

# **BENCHMARK COMPUTER SOLUTIONS LIMITED**

Add: Unit No 2, 2nd Flr, Jyoti Wire House, Plot No 23a Shah Indl. Estate, Veera Desai Road, Andheri (W), Mumbai 400053.

Email Id: accounts@benchmarksolution.com CIN:U72000MH2002PLC137752

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## **SHORTER NOTICE**

Shorter Notice is hereby given that the Extra-Ordinary General Meeting of the members of **M/s BENCHMARK COMPUTER SOLUTIONS LIMITED** is scheduled to be held on Tuesday, 18<sup>th</sup> July, 2023 at 12.00 P.M. at its registered office at Unit No 2, 2nd Flr, Jyoti Wire House, Plot No 23a Shah Indl. Estate, Veera Desai Road, Andheri (W) Mumbai - 400053, to transact the following business:

### **ITEM NO: 1**

### **INITIAL PUBLIC OFFERING ("IPO") OF THE COMPANY BY FRESH ISSUE OF EQUITY SHARES:**

#### **SPECIAL RESOLUTION**

**"RESOLVED THAT** pursuant to the provisions of Section 23 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory modification or re-enactment thereof for the time being in force), read with the Memorandum of Association and Articles of Association of the Company and the Listing Agreements to be entered into with the respective stock exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of the Government of India ("GOI"), Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and all other concerned statutory and other authorities, as may be required (hereinafter collectively referred to as "Appropriate Authority") and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot equity shares of an aggregate number up to and not exceeding **19,00,000 Equity Shares (the "Fresh Issue")** at a price as may be decided by the Board of Directors in consultation with Lead Manager, ranking pari-passu with the existing equity shares of the Company, to such person or persons who may or may not be the shareholders of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of initial public offering including General Public their friends, relatives and associates, foreign/ resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance whether they be holders of equity shares of the Company or not, and/or through issue of offer documents ("Initial Public Offer") / Allotment regulations of SEBI, through the Fixed Issue, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at premium and for cash and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit;

**RESOLVED FURTHER THAT**, the Board, be and is hereby authorized to make any alteration, addition or vary any of the above said clauses, in consultation with the Lead Manager or such other authorities as may be



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required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure, and on the exact component of fresh issue of shares in the Issue."

## **RESOLVED FURTHER THAT: -**

- a) All the monies received out of the issue of shares to the public shall be transferred to separate bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013;
- b) Details of all monies utilized out of the Issue referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and
- c) Details of all unutilized monies out of the issue of shares, if any, referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested;
- d) Object of the issue is Capital Expenditure, Working Capital Requirements, General Corporate Purpose, Public Issue Expenses or any other object as may be decided by Board of Directors of the Company.

**RESOLVED FURTHER THAT** such of these equity shares to be issued as are not subscribed may be disposed of by the Board in favour of underwriter (s) to the issue;

**RESOLVED FURTHER THAT**, the Board, be and is hereby authorized totake such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company;

**RESOLVED FURTHER THAT**, any one of the Director of the Company, be and is hereby authorized to executeand sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above;

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to appoint the Lead Manager to the above Issue;

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to appoint the Market Maker to the above Issue;

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to appoint the Registrar to the Issue;

## **RESOLVED FURTHER THAT,**

- a) The Company will furnish to the stock exchange on a quarterly/half yearly basis, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Prospectus/ Prospectus;
- b) The information mentioned in sub-clause (a) shall be furnished to the stock exchange along with the interim or annual financial results submitted under Regulation 33 of SEBI (LODR), 2015 and shall be published in the newspapers, if required simultaneously with the interim or annual financial results, after placing it before the Audit Committee, in terms of Regulation 47 of SEBI (LODR), 2015;

**RESOLVED FURTHER THAT**, for the purpose of giving effect to these resolutions, the Board be and is hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and

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further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), lead manager, registrar(s), syndicate member(s), underwriter(s) any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges (SME Segment) where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized at its discretion, to further delegate by way of authorization in favor of any of the members of the Board to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution."

## **ITEM NO: 2**

### **SPECIAL BUSINESS**

#### **APPROVAL OF THE MANAGERIAL REMUNERATION PAID TO MD AND WTD:**

The Chairman Place agenda before Board of the Company and in detailed discussed and unanimously passed following resolution for approval of Managerial Remuneration:

"**RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment Act), 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee of the Company, subject to the approval of members be and is hereby accorded to approval of managerial remuneration payable to Mr. Dhananjay Vrindavan Wakode (Managing Director) and Mr. Hemant Muddanna Sanil (Whole time Director) not exceeding the limits specified under Paragraph I (A) of Part II of Section II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

## **ITEM No. 3**

### **ORDINARY BUSINESS**

#### **PROPOSAL FOR DIRECTORS WHO RETIRES BY ROTATION:**

The Chairman place before Board of the Company and in detailed discussed and unanimously passed following resolution for proposing the directors who are liable for retire by rotation:

To propose to the members of the company Mr. Dhananjay Vrindavan Wakode (Managing Director) having DIN: 02286601 and Mr. Hemant Muddanna Sanil (Whole Time Director) having DIN: 01245532 being liable to retire by rotation.

"**RESOLVED THAT** pursuant to Section 152(6) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, the Board Propose to the members of the company Mr. Dhananjay



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Vrindavan Wakode (Managing Director) having DIN: 02286601 and Mr. Hemant Muddanna Sanil (Whole Time Director) having DIN: 01245532; who are liable to retire by rotation”

## **ITEM NO. 4 ORDINARY BUSINESS**

### **APPOINTMENT OF MR. DHANANJAY VRINDAVAN WAKODE (DIN: 02286601) AS CHAIRMAN AND MANAGING DIRECTOR:**

The Chairman of the shareholders meeting read the agenda item of appointment of Mr. Dhananjay Vrindavan Wakode (DIN: 02286601) as the Chairman and Managing Director, discussed and passed the following resolution unanimously by the shareholders as Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”)(including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Members be and is hereby accorded for the appointment of Mr. Dhananjay Vrindavan Wakode (DIN: 02286601) as the Managing Director Cum Chairman of the Company, liable to retire by rotation for a period of 5 (Five) years upon the terms & conditions of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Mr. Dhananjay Vrindavan Wakode.”

“**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to decide the remuneration of Mr. Dhananjay Vrindavan Wakode (DIN: 02286601) from time to time to the extent the Board of Directors may deem appropriate, provided that such remuneration is not exceeding the limitsspecified under Paragraph I (A) of Part II of Section II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

//CERTIFIED TO BE TRUE//

For **BENCHMARK COMPUTERS SOLUTIONS LIMITED**



**DHANANJAY VRINDAVAN WAKODE**  
Director  
(DIN: 02286601)  
Place: Mumbai  
Date: 17/07/2023



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## **EXPLANATORY STATEMENT**

*(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)*

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### **ITEM NO. 1**

The members know that the Company is engaged in the business of IT Services. The Board of Directors of the Company has decided to raise funds for Capital Expenditure, Working Capital Requirements, General Corporate Purpose, Public Issue Expenses or any other object as may be decided by Board of Directors of the Company in their board meeting held on **17/07/2023**.

The Board of Directors proposing to issue upto **19,00,000** equity shares of face value of Rs. 10/- each at a price as may be decided by the Board of Directors of Company by way of initial public offer and get the equity shares listed on stock exchange.

The proposed object of issuing of upto 19,00,000 equity shares at a price as may be decided by the Board of Directors of Company and to utilize its proceeds for Capital Expenditure, Working Capital Requirements, General Corporate Purpose, Public Issue Expenses or any other object as may be decided by Board of Directors of the Company.

Your Company seeks consent by a special resolution pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 for further issue of equity shares as described above. Members are aware that the Company has planned to increase its business as a part of development and expansion. For that the Company needs more funds and the Board of Directors has planned to expand the capital base of the Company. The Board of Directors, therefore propose that the further Share Capital of the Company shall be increased and such share capital shall be increased upto **19,00,000** equity shares (Nineteen Lakh Only) at a price as may be determined by the board of directors of the Company to such person or persons, who may or may not be the members of the Company and as the Board may at its sole discretion decide, including one or more of the members, Directors, their friends, relatives and associates, foreign/ resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance company(ies), provident funds, pension funds, national investment funds, foreign institutional investors, foreign venture capital investors, Indian and/or multilateral financial institutions, mutual funds, Non Resident Indians, employees and/or workers of the Company or its subsidiaries, in or out of India, Indian public, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, authorities and such other persons in one or more combinations thereof and/or any other categories of investors, whether they be holders of equity shares of the Company or not, and/or through issue of offer documents ("Initial Public Offer") / Allotment regulations of SEBI, through the Fixed Issue or Book Building Process, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at premium and for cash and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.



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The Board recommends the resolution for the approval of the members.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

## **ITEM NO. 2**

The Board of Directors of the Company in its meeting held on 17/07/2023, and on the recommendation of Nomination and Remuneration Committee of the Company subject to approval of members with respect to managerial remuneration payable to Mr. Dhananjay Vrindavan Wakode (Managing Director) and Mr. Hemant Muddanna Sanil (Whole time Director) not exceeding the limits specified under Paragraph I (A) of Part II of Section II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Accordingly, the Board recommends the special resolution set out at item no. 1 for approval of members.

None of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

## **ITEM NO.3**

As per Section 152(6) and other applicable provisions of Companies Act, 2013 and Rules made there under The Directors Mr. Dhananjay Vrindavan Wakode (Managing Director) having DIN: 02286601 and Mr. Hemant Muddanna Sanil (Whole Time Director) having DIN: 01245532 are liable to retire by rotation .

Accordingly, the Board recommends the special resolution set out at item no. 2 for approval of members.

None of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

## **ITEM NO. 4**

Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the rules made thereunder, The Company is looking for IPO so require to appoint Chairman and Managing Director therefore, appointment of Mr. Dhananjay Vrindavan Wakode (DIN: 02286601) as the Chairman and Managing Director, as the Board vide its resolution dated 17th July, 2023 for a period of five years, subject to approval of the Members upon the terms & conditions here to annexed with explanatory statement.

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Mr. Dhananjay Vrindavan Wakode aged 54 Years, is a Promoter Director of the Company he has running the Company since incorporation successfully he is having vast experience and knowledge of Company's business.

Brief resume of Mr. Dhananjay Vrindavan Wakode nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided as an Annexure to this notice.

Save and except as provided in the foregoing paragraph, Mr. Dhananjay Vrindavan Wakode satisfies all the conditions set out under Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Board of Directors is of the opinion that Mr. Dhananjay Vrindavan Wakode vast knowledge and varied experience will be of great value to the Company and has recommended the Resolutions at Item No. 4 of this Notice relating to his appointment as the Chairman and Managing Director of the Company for a period of five years as Ordinary Resolutions for your approval.

Except, Mr. Dhananjay Vrindavan Wakode being the appointee, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 4.

//CERTIFIED TO BE TRUE//

For **BENCHMARK COMPUTERS SOLUTIONS LIMITED**

**DHANANJAY VRINDAVAN WAKODE**

Director

DIN: 02286601

Place: Mumbai

Date: 17/07/2023

