



BENCHMARK COMPUTER SOLUTIONS PVT. LTD.

(ISO 9001:2015 Certified)

CIN - U72000MH2002PTC137752 GSTN - 27AACCB3357N1ZE



SHORTER NOTICE OF EXTRA ORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that the Extraordinary General Meeting of the Members of **BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED** will be held on **Monday, 12th day of June, 2023** at 11:00 a.m. IST (“**EOGM**”) at the Registered Office of the Company situated at Unit No 2, 2nd Floor, Jyoti Wire House, Plot No 23A Shah Indl. Estate, Veera Desai Road, Andheri (W), Mumbai – 400053 to transact the following businesses:

SPECIAL BUSINESSES:

1. Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the authorized share capital of the Company from existing Rs. 5,00,000/- (Rupees Five Lakh) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 10/- to Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakh) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting in its place and stead the following:

“**V(a). The Authorised share Capital of the Company is Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakh) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.**”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”



2. Appointment of Statutory Auditors to fill Casual Vacancy:

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

“RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and other applicable provisions of the Act, if any, including any statutory modifications, amendments or re-enactments thereof, consent of the Company be and is hereby accorded to appoint M/s. **AMS & Co., having Firm Registration No.: 130878W**, Chartered Accountants, as an auditor of the company who shall hold the office as statutory auditor till the conclusion of ensuing Annual General Meeting and they shall conduct the Statutory Audit for the year ended 31st March, 2023 on such remuneration as may be decided by the Board.

FURTHER RESOLVED THAT Mr. Hemant Muddanna Sanil (DIN: 01245532) or Mr. Dhananjay Vrindavan Wakode (DIN: 02286601), Directors of the Company be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E Forms with Registrar of Companies.”

3. Adoption of New Set of Memorandum of Association:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and consent of the Members is accorded for adopting in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution any of the Directors of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Mumbai, Maharashtra.”



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4. Adoption of New Set of Articles of Association:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and consent of members is hereby accorded for adopting in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution any of the Directors of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Mumbai, Maharashtra.”

By and on behalf of Board of Directors

For: BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED

**HEMANT MUDDANNA SANIL
DIRECTOR
DIN: 01245532**

**DHANANJAY VRINDAVAN WAKODE
DIRECTOR
DIN: 02286601**



**DATE: 30/05/2023
PLACE: MUMBAI**



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

Item No. 1 - Increase in Authorised Share Capital of the Company

The present Authorised Share Capital of the Company is Rs. 5,00,000/- (Rupees Five Lakh) divided into 50,000 (Fifty Thousand) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on May 30, 2023, had accorded its approval for increasing the Authorised Share Capital from Rs.5,00,000/- (Rupees Five Lakh) to Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakh) by creation of 74,50,000 (Seventy-Four Lakh Fifty Thousand) additional equity share of Rs.10/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs.5,00,000/- (Rupees Five Lakh) to Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakh) by creation of 74,50,000 (Seventy-Four Lakh Fifty Thousand) additional equity share of Rs.10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

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

Item No. 2: Appointment of Statutory Auditors to fill Casual Vacancy:

M/s Mohan M. Pathak & Co, Chartered Accountants of the Company have tendered their resignation from the position of Statutory Auditors due to the company is going for an IPO and existing Auditor firm is not a peer review firm resulting into a casual vacancy in the office of Statutory Auditors of the company. As envisaged by section 139(8) of the Companies Act, 2013 ("Act") Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board proposes to appoint **M/s. AMS & Co., having Firm Registration No.: 130878W,**



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Chartered Accountants, Mumbai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Mohan M. Pathak & Co, Chartered Accountants. M/s. AMS & Co., Chartered Accountants, Mumbai have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors of the Company proposes their appointment.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

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

Item No. 3 & 4

The existing Memorandum and Articles of Association ("MOA & AOA") were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

According to the new Act, the Companies now have only main Business and Ancillary and Incidental Business to the attainment of Main Business, therefore it is important to alter and adopt the new set of MOA as per Companies Act, 2013. The new set of MOA is based on Table-A of the Companies Act, 2013.

Your directors have decided to adopt new set of Memorandum of Association and Articles of Association as per Companies Act, 2013, as a fair part of Compliance.

Consent of the shareholders by way of a Special Resolution is required in this regard.

None of the Directors considered as concerned or interested in the said resolution.

By on behalf of the Board of Directors

For: BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED

HEMANT MUDDANNA SANIL
DIRECTOR
DIN: 01245532

DHANANJAY VRINDAVAN WAKODE
DIRECTOR
DIN: 02286601



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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 on behalf of the Board of Directors

For: BENCHMARK COMPUTER SOLUTIONS PRIVATE LIMITED

**HEMANT MUDDANNA SANIL
DIRECTOR
DIN: 01245532
DATE: 30/05/2023
PLACE: MUMBAI**

**DHANANJAY VRINDAVAN WAKODE
DIRECTOR
DIN: 02286601**

