

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

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 17th day, July, 2023 at 01.00 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:

ORDINARY BUSINESS

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

Item No.: 1

Appointment of Mr. Dhananjay Vrindavan Wakode (DIN: 02286601) as the Managing Director:

The Chairman of the shareholders meeting read the agenda item of appointment of Mr. Dhananjay Vrindavan Wakode (DIN: 02286601) as the 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 of the Company, for a period of 5 (Five) years with effect from 17th July, 2023 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 within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

“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.”

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Item No.: 2

Appointment of Mr. Hemant Muddanna Sanil (DIN: 01245532) as the Whole Time Director:

The Chairman of the shareholders meeting read the agenda item of appointment of Mr. Hemant Muddanna Sanil (DIN: 01245532) as the Whole Time Director, discussed and passed the following resolution unanimously by the shareholders as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded for the appointment of Mr. Hemant Muddanna Sanil (DIN: 01245532) as a Whole Time Director of the Company for a period of 5 years, with effect from 17th July, 2023 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening the this Meeting, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said appointment /remuneration in such manner as deemed fit necessary.

RESOLVED FURTHER THAT the remuneration payable to Mr. Hemant Muddanna Sanil(DIN: 01245532), shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Hemant Muddanna Sanil(DIN: 01245532), Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

RESOLVED FURTHER THATMr. Hemant Muddanna Sanil(DIN: 01245532), Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

Item No.: 3

Regularization of Additional Director, Mr. Satish Inani (DIN: 08322105) by appointing him as Independent Director of the Company:

The chairman informed the members of the Company, Mr. Satish Inani (DIN: 08322105), Additional Director of the Company and who hold office up to the date of this Annual General Meeting and Regularisation or re-appointment as a Director (Independent and Non-Executive) of the Company for the period of 5 years.

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The members noted and consider the aforesaid subject matters and pass the following resolutions as Ordinary Resolution:

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) , Mr. Satish Inani (DIN: 08322105) who was appointed as an Additional Director of the Company w.e.f. 14th July, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this General body Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years w.e.f. 17th July, 2023.”

RESOLVED FURTHER THAT, the Board does note the recommendation from its [Nomination and Remuneration Committee] for appointment of Mr. Satish Inani (DIN: 08322105) as an independent director.

RESOLVED FURTHER THAT Mr. Hemant Muddanna Sanil(01245532) Director and Mr. Dhananjay Vrindavan Wakode(DIN: 02286601), Director be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mr. Satish Inani (DIN: 08322105) as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, Maharashtra at Mumbai.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

Item No.: 4

Regularization of Additional Director, Mr. Girish Kumar Joshi (DIN: 09659780) by appointing him as Independent Director of the Company:

The chairman informed the members of the Company, Mr. Girish Kumar Joshi(DIN: 09659780), Additional Director of the Company and who hold office up to the date of this Annual General Meeting and Regularisation or re-appointment as a Director (Independent and Non-Executive) of the Company for the period of 5 years.

The members noted and consider the aforesaid subject matters and pass the following resolutions as Ordinary Resolution:

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) , Mr. Girish Kumar Joshi (DIN: 09659780) who was appointed as an Additional Director of the Company w.e.f. 14th July, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this General body Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years w.e.f. 17th July, 2023.”

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RESOLVED FURTHER THAT, the Board does note the recommendation from its [Nomination and Remuneration Committee] for appointment of Mr. Girish Kumar Joshi (DIN: 09659780) as an independent director.

RESOLVED FURTHER THAT Mr. Hemant Muddanna Sanil (01245532) Director and Mr. Dhananjay Vrindavan Wakode (DIN: 02286601), Director be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mr. Girish Kumar Joshi (DIN: 09659780) as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, Maharashtra at Mumbai.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

Item No.: 5

Regularization of Additional Director, Mrs. Savita Hemant Sanil (DIN: 10192504) by appointing him as Director of the Company:

The chairman informed the members of the Company, Mrs. Savita Hemant Sanil (DIN: 10192504), Additional Director of the Company and who hold office up to the date of this Annual General Meeting and Regularization or re-appointment as a Director (Executive) of the Company..

The members noted and consider the aforesaid subject matters and pass the following resolutions as **Ordinary Resolution:**

“**RESOLVED THAT**, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) , Mrs. Savita Hemant Sanil (DIN: 10192504) who was appointed as an Additional Director of the Company w.e.f. 07th June, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this General body Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for Director as provided in Section 152 of the Act and who is eligible for appointment , be and hereby appointed as an executive Director of the Company for a period of 5 years w.e.f. 17th June, 2023.”

RESOLVED FURTHER THAT Mr. Hemant Muddanna Sanil (01245532) Director and Mr. Dhananjay Vrindavan Wakode (DIN: 02286601), Director be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mrs. Savita Hemant Sanil (DIN: 10192504) as an director of the Company, including filing of the necessary forms with the Registrar of Companies, Maharashtra at Mumbai.

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RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required."

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



DHANANJAY VRINDAVAN WAKODE
Director
DIN: 02286601
Date: 15/07/2023
Place: Mumbai



HEMANT MUDDANNA SANIL
Director
DIN: 01245532



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

Item No. 1

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 Managing Director therefore, appointment of Mr. Dhananjay Vrindavan Wakode (DIN: 02286601) as the Managing Director as the Board vide its resolution dated 15th July, 2023 for a period of five years from 17th July, 2023, subject to approval of the Members upon the terms & conditions here to annexed with explanatory statement.

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. 1 of this Notice relating to his appointment as the Managing Director of the Company for a period of five years w.e.f. 17th July, 2023 as Special 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. 1.

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Item No. 2.

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 Board vide its resolution dated 15th July, 2023 has appointed Mr. Hemant Muddanna Sanil as the Whole time Director of the Company for a period of five years from 17th July, 2023 subject to approval of the Members upon the terms & conditions here to annexed with explanatory statement.

Mr. Hemant Muddanna Sanil aged 58 Years, is a Promoter Director of the Company she has running the Company since Incorporation, successfully he is having vast experience and knowledge of Company's business.

Mr. Hemant Muddanna Sanil nature of her expertise in specific functional areas, names of companies in which she 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. Hemant Muddanna Sanil satisfies all the conditions set out under Section 196 of the Act for being eligible for her 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. Hemant Muddanna Sanil vast knowledge and varied experience will be of great value to the Company and has recommended the Resolutions at Item No. 2 of this Notice relating to her appointment as the Whole-time Director of the Company for a period of five years w.e.f. 17th July, 2023 as an Special Resolutions for your approval.

Except, Mr. Hemant Muddanna Sanil being the appointee, Mrs. Savita Hemant Sanil, being relative of Mr. Hemant Muddanna Sanil, and their respective relatives, 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. 2.

Item No. 3.

Pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) , Mr. Satish Inani (DIN: 08322105) who was appointed as an Additional Director of the Company w.e.f. 14th July, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this General body Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years w.e.f. 17th July, 2023."

Item No. 4.

Pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) , Mr. Girish Kumar Joshi (DIN: 09659780) who was appointed as an Additional Director of the Company w.e.f. 14th July, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this General

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body Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a period of 5 years w.e.f. 17th July, 2023.”

Item No. 5.

pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) , Mrs. Savita Hemant Sanil (DIN: 10192504) who was appointed as an Additional Director of the Company w.e.f. 07th June, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this General body Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for Director as provided in Section 152 of the Act and who is eligible for appointment , be and hereby appointed as an executive Director of the Company for a period of 5 years w.e.f. 17th June, 2023.”

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



DHANANJAY VRINDAVAN WAKODE
Director
DIN: 02286601
Date: 15/07/2023
Place: Mumbai



HEMANT MUDDANNA SANIL
Director
DIN: 01245532



NOTES: A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent, of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member. b) The Members/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.

The Explanatory Statement pursuant to Section 102 of the Act read with Rules setting out the material facts pertaining to the proposed resolutions and reasons thereof are annexed for your consideration and requisite action.

Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the

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Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.

Relevant documents referred in the accompanying Notice, and Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2073 will be available for inspection by the members at the General Meeting.

Any instrument appointing a p proxy or proxies should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

Queries proposed to be raised at the General Meeting may be sent to the Company on the Company e-mail address: accounts@benchmarksolution.com at least seven days prior to the date of General Meeting to enable the management to compile the relevant information to reply the same in the meeting.

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



DHANANJAY VRINDAVAN WAKODE
Director
DIN: 02286601
Date: 15/07/2023
Place: Mumbai



HEMANT MUDDANNA SANIL
Director
DIN: 01245532

