

NOTICE is hereby given that the 35th Annual General Meeting of the Members of BNK Capital Markets Limited ('Company') will be held on Friday, the 17th of December, 2021 at 04:00 P.M. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') to transact the following businesses:

Ordinary Business:**Item No. 1****To Consider and adopt:**

- a) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2021 and the reports of the directors and auditors thereon; and
- b) Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021 and the reports of the auditors thereon.

Item No. 2

To declare dividend of Rs. 2.50/- per equity share for the financial year ended March 31, 2021.

Item No. 3

To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if, thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, the appointment of M/s. Santosh Choudhary & Associates, Chartered Accountants, (Registration No. 323720E) be and is hereby ratified as Auditors of the Company, to hold office from the conclusion of 35th Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

Special Business:**Item No. 4**

Appointment of Mr. Harish Toshniwal as a Non- Executive Director:

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as may be in force from time to time, Articles of Association of the Company, Mr. Harish Toshniwal (DIN:00060722), who was appointed by Board of Directors, as an Additional Director of the Company with effect from August 23, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the registrar of companies."

Item No. 5

Appointment of Mr. Sunil Bhandari as a Non- Executive Director:

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as may be in force from time to time, Articles of Association of the Company, Mr. Sunil Bhandari (DIN:00052161), who was appointed by Board of Directors, as an Additional Director of the Company with effect from August 23, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the registrar of companies."

Item No. 6

Appointment of Mr. Sunil Kumar Sangneria as a Non- Executive Director:

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as may be in force from time to time, Articles of Association of the Company, Mr. Sunil Kumar Sangneria (DIN:03569648), who was appointed by Board of Directors, as an Additional Director of the Company with effect from August 23, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the registrar of companies."

Item No. 7

Appointment of Ms. Rusha Mitra as an Independent Director:

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

"RESOLVED THAT Ms. Rusha Mitra (DIN: 08402204) who was appointed as an Additional Director of the Company with effect from 23rd August, 2021 by the Board of Directors and holds office up to the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Ms. Rusha Mitra as a candidate for the office of director, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") 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)

read with Schedule IV to the Act, and pursuant to recommendations of the Nomination & Remuneration Committee and the Board, Ms. Rusha Mitra, who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years with effect from August 23, 2021 not liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the registrar of companies."

Item No. 8

Appointment of Mr. Trivikram Khaitan as an Independent Director:

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

"RESOLVED THAT Mr. Trivikram Khaitan (DIN: 00043428) who was appointed as an Additional Director of the Company with effect from 12th November, 2021 by the Board of Directors and holds office up to the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Mr. Trivikram Khaitan as a candidate for the office of director, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") 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) read with Schedule IV to the Act, and pursuant to recommendations of the Nomination & Remuneration Committee and the Board, Mr. Trivikram Khaitan, who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years with effect from November 12, 2021 not liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the registrar of companies."

Item No. 9

Appointment of Mr. Kedarisetty Naga Mahesh Kumar as an Independent Director:

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

"RESOLVED THAT Mr. Kedarisetty Naga Mahesh Kumar (DIN: 00176969) who was appointed as an Additional Director of the Company with effect from 12th November, 2021 by the Board of Directors and holds office up to the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Mr. Kedarisetty Naga Mahesh Kumar as a candidate for the office of director, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") 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) read with Schedule IV to the Act, and pursuant to recommendations of the Nomination & Remuneration Committee and the Board, Mr. Kedarisetty Naga Mahesh Kumar, who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years with effect from November 12, 2021 not liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the registrar of companies."

By Order of the Board of Directors

Ankita Poddar
Company Secretary
(Membership No. A 53978)

Registered Office:
Duncan House,
31, Netaji Subhas Road,
Kolkata- 700001
Dated: 12th November, 2021

Notes

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. An explanatory statement pursuant to Section 102 (1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.