

# **BENCHMARK COMPUTER SOLUTIONS LIMITED**

Address: Unit No 2, 2<sup>nd</sup>Flr, Jyoti Wire House, Plot No 23A Shah Indl. Estate, Veera Desai Road,  
Andheri (W), Mumbai - 400053

CIN: U72000MH2002PLC137752, Email Id: accounts@benchmarksolution.com

## **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 MONDAY, 31ST JULY, 2023 AT ITS REGISTERED OFFICE AT UNIT NO 2, 2<sup>ND</sup> FLR, JYOTI WIRE HOUSE, PLOT NO 23A SHAH INDL. ESTATE, VEERA DESAI ROAD, ANDHERI (W) MUMBAI – 400053. AT 01.00 PM, TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

### **TO CONSIDER ISSUE OF BONUS EQUITY SHARES**

“**RESOLVED THAT** in accordance with section 63 and other applicable provisions of the Companies Act, 2013, read with rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)(collectively referred to as the “Companies Act”), and in accordance with the relevant provisions of Articles of Association of the Company the consent and approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”, which expression shall be deemed to include a committee of directors duly authorised in this behalf)for capitalization of such amount out of the amount(s)standing to the credit of free reserves of the Company, including but not limited to securities premium account, and/or such other accounts as are permitted under Applicable Law to be utilized for the purpose, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs. 10/- (Rupees Ten Only) each (“Bonus Equity Shares”), credited as fully paid up shares to the holders of the existing Equity Shares of the Company, whose name appear in the Register of Members maintained by the Company’s Registrars and Transfer Agents or in the respective beneficiary account with their respective Depository Participants as on 29<sup>th</sup>July, 2023(‘Record Date’) as may be fixed in this regard by the Board, in the proportion of 500 (Five Hundred) Equity Shares for every 1 (one) existing fully paid-up Equity Shares held by the Shareholders.”

**RESOLVED FURTHER THAT** the bonus shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as on 29<sup>th</sup> July, 2023 (‘Record Date’) (as determined by the board) and shall be entitled to any dividends declared after the allotment of the new bonus equity shares and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.”

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of bonus shares but in case of members who hold equity shares (or opt to receive the Bonus shares) in dematerialized form, the Bonus share shall be credited to respective beneficiary accounts of the members with their respective beneficiary accounts of the members with their respective depository participants and in case of members who hold equity shares in Certificate form, the share certificate in respect of bonus shares shall be dispatched, within the prescribed time limit;

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**RESOLVED FURTHER THAT** incase of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to one of the Directors of the Company, to be nominated by the Board for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board of Directors be and is hereby authorized severally to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, including but without limitation to make appropriate adjustments to the filling of any documents with the Ministry of corporate Affairs and/or other concerned authorities and to settle any question, difficulty or doubt that may rise in regard thereto.”

By and on behalf of the Board of Directors  
For: Benchmark Computer Solutions Limited



Hemant Muddanna Sanil  
Wholetime Director  
DIN: 01245532  
Date: 29/07/2023  
Place: Mumbai.



Dhananjay Vrindavan Wakode  
Managing Director  
DIN: 02286601





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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013**

### **Approval of Issuance of Bonus Shares of the Company**

Over the years, the Company has performed significantly well both in terms of profit and business. As on March 31, 2023 Company has adequate free reserves and surplus of the Company. With a view rationalize the capital structure, Board of Directors in its meeting held on 29<sup>th</sup> July, 2023 have proposed to issue bonus shares in the ratio of 500 (Five Hundred) Bonus fully paid equity share of Rs. 10/- (Rupees Ten Only) each for every existing 1 (One) equity share of Rs. 10/- each already held by them on the Record Date being 29<sup>th</sup> July, 2023. This bonus allotment will also rationalize the paid-up capital of the company with the funds employed in the company.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of Company or their relatives are concerned or interested in the said resolution, except to the extent of shares held by them / which may be allotted to them as part of this bonus issue.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

**By and on behalf of the Board of Directors  
For: Benchmark Computer Solutions Limited**



**Hemant Muddanna Sanil  
Wholtime Director  
DIN: 01245532  
Date: 29/07/2023  
Place: Mumbai**



**Dhananjay Vrindavan Wakode  
Managing Director  
DIN: 02286601**

