HELD ON TUESDAY, 28TH DAY OF MAY, 2024 AT 01:00 P.M AT UNIT NO 2, 2ND FLR, JYOTI WIRE HOUSE, PLOT NO 23A SHAH INDL. ESTATE, VEERA DESAI ROAD, ANDHERI (W), ANDHERI MUMBAL MAHARASHTRA - 400053.

1. TO CONFIRM THE REUISITE QUORUM PRESENT, PRESENT IN MEETING:

The Chairperson to take the roll call for the Meeting and ascertain the Quorum and if the same is sufficient, to proceed with the meeting as per the agenda of the meeting.

2. TO GRANT LEAVE OF ABSENCE TO THE DIRECTORS, IF ANY:

The Board to take note of and grant leave of absence, if any, to the Directors who unable to attend this Board meeting, if any.

3. TO CONFIRM THE MINUTES OF PREVIOUS BOARD MEETING:

To read and confirm the minutes of the previous Board Meeting and Committee meetings held on 26TH April, 2024. Previous Minutes of the Board Meetings & Committee Meetings is attached in Annexure I.

The Board to take note of the same.

4. TO TAKE ON RECORD THE FOLLOWING ANNUAL DISCLOSURES RECEIVED FROM DIRECTORS AND KMP OF THE COMPANY.

The Annual Disclosures received from all Directors and KMP of the Company are kept for review and noting. The Annual Disclosures as per Companies Act, 2013 and SEBI LODR Regulations, 2015 are attached as Annexure II.

The Board to take note of the same.

5. TO TAKE ON RECORD THE FOLLOWING DOCUMENTS/ SUBMISSIONS/ CERTIFICATES/ REPORTS ISSUED BY CEO/CFO/CS OF THE COMPANY.

a) Compliance Report - Regulation 17(3) of SEBI (LODR), Regulations 2015.

A Report of Statutory Compliances in respect Regulation 17(3) of SEBI (LODR) Regulations 2015, was issued by Chief Financial Officer and Chairman & Managing Director of the Company

for the Quarter ended March 31, 2024, the same has been place before the Board.





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b) **Certificate - Regulation 33(2)(a) of SEBI (LODR) Regulations 2015 for quarter & year ended March 31, 2024.**

Pursuant to Regulation 33(2)(a) of SEBI (LODR) Regulations 2015 Certificate has been issued by Chief Financial Officer and Chairman & Managing Director of the Company, confirming that the Audited Financial Results for the Half year/Year ended March 31, 2024 do not contain any false or misleading statement or figures and the Company has not omitted any material fact which mislead the statements or figures therein, the same has been place before the Board.

c) **Compliance Report in respect of Trading Details (if any) of Designated Persons under The SEBI (PIT) Regulation, 2015.**

A Report of Compliances in respect of SEBI (PIT) Regulations 2015, issued by Company Secretary & Compliance Officer of the Company for the half year ended March 31, 2024, the same has been placed before the Board.

6. **TO TAKE ON RECORD THE FOLLOWING DOCUMENTS/ SUBMISSIONS/ CERTIFICATES/ REPORTS SUBMITTED TO BSE FOR THE QUARTER ENDED MARCH 31, 2024.**

a) **Certificate issued by M/s. M K Saraswat & Associates under Regulation 76 of The SEBI (DP) Regulations, 2018 for Reconciliation of share capital.**

The Reconciliation of Share Capital Audit Report for the quarter ended March 31, 2024 issued by M/s. M K Saraswat & Associates, Company Secretaries in terms of Regulation 76 of SEBI (Depositories & Participants) Regulations, 2018. The certificate was submitted to BSE on April 06, 2024 and the same has been placed before the Board.

b) **Certificate issued by M/s. M K Saraswat & Associates under regulation 40(9) of SEBI (LODR) Regulations, 2015.**

Pursuant to Regulation 40(9) of the Listing Regulations, the Company has obtained a Certificate for the financial year ended March 31, 2024 from M/s. M K Saraswat & Associates, Company Secretaries for delivery of share certificates within the time limit of 30 days. However, the Company has been filed the said certificate with the BSE on April 08, 2024 and the same has been placed before the Board.

c) **Certificate under Regulation 74(5) of The SEBI (Depositories and Participants) Regulations, 2018 furnished by the RTA.**





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The Compliance Certificate pursuant to Regulation 74(5) of SEBI (Depositories & participants) Regulations 2018, for the quarter ended March 31, 2024 was issued by M/s. KFIN Technologies Limited. The certificate has been submitted to BSE on April 07, 2024 and the same has been placed before the Board.

d) **Non - Applicability Disclosure on Corporate Governance - Regulation 27(2) of the SEBI (LODR) Regulations 2015.**

The Disclosure regarding non - applicability of Corporate Governance for the quarter ended March 31, 2024 prepared in accordance with Regulation 27 (2) of SEBI (LODR) Regulations, 2015, was submitted to BSE on April 10, 2024 and the same has been placed before the Board.

e) **Statement of Investor Complaints - Regulation 13(3) of the SEBI (LODR) Regulations 2015.**

Statement of Investor Complaints detailing the number of complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved for the Quarter ended March 31, 2024 was submitted to BSE on April 07, 2024 based on the letter received from M/s. KFIN Technologies Limited and the same has been placed before the Board.

f) **Shareholding pattern - Regulation 31 of the SEBI(LODR) Regulations 2015.**

Statement showing holding of securities and shareholding pattern for the quarter ended March 31, 2024 pursuant to the Regulation 31 of the SEBI (LODR) Regulations, 2015, was submitted to BSE on April 19, 2024 and the same has been placed before the Board.

g) **Certificate issued by KFIN Technologies Limited for compliance with the requirement of Regulation 7(3) of SEBI (LODR) Regulations 2015.**

Pursuant to Regulation 7(3) of the SEBI (LODR) Regulations, 2015, the Company has submitted a Certificate within one month for the half year ended March 31, 2024 for maintaining both electronic and physical share transfer facility by the Registrar & Transfer Agent, M/s. KFIN Technologies Limited for compliance with the requirement of Regulation 7(2) was submitted to BSE on April 16, 2024 and the same has been placed before the Board.

7. **TO NOTE THE DISCUSSIONS OF AUDIT COMMITTEE MEETING:**

a. **Approval of financial results for half year ended 31st March, 2024 along with draft**





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b. auditors report as recommended by Audit Committee.

Mrs. Ritika Deepak Paneri, Company Secretary of the Company placed before the Board members, audited financial results for the half year ended 31st March, 2024 along with the draft auditor's report. The audit financial results and the draft auditor's report is attached in Annexure .

Ms. Rasika Katkar, Chief Financial Officer of the Company briefed the Board members the detailed explanation of audited financial results for the half year ended 31st March, 2024. The members of the Board are requested to consider and, if thought fit, to pass the following resolution with or without modifications;

"RESOLVED THAT the Audited Financial Results of the Company for the half year ended March 31, 2024 which have been reviewed by the Audit Committee be and are hereby approved and taken on record.

RESOLVED FURTHER THAT the Audit Report on financial results received from M/s. AMS & Co., Chartered Accountants, Statutory Auditors be and is hereby taken on record.

RESOLVED FURTHER THAT Mr. Hemant Mudanna Sanil, Chairman and Managing Director of the Company be and is hereby authorized to sign the results and furnish the same to BSE where the shares of the Company are listed."

c. Approval of financial statements including Balance Sheet as on March 31, 2024, Profit & Loss Statement and Cash Flow Statement for the financial year ended 31st March, 2024 along with draft auditor's report by Audit Committee.

Mrs. Ritika Deepak Paneri, Company Secretary of the Company placed before the committee members, audited financial statements along with draft auditor report for the financial year ended 31st March, 2024. The audit financial statements and the draft auditor's report is attached in Annexure.

Ms. Rasika Katkar, Chief Financial Officer of the Company briefed the committee members the detailed explanation of audited financial statements for the financial year ended 31st March, 2024.

The members of the Board are requested to consider and, if thought fit, to pass the following resolution with or without modifications;

"RESOLVED THAT Audited Financial Statements comprising of Balance Sheet as at March 31, 2024, Statement of Profit & Loss Account and Cash Flow Statement for the year ended



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March 31, 2024, including Notes forming part thereof, and the Schedules thereto, as placed before the Board is hereby approved and the same be signed by the following:

Mr. Hemant Sanil, Chairman & Managing Director
Mrs. Sangeeta Dhananjay Wakode, Director
Ms. Rasika Katkar, Chief Financial Officer
Mrs. Ritika Deepak Paneri, Company Secretary

RESOLVED FURTHER THAT the aforesaid Audited Financial Statements along with Notes forming part thereof, for the year ended March 31, 2024 along with the draft Auditors Report be forwarded to the Company's Auditors, AMS & Co., Chartered Accountants, for their signature thereon.

RESOLVED FURTHER THAT the aforesaid Audited Financial Statements along with Notes to Accounts of the Company are hereby recommended for consideration of the Shareholders of the Company.

RESOLVED FURTHER THAT pursuant to applicable provisions of the Companies Act, 2013 read with Rules made thereunder, Mr. Hemant Muddanna Sanil, Chairman and Managing Director or Sangeeta Dhananjay Wakode, Whole-time director of the Company be and are hereby severally authorized to file the e-forms /returns with the Registrar of Companies, Mumbai, Maharashtra and other statutory authorities, wherever applicable."

- d. **Approval of the internal audit report issued by Leela Fintech Services Llp, Chartered Accountant (LLPIN: AAI-4281), for the financial year 2023-2024 as recommended by the Audit Committee.**

Mrs. Ritika Deepak Paneri, Company Secretary of the Company placed before the Board members, internal auditor's report issued by M/s. Leela Fintech Services LLP., Chartered Accountant (LLPIN: AAI-4281). The internal auditor's report is attached in Annexure.

The members of the Board are requested to consider and, if thought fit, to pass the following resolution with or without modifications;

"**RESOLVED THAT** Internal Audit Report for the financial year ended 31st March, 2024 issued by M/s. M/s. Leela Fintech Services LLP., Chartered Accountant (LLPIN: AAI-4281) be and is hereby approved and take on record by the Board as recommended by the Audit Committee."

- e. **To grant omnibus approval for the proposed related party transactions for the financial**





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year 2024-2025 as recommended by the Audit Committee.

Mrs. Ritika Deepak Paneri, Company Secretary of the Company briefed the Board members that pursuant to Section 188 of Companies Act 2013 and Rules made thereunder & Regulation 23 of the SEBI (LODR) Regulations, 2015, prior approval of the Audit Committee and Board, is required for entering into related party transactions for the F.Y. 2024-2025 up to Rs. 100 Cr. The same is presented before the Board for discussions and approval as recommended by the Audit Committee.

"RESOLVED THAT in accordance with the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 and Rules made thereunder, the Board of Directors be and hereby approves the Related Party Transactions for the F.Y. 2024-2025 up to Rs. 100 Cr. by way of omnibus approval and the same is presented before Board Meeting as recommended by the Audit Committee."

e. To appoint M.K. Saraswat & Associates as Secretarial auditor for the F.Y. 2023-2024 as recommended by the Audit Committee.

Mrs. Ritika Deepak Paneri, Company Secretary of the Company placed before the Board members, proposal to appoint M/S M.K. SARASWAT & ASSOCIATES as Secretarial Auditor of the Company for the Financial Years 2023-2024.

The members of the Board are requested to consider and, if thought fit, to pass the following resolution with or without modifications;

"RESOLVED THAT M/s M.K. SARASWAT & ASSOCIATES be and is hereby appointed as Secretarial Auditor of the Company for the Financial Years 2023-2024 and the same is approved and take on record by the Board as recommended by the Audit Committee."

8. To Consider Any Other Business with the Permission of the chair.

9. VOTE OF THANKS:

There being no other matter on the agenda the meeting to conclude with a vote of thanks to the Chair.

