

# BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED

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

CIN: U72000MH2002PTC137752, Email Id: accounts@benchmarksolution.com

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Shorter Notice is hereby given that the Extra-Ordinary General Meeting of the members of M/s BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED is scheduled to be held on Wednesday, 28<sup>th</sup> June, 2023 at 11.00 A.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:

### SPECIALBUSINESSES:

#### ITEM NO.: 1

#### CONVERSION OF PRIVATE LIMITED INTO PUBLIC LIMITED:

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

“**RESOLVED THAT** pursuant to Sections 13, 14 and 18 and all other applicable provisions of the Companies Act, 2013, as amended, read with the Companies (Incorporation) Rules, 2014, as amended, including any statutory modification or re-enactment thereof, for the time being in force, subject to such approval of the Central Government, and such other appropriate authorities, as may be prescribed, the consent of members of the Company be and is hereby accorded for converting the status of the Company from a private limited company into a public limited company and subsequently the changing the name of the Company from ‘BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED’ to ‘BENCHMARK COMPUTER SOLUTIONS LIMITED’, by deletion of the word ‘Private’ before the word ‘Limited’ from the name of the Company.”

“**RESOLVED FURTHER THAT** the word “Private”, wherever appearing in the Memorandum and Articles of Association of the Company as part of the name of the Company, be and is hereby deleted and the name of the Company as appearing in the Memorandum of Association and Articles of Association of the Company be altered and substituted from ‘BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED’ to ‘BENCHMARK COMPUTER SOLUTIONS LIMITED’.”

“**RESOLVED FURTHER THAT** any one of the Managing Director and/or Executive Director and/or Company Secretary of the Company be and is hereby authorized severally to take all such steps and actions necessary and incidental thereto and to make all such filing and registrations as may be required to give effect to the resolution and to obtain approval of the members.”

#### ITEM NO.: 2

#### ADOPTION OF NEW ARTICLES OF ASSOCIATION:

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

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions of the Companies Act, 2013, each as amended (“Companies Act”), and the rules made thereunder, as amended, and in order to align the articles of association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the stock exchanges where the equity shares of the Company are proposed to be listed, the new set of Articles of Association of the Company, be and are hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company, a copy of which has been placed before the meeting, duly initialed by the Chairman of the meeting, .”

**RESOLVED FURTHER THAT** any one of the Managing Director and/or Executive Directors and/or Company Secretary of the Company be and is hereby authorized severally to take all such steps and actions necessary and incidental thereto and to make all such filing and registrations as may be required to give effect to the resolution, including filing of the necessary forms with the Registrar of Companies, Maharashtra at Mumbai.”

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**ITEM NO.: 3**

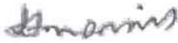
## **ADOPTION OF NEW MEMORANDUM OF ASSOCIATION:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013 each as amended (“**Companies Act**”) read with the Companies (Incorporation) Rules, 2014, as amended, , the consent of the members of the company be and are hereby accorded to substitute the existing Memorandum of Association of the Company with a new set of Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013, a copy of which has been placed before the meeting, duly initialed by the Chairman of the meeting.”

**RESOLVED FURTHER THAT** any one of the Managing Director and/or Executive Directors and/or Company Secretary of the Company be and is hereby authorized severally to take all such steps and actions necessary and incidental thereto and to make all such filing and registrations as may be required to give effect to the resolution and to obtain approval of the members.”

By and on behalf of the Board of Directors  
For: BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED



HEMANT MUDDANNA SANIL  
DIRECTOR  
DIN: 01245532  
DATE: 13/06/2023  
PLACE: MUMBAI



DHANANJAY VRINDAVAN WAKODE  
DIRECTOR  
DIN: 02286601



# **BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED**

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

### **ITEM NO 1:**

#### **CONVERSION FROM PRIVATE LIMITED TO PUBLIC LIMITED COMPANY:**

The Company was incorporated on October 31<sup>st</sup>, 2002 as Benchmark Computer Solutions Private Limited.

The Board at its meeting held 13<sup>th</sup> June, 2023 on resolved to change the status of the Company from private limited company to a public limited company, subject to the approval of the members of the Company in an Extra Ordinary Meeting and the Central Government.

Conversion from private limited to public company is proposed to expand its business activities and tap public markets for funding requirements. Accordingly, it is required to convert itself in to a public company.

Pursuant to the provisions of Section 18 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, approval of the members of the Company by way of Special Resolution at a General Meeting is required, for conversion of the Company into a Public Limited Company (by deleting the word 'Private' wherever it appears in Memorandum and Articles of Association of the Company).

Accordingly, to facilitate the conversion of the Company from Private Limited to Public Limited and the change in the name of the Company from 'BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED' to 'BENCHMARK COMPUTER SOLUTIONS LIMITED', the Special resolution at Item No. 1 is proposed for your approval.

The resolution is required to be passed as a Special Resolution and none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in this resolution except to the extent of their shareholding in the Company.

### **ITEM NO 2:**

#### **ADOPTION OF NEW ARTICLES OF ASSOCIATION:**

In view of the conversion from private limited company to public limited company, it is proposed to approve and adopt new set of Articles of Association in substitution and to the entire exclusion of the existing Articles of Association of the Company.

Pursuant to provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires approval of Members by way of Special Resolution. Hence Special resolution at Item No. 2 of the notice is proposed for your approval.

A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

The resolution is required to be passed as a Special Resolution and none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in this resolution except to the extent of their shareholding in the Company.

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## ITEM NO 3:

### ADOPTION OF NEW MEMORANDUM OF ASSOCIATION:

In view of the conversion from private limited company to public limited company and new Companies Act 2013, it is proposed to adopt new set of Memorandum of Association in substitution, and to the entire exclusion of the existing Memorandum of Association of the Company.

Pursuant to provisions of Section 13 of Companies Act, 2013, amendment of Memorandum of Association requires approval of Members by way of Special Resolution. Hence Special resolution at Item No. 3 of the notice is proposed for your approval.

A copy of the existing as well as new Memorandum of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

The resolution is required to be passed as a Special Resolution and none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in this resolution except to the extent of their shareholding in the Company.

By and on behalf of the Board of Directors  
For: BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED

*Hemant*

HEMANT MUDDANNA SANIL  
DIRECTOR  
DIN: 01245532  
DATE: 13/06/2023  
PLACE: MUMBAI

*Dhananjay*

DHANANJAY VRINDAVAN WAKODE  
DIRECTOR  
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## NOTES & INSTRUCTIONS:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, 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.

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

Any instrument appointing a 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 Extra Ordinary 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 Extra Ordinary General Meeting to enable the management to compile the relevant information to reply the same in the meeting.

By and on behalf of the Board of Directors  
For: BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED



HEMANT MUDDANNA SANIL  
DIRECTOR  
DIN: 01245532  
DATE: 13/06/2023  
PLACE: MUMBAI



DHANANJAY VRINDAVAN WAKODE  
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