



26th ANNUAL REPORT 2019-20

Betala Global Securities Ltd.

BOARD OF DIRECTORS:

Mr. Roop Chand Betala	Chairman
Mr. Rajiv P Udani	Independent Director
Mr. S Sasikumar	Independent Director
Mrs. Mrs.Nydia Ashley Dias	Independent Director

COMPLIANCE OFFICER: Mr. Pranav Brahmbhatt

CIN : L65191TN1994PLC029073

REGISTERED OFFICE:

No-24, Revanier Street, Sowcarpet,
Chennai, Tamilnadu- 600079
Telephone : 044 - 25359854

CORPORATE OFFICE:

**No.4D, Calcot House, Tamarind Lane,
Fort, Mumbai – 400 023.**
Telephone : 022 - 22815433

WEBSITE: www.betala.net

AUDITORS:

M/s. Lily & Geetha Associates, Chartered Accountants, Chennai

REGISTRAR AND TRANSFER AGENT:

Sharex Dynamic India Pvt Ltd.
17/B, Dena Bank Bldg., 2nd Floor,
Horniman, Circle, Fort, Mumbai-400001.
Telephone: 022-22702485,
Fax: 022-22641349

betala GLOBAL SECURITIES LIMITED

Registered Office: No.24, Ravanier Street, Chennai – 600 003.
Corporate Office: 4D, Calcot House, Tamarind Lane, Fort, Mumbai – 400 023.
CIN: L65191TN1994PLC029073
www.betala.net | roopchand@betala.net

NOTICE

NOTICE is hereby given that the **TWENTY-SIXTH ANNUAL GENERAL MEETING** of **BETALA GLOBAL SECURITIES LIMITED** will be held on Tuesday, 29th September 2020 at 10.30a.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at No.24, Ravanier Street, Chennai – 600 003.

ORDINARY BUSINESS:

1. Adoption of financial statements

To receive, consider and adopt the Audited financial statements of the Company for the year ended 31st March 2020 and the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. Approval of change in designation of Mr. Roop Chand Betala (DIN: 02128251) from Director to Chairman and Managing Director

To consider and, if thought fit, pass the following resolution as Special Resolution:

“RESOLVED that, pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of Articles of Association of the Company, consent of the members is hereby accorded to the change of designation of Mr. Roop Chand Betala (DIN: 02128251) from Director to Chairman and Managing Director of the Company and Mr. Roop Chand Betala is to hold his office for a period of five consecutive years commencing from 26th August 2020 to 25th August 2025 on

such terms and conditions approved by the Nomination and Remuneration Committee and the Board, as are provided in the Explanatory Statement annexed hereof;

RESOLVED FURTHER that, in the event of the Company having no profits or inadequate profits, in any financial year, Mr. Roop Chand Betala will not be entitled to payment of remuneration.

RESOLVED FURTHER that, the Board of Directors of the company be and is hereby authorized to take all such steps as may be necessary, proper, and expedient to give effect to the resolution.”

By Order of the Board,
For **Betala Global Securities Limited**

Date: 26th August 2020

Roop Chand Betala
Chairman cum Director

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.2:

The Board of directors at their Meeting held on 26th August 2020, approved the appointment by change of designation of Mr. Roop Chand Betala (DIN: 02128251) from Director to Chairman and Managing Director, subject to approval of members at general meeting. The terms of appointment of Mr. Roop Chand Betala as recommended by the Nomination and Remuneration Committee, and accepted by the Board and Mr. Roop Chand Betala are as follows:

(i) Tenure: Five years (From 26th August 2020 to 25th August 2025);

(ii) Remuneration:

No remuneration will be payable till the Company turns profitable. The remuneration will be decided afterwards.

(iii) Reimbursement of expenses:

Expenses incurred for travelling, boarding, and lodging during business trips shall be reimbursed at actuals and not considered as perquisites.

(iv) Minimum Remuneration:

In the event of the Company having no profits or inadequate profits, in any financial year, Mr. Roop Chand Betala will not be entitled to payment of remuneration.

(v) General:

- (a) The Chairman and Managing Director shall perform duties in accordance with the Articles of Association of the Company and the powers delegated by the Board of Directors of the Company.
- (b) The Chairman and Managing Director shall devote attention to the Management of the Company and carry out such other duties as may be entrusted upon from time to time.
- (c) The provisions of Code of Conduct of the Company shall be deemed to have been incorporated into the Letter by reference and the Managing

Director shall abide by the provisions of the Code of Conduct of the Company in spirit and in letter and commit to assure its implementation. The Company has also received a notice from Mr. Roop Chand Betala under Section 160 of the Act, 2013, proposing his candidature for the office of Chairman and Managing Director of the Company.

The Memorandum and Articles of Association, relevant resolutions passed by the Nomination cum Remuneration Committee and the Board and letter of appointment setting out the terms of appointment of Chairman and Managing Director under Section 190(1)(b) are available for inspection at the Registered Office of the company.

The Board of Directors recommends for consent of members by way of special resolution as set out in item no:2.

Mr. Roop Chand Betala is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in this resolution set out at item no.2.

By Order of the Board,
For **Betala Global Securities Limited**

Date: 26th August 2020

Roop Chand Betala
Chairman cum Director

DETAILS PURSUANT TO REGULATION 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS IN RESPECT OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT.

Mr.Roop Chand Betala

Age	:	57 years
Qualifications & Experience	:	Graduate and 30+ years of experience in Investment banking.
Terms and Conditions of appointment or reappointment	:	No salary will be paid till the company makes absolute profit.
Last Drawn Remuneration	:	NIL
Date of first appointment on the Board	:	27/10/1994
No. of Shares held	:	118600
Relationship with Directors, Managers & KMP	:	Not related
Number of Board Meetings attended during FY	:	Four
Other directorship	:	1 (One)
Chairman/Member of the Committees of the Boards of other Companies	:	NIL

Notes:

1. Members may be aware that in view of the continuing restrictions on the movement of persons at several places in the country due to COVID 19 global pandemic, Ministry of Corporate Affairs, Government of India ("MCA") has, vide its Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively, permitted Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM). Accordingly, the Annual General Meeting of the members of the Company shall be conducted in virtual mode i.e., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") ('Virtual AGM'), as per the guidelines issued by the MCA. The deemed venue of this meeting shall be the Registered Office of the Company at No.24, Ravanier Street, Chennai – 600003.

Central Depository Services (India) Limited ('CDSL') will be providing facility for voting through remote e-voting. The Company will be providing a system for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in Note No.20 below and is also available on the website of the Company at www.betala.net.

2. Members are hereby informed that the Twenty-Sixth Annual General Meeting of the Company shall be conducted in virtual mode i.e., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and there will be no physical meeting of the shareholders taking place at a common venue and physical presence of the members has been dispensed with to participate and vote in the Sixth Annual General Meeting through VC / OAVM.
3. As the AGM is being conducted through virtual mode i.e., VC / OAVM, the facility for appointment of proxies by the members will not be available for this Annual General Meeting and hence the proxy form, attendance slip and Route map are not annexed to this Notice.

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. Members holding shares in physical form or those who have not registered their e-mail IDs will be allowed to take part in the remote e-voting or through the e-voting

system during the Annual General Meeting in virtual mode as per the procedure detailed in Note No. 20 below.

5. Explanatory Statement as required by Section 102 of the Companies Act, 2013 in respect of the special business to be transacted at this AGM is annexed.
6. Details pursuant to Secretarial Standard on General Meetings (SS 2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment / reappointment at the Annual General Meeting are annexed.
7. In case of joint holders attending the Annual General Meeting in virtual mode, only such joint holder who is higher in the order of names as per the Register of Members of the Company, will be entitled to attend and vote.
8. Corporate Members intending to authorise their representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend the AGM through VC / OAVM and cast their votes through e-voting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2020 to 29.09.2020 (both days inclusive).
10. Members are requested to contact the Registrar and Share Transfer Agent (RTA) for all matters connected with the Company's shares.
11. Members holding shares in physical form are requested to notify change of address, if any, to the RTA. Members holding shares in physical form in more than one folio are requested to write to the RTA enclosing their Share Certificates for consolidation of their holdings into one folio.

Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.

12. The Ministry of Corporate Affairs, vide its notification dated May 7, 2018, has done away with the requirements to place the matter relating to appointment of Auditors for ratification by the members at every Annual General Meeting (AGM). Accordingly, no resolution is proposed at the AGM for ratification of appointment of

M/s. Lily & Geetha Associates, Chartered Accountants, Statutory Auditors, who were appointed in the AGM held on 19.09.2017 for a period of five years, i.e., till 28th AGM to be held.

13. Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is / are entitled to nominate, in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility may submit nomination in the prescribed Form SH-13 with the Company / RTA. In respect of shares held in dematerialized form, Members may submit their nomination form with their respective Depository Participants.
14. Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-attested photocopy of PAN Card of the claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission / transposition, is mandatory.
15. In accordance with the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and in view of prevailing situation on account of COVID 19 and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent only by email to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.
16. The Annual Report containing the said documents including Notice of AGM is also available on the Company's website www.betala.net and on the website of CDSL www.evotingindia.com. from where it can be downloaded. Shareholders may please note that no physical / hard copy of the aforesaid documents will be sent by the Company
17. Members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s), if the shares are held in