



NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of **M/s. BENCHMARK COMPUTER SOLUTIONS LIMITED** is scheduled to be held on **Monday, 29th September, 2025 at 05.00 p.m. IST through Video Conferencing “VC”/ Other Audio-Visual Means (“OAVM”)** to transact, with or without modifications the following business:

ORDINARY BUISINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon be and is hereby received and adopted.”

- 2. To appoint Ms. Sangeeta Dhananjay Wakode (DIN: 10460812), who retires by rotation and being eligible, offers herself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provision of section 152 and other applicable provisions of the Companies Act, 2013, Ms. Sangeeta Dhananjay Wakode (DIN: 10460812) who retires by rotation at this ensuing Annual General Meeting, subject to members approval, be and is hereby re-appointed as a Director of the company as approved by the board of Director and Nomination & Remuneration Committee.”

- 3. To re-appoint M/s. Valawat & Associates, Chartered Accountants (Registration No. 003623C) as the Statutory Auditors of the Company.**

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Valawat & Associates, Chartered Accountants (Registration No. 003623C), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years i.e. from the conclusion of this 22nd Annual General Meeting (AGM) until the conclusion of the 26th AGM to be held in the year 2030, on such remuneration as may be mutually agreed between the Board of Directors/ Audit Committee of the company in consultation with the Statutory Auditors.

FURTHER RESOLVED THAT the Board of Directors of the Company (including any Committee thereof), be authorised on behalf of the Company, including but not limited to determine role and responsibilities/scope of work of the Statutory Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Accounting Standards or the Companies Act, 2013 or Rules framed thereunder or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other requirements resulting in any change in the scope of work, etc., without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution.”

SPECIAL BUSINESS:

4. To Appoint M/s. M.K. Saraswat & Associates LLP, Company Secretaries (COP: 10856) as Secretarial Auditors of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. M.K. Saraswat & Associates LLP, Company Secretaries, a peer reviewed firm (COP: 10856) be and are hereby appointed as the Secretarial Auditors for the Company, to hold office for a term of (5) five consecutive years i.e. from the financial year 2025-26 till 2029-30, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**For and on Behalf of the Board of Directors
BENCHMARK COMPUTER SOLUTIONS LIMITED**

**Hemant Muddanna Sanil
Chairman & Managing Director
(DIN: 01245532)**

Date: 18/08/2025

Place: Mumbai

NOTES:

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) the Company is convening the 22nd AGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the 22nd AGM of the Company is being held through VC/OAVM on Monday 29th September 2025 at 05:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company.

2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. The Annual Report, Notice of the AGM and other documents sent through e-mail are also available on the Company’s website <https://benchmarksolution.com/>
4. The Company has engaged the services of KFin Technologies Limited (‘KFintech’), to provide VC facility and e-voting facility for the AGM.
5. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above in Item No.3 to 4 is annexed hereto. The relevant details required to be disclosed in respect to Directors seeking appointment/ re-appointment at this AGM pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, “(LODR Regulations or Listing Regulations)”. Secretarial Standards on General Meeting (“SS2”) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, have been provided in **Annexure A** to this Notice. Additional information as required under Listing Regulations and Secretarial Standard on

General Meeting (SS-2) in respect of the Directors retiring by rotation at this Meeting is annexed hereto.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer at email ID cs.mukeshsaraswat@gmail.com with a copy marked to evoting@kfintech.com and to the Company at info@benchmarksolution.com authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM with annual report has been uploaded on the website of the Company at <https://benchmarksolution.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange of India Limited (BSE-SME Platform) at www.bseindia.com respectively and is also available on the website of KFin Technologies Limited ('KFintech') (agency for providing the Remote e-Voting facility) i.e. <https://evoting.kfintech.com>.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 29th September 2025. Members seeking to inspect such documents can send an email to info@benchmarksolution.com.
11. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Monday, 22nd September, 2025 to info@benchmarksolution.com. The same will be replied by the Company suitably.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

For shares held in electronic form: to their Depository Participants ("DPs").

13. NOMINATION: Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

14. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT In accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2025 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ RTA or the Depository Participant(s) as at closing business hours on Friday, 15th August, 2025. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants.

15. SCRUTINISER FOR E-VOTING: Mr. Mukesh Saraswat, Practicing Company Secretary (Membership No. FCS- 9992, CP No. 10856), partner of M/s M K Saraswat & Associates LLP, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

16. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.

17. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than two working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchanges where the shares of the Company are listed i.e. Bombay Stock Exchange Limited (BSE Limited) and placed on the Company's website <https://benchmarksolution.com/>.

18. Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the AGM shall be deemed to be passed on the date of the meeting i.e. Monday, 29th day of September, 2025.

19. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23rd September, 2025 to Monday, 29th September, 2025 (both days inclusive) in connection with the AGM.

20. The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00 P.M (IST) on the date preceding the date of

AGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M (IST) on Friday, 26th September, 2025 and will end at 05:00 P.M (IST) on Sunday, 28th September, 2025. The remote e-Voting will not be allowed beyond the aforesaid period and time, and the remote e-Voting module shall be disabled by Kfintech.

21. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company.
22. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is Monday, 22nd September, 2025. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
23. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., 22nd September, 2025, may obtain the User ID and password by sending a request at <https://evoting.kfintech.com> or info@benchmarksolution.com. However, if you are already registered with Kfin technology for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you may reset your password by using “Forgot User Details/Password” option available on <https://evoting.kfintech.com>. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

24. The remote e-voting period begins on Friday, the 26th September 2025 at 09:00 A.M. and ends on Sunday, 28th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by Kfintech for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 22nd September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 22nd September 2025.
25. The process and manner for remote e-voting and joining and voting at the AGM are explained below:
 - A) Access to Depositories e-voting system in case of individual members holding shares in demat mode;

- B) Access to KFinTech e-voting system in case of members holding shares in physical mode and non-individual members in demat mode;
- C) Access to join the AGM on KFinTech system to participate and vote during the AGM.
- A) Access to Depositories e-voting system in case of individual members holding shares in demat mode:

Type of Members	Login Method
Individual members holding shares of the Company in demat mode with NSDL	1. User already registered under IDeAS facility: - Visit the e-services website of NSDL at https://eservices.nsdl.com either on a personal computer or on a mobile. - On the e-services home page click on the “Beneficial Owner” icon under ‘Login’ under IDeAS section. - On the new page, enter user ID and password. After successful authentication, please click on ‘Access to e-Voting’ - Click on the Company name i.e., ‘SBFC Finance Limited’ or ESP, i.e., Kfin. - Members will be re-directed to Kfin’s website for casting the vote during the remote e-voting period. 2. User not registered under IDeAS facility: - Visit https://eservices.nsdl.com for registering. - Select ‘Register Online for IDeAS’ or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. - After registration, visit https://www.evoting.nsdl.com/ - Once the home page of e-voting is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section. A new screen will open. - Members will have to enter their user ID (i.e. sixteen-digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen. - After successful authentication, members will be requested to select the name of the Company i.e., SBFC Finance Limited or ESP i.e., KFin after which the members will be redirected to Kfin’s website for casting the vote during the remote e-voting period. - Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Type of Members	Login Method
	NSDL Mobile App is available on  App Store  Google Play  
Individual members holding shares of the Company in demat mode with CDSL	1. User who has already opted for Easi/Easiest: - Members are requested to visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com - Click on 'New System Myeasi'. - Members are requested to login with their registered user ID and password. - Members will be able to view the e-voting menu. The menu will have links of KFin's website, which will redirect them to e-voting page of KFin to cast their vote without any further authentication. 2. User not registered under Easi/Easiest: - Visit https://web.cdslindia.com/myeasitoken/home/login for registering. - Proceed to complete registration using the DP ID, Client ID (BO ID), etc. - After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL - Visit www.cdslindia.com - Members are required to provide their demat account number and PAN number. System will authenticate user by sending OTP on their registered mobile & email ID as recorded in the demat account. - After successful authentication, members will be provided link for selecting the name of the Company i.e., SBFC Finance Limited or for selecting ESP i.e., KFin. - Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual members login through their demat accounts/ website of Depository Participant	- Members can also login using the login credentials of their demat account through their DP registered with NSDL/CDSL for e-voting facility. - Once logged-in, members will be able to see e-voting option. After clicking on e-voting option, members will be redirected to NSDL/CDSL website after successful authentication, wherein members will be able to see e-voting feature.

Type of Members	Login Method
	iii. Click on options available against the Company's name i.e., SBFC Finance Limited or ESP i.e., KFin, and members will be redirected to e-voting website of KFin for casting vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve user ID/password are advised to use 'Forgot user ID' and 'Forgot Password' option available at respective websites.

Helpdesk for individual members holding shares of the Company in demat mode for any technical issues related to login through NSDL/CDSL.

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or contact at 022-4886 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 99 11

B) Access to KFintech e-voting system in case of members holding shares in physical mode and non-individual members in demat mode

- 1) Members whose email IDs are registered with the Company/DP(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), user ID and password. The following process shall be followed:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. user ID and password). Members holding shares in physical mode: user ID will be EVEN, followed by folio number. Members holding shares in demat account: user ID will be DP ID and Client ID. However, if members are already registered with KFintech for e-voting, they can use their existing user ID and password for voting purpose.
 - iii. After entering these details appropriately, click on 'LOGIN'.
 - iv. Members will be required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt to change the password and update the contact details like mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve the password (if required). It is strongly recommended that members should not share their password with any other person and take utmost care to keep their password confidential.
 - v. Members are required to login again with their new credentials.
 - vi. On successful login, the system will prompt to select the 'EVEN' i.e., 'SBFC Finance' and click on 'Submit'.

- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under 'FOR/AGAINST' or alternatively, members may partially enter any number in 'FOR' and partially 'AGAINST' but the total number in 'FOR/AGAINST' taken together shall not exceed the total shareholding as mentioned herein above. Members may also choose the option 'ABSTAIN'. If the member does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.
 - x. Members may then cast their vote by selecting an appropriate option and click on 'Submit'.
 - xi. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
 - xii. Corporates/Institutional members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter, etc. authorizing its representative(s) to vote on its behalf, to the Scrutinizer at e-mail ID: cs@parikhassociates.com with a copy marked to evoting@kfintech.com and to the Company at complianceofficer@sbfc.com. They may also upload the same in the e-voting module in their login page. The scanned image of the above-mentioned documents should be in the naming format 'Corporate Name_EVEN'.
 - xiii. If you have forgotten your password, you can reset your password by using 'Forgot Password' available on <https://evoting.kfintech.com> and following the password reset options provided therein or contact KFINTECH at toll free no.: 1800-309-4001.
- 2) Members whose email IDs are not registered with the Company/DP(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. In case shares are held in demat mode, please provide DP Id.-Client Id. (DP Id + Client Id), name, client master or copy of Consolidated Account Statement, self-attested scan copy of PAN card and Aadhar to evoting@kfintech.com.

If you are an individual shareholder holding securities in demat mode, please refer to the login method explained at Note 18(A) i.e. Login method for e-Voting for individual shareholders holding shares in demat mode.

If you are a non-individual shareholder holding securities in demat mode, please refer to the login method explained at Note 18(B) i.e. Login method for e-Voting for non-individual shareholders holding shares in demat mode.



- ii. In case shares are held in physical mode, please provide Folio No., name of shareholder, scan copy of the share certificate (front and back), self-attested scanned copy of PAN card and Aadhar by email to evoting@kfintech.com.

If you are an individual shareholder holding securities in physical mode, please refer to the login method explained at Note 18(B) i.e. Login method for e-Voting for individual shareholders holding shares in physical mode.

- iii. Alternatively, shareholder may send a request to evoting@kfintech.com for procuring user id and password for e-Voting by providing above mentioned documents. After receiving the e-voting instructions, please follow steps explained at Note 18 to cast your vote by electronic means.

C) Access to join the AGM on KFintech system to participate and vote during the AGM.

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the 'Video Conference' tab and select the 'EVEN' of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the user ID and password for e-voting or have forgotten their user ID and password may retrieve the same by following the remote e-voting instructions mentioned above.
- 2) Facility for joining this AGM through VC/OAVM shall be open at least 15 minutes before the commencement of the AGM.
- 3) Members are encouraged to join the AGM through their laptops/desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- 4) Members will be required to grant access to the webcam to enable VC/OAVM. Further, members connecting from their mobile devices/tablets/laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- 5) Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- 6) Facility of joining the AGM through VC/OAVM shall be available for at least 2,000 members on first come first served basis.



- 7) Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.
- 8) In case of any query and/or assistance required, relating to attending the AGM through VC/OAVM mode, members may refer to the Help & Frequently Asked Questions (“FAQs”) and ‘AGM VC/OAVM’ user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Mohammed Shanoor, Assistant Manager, KFintech at the email ID evoting@kfintech.com or on phone No.: 040-6716 2222 or call KFintech’s toll free No.: 1800 309 4001 for any further clarifications / technical assistance that may be required.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.****ITEM NO. 3:**

Members of the Company at the 21st Annual General Meeting held on 30th September, 2024 approved the appointment of M/s. Valawat & Associates, Chartered Accountants (Registration No. 003623C) as the Auditors of the Company to hold office for a term of 1 (one) year from the conclusion of said Annual General Meeting till the conclusion of ensuing 22nd Annual General Meeting to be held in the year 2025. M/s. Valawat & Associates will complete their present term on conclusion of ensuing Annual General Meeting.

The Board of Directors of the Company (“the Board”), at its meeting held on 18th August, 2025 has considered the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company for re- appointment of M/s. Valawat & Associates, Chartered Accountants (Registration No. 003623C) as Statutory Auditors of the Company for a term of 5 (Five) years from the conclusion of this 22nd Annual General Meeting (AGM) until the conclusion of the 26th AGM to be held in the year 2030, at such remuneration as may be mutually agreed between the Board of Directors/ Audit Committee of the company in consultation with the Statutory Auditors.

M/s. Valawat & Associates is a firm of Chartered Accountants (CA Priyansh Valawat being the Partner) registered with The Institute of Chartered Accountants of India (ICAI) bearing ICAI Firm Registration No. 003623C. The firm was established in the year 1987 and rendering un-interrupted value-added services to the incorporated bodies, reputed business houses and High Net worth (HNI) individuals. There are 4 partners namely Mr. Narendra Kumar Valawat, Mr. Jinendra Jain, Mr. Rajnish Karnawat and Mr. Priyansh Valawat. It has strength of 15 employees. M/s. Valawat & Associates has head office at Udaipur, Rajasthan and Branch Office at Mumbai, Maharashtra.

The Partners of the firm are well experienced in field of audit, taxation, company law matters, Central Excise, Custom Laws, Sales tax and Project financing. Firm has served many manufacturing and trading industries over the years some of major industries are as: NBFC, Insurance Sector, Chemical Industries, Education Industries, Retail & Consumer Industries, Media & Entertainment Sector, Construction Sector, Hospitality Sector, Technology Sector and Banking Sector. The firm has been providing diverse and specialized services in the following areas:

- Review & setting up of systems and procedures with adequate internal controls and preparation of operational manual for various departments of an organization;
- Management audit/ internal audit & statutory audit of the industry;
- Financial and Management consultation;

•Taxation matters including tax consultation, appearance for assessment, appeal, etc., Corporate & mercantile law consultation.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 3 of the Notice of the 22nd AGM.

The Board recommends the passing of Ordinary Resolution as set out at Item No. 3 of the accompanying Notice for member's approval

Item No. 4:

The Board of Directors at their meeting held on 18th August, 2025 has approved the appointment of M. K. Saraswat & Associates LLP to conduct secretarial audit in accordance with the provisions of Section 204(1) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a term of 5 (Five) Consecutive years from the financial year 2025-2026 till 2029-2030.

M. K. Saraswat & Associates LLP, is a peer reviewed firm. The firm is professionally managed and currently based at Mumbai. The firm provides comprehensive Legal, Secretarial and Management Advisory Services in the field of Corporate Laws, SEBI Laws, RBI Laws, Listing Regulations, Business Management, IPO, Mergers & Acquisition, etc.

M. K. Saraswat Associates LLP have confirmed that they are eligible for appointment as Secretarial Auditors, are free from any disqualifications, are working independently and maintaining arm's length relationship with the Company.

Accordingly, the Board recommends the passing of Resolution as set out in the Item No. 4 of the Notice with respect to appointment of secretarial auditors for a period of 5 years from the financial year 2025-2026 till 2029-30 as set out at Item Nos. 4 for approval by the Shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for his respective appointment, is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

**For and on Behalf of the Board of Directors
Benchmark Computer Solutions Limited**

**Hemant Muddanna Sanil
Chairman & Managing Director
(DIN: 01245532)**

**Date: 18/08/2025
Place: Mumbai**