



B.N.RATHI
SECURITIES LIMITED

POSTAL BALLOT NOTICE

B. N. Rathi Securities Limited

CIN: L65993TG1985PLC005838

Regd.Off6-3-652, IV Floor, Kautilya Amrutha Estates.

Somajiguda, Hyderabad-500082; Ph: 040 40527777

Website: www.bnrsecurities.com Email: compliance@bnrsecurities.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

E-Voting Starts on	E-Voting Ends on
Thursday, February 20, 2025 at 9.00 AM IST	Friday, March 21, 2025 at 5.00 PM IST

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**) (including any statutory modifications or reenactment thereof for the time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**‘Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**‘SS- 2’**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the **‘MCA Circulars’**) and other applicable laws and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), to transact the special business as set out hereunder by passing a special / ordinary resolution, by way of postal ballot through voting by electronic means.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the appended Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (**‘Notice’**). In terms of the requirements specified in the MCA Circulars, B N Rathi Securities Limited(**‘Company’**) is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members to enable them to cast their votes electronically instead of submitting the postal ballot form physically. The Company has engaged the services of KFin Technologies Limited (**‘KFINTECH’**) for the purpose of providing remote e-voting facility. The



Members are requested to read the instructions in the Notes appended to this Notice to cast their vote electronically. The Notice is also available on the website of the Company at www.bnrsecurities.com. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR/YES) or dissent (AGAINST/NO) by following the procedure as stated in the Notes forming part of this Notice for casting of votes by remote e-voting not later than **5.00 p.m. (IST) on Friday, March 21, 2025**. The remote e-voting facility will be disabled by KFINTECH immediately thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on 11.02.2025, has appointed Mr. S. Sarweswara Reddy, Practicing Company Secretary (Membership No. ACS 12619, CP No. 7478) as Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner and he has communicated his acceptance to be appointed and he will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Based on the Scrutinizer's Report, the results of remote e-voting will be announced on or before 22.03.2025, The declared Results along with Scrutinizer's Report will be available forthwith on the Company's website at - www.bnrsecurities.com and on KFINTECH website at <https://evoting.kfintech.com> and will also be communicated to the BSE Limited, being the stock exchange where equity shares of the Company are listed. Further, the same shall also be displayed for three days on the notice board of the Company at its Registered Office.

You are requested to record your assent or dissent only by means of e-voting system provided by the Company.

The Board of Directors in their meeting held on Tuesday 11th February, 2025 sought to seek the member's approval by way of Postal Ballot/ E-Voting for the items listed in this Notice.

ITEM NO. 1: Appointment of Mrs. Dhanalakshmi Guntaka (09363100) as Independent Director of B N Rathi Securities Limited.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 including other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') [including any statutory amendment(s), modification(s) and/ or re-enactment(s) thereof, for time being in force], pursuant to the provisions of the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Mrs. Dhanalakshmi Guntaka (09363100)** who was appointed as an Additional Director (in independent capacity) of the Company with effect from February 11, 2025, meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations 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 a Director of the Company, be and is hereby appointed as an Independent Director of the Company,



not liable to retire by rotation, to hold office for a period of five years with effect from, February 11, 2025.”

“RESOLVED FURTHER THAT Mr. Hari Narayan Rathi, Managing Director or Mr. Chetan Rathi, Whole Time Director & CFO or Mrs. G Sabitha Reddy, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the appointment of Mrs. Dhanalakshmi Guntaka as an Independent Director of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

Yours faithfully,

**By Order of the Board
For B N Rathi Securities Limited**

**Sd/-
G Sabitha Reddy
Company Secretary and Compliance Officer
ACS: 38471**

Hyderabad, dated this 11th day of February 2025

NOTES

An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolution in respect of the businesses set out above is annexed hereto.

CUT-OFF DATE

1. **The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is 14th February, 2025 (hereinafter referred to as the “Cut-off Date”).** A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories for fully paid-up shares and partly paid-up shares as on the Cut-off Date only, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

DISPATCH OF POSTAL BALLOT NOTICE

2. This Postal Ballot Notice is being sent in electronic form to all the shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off Date and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFin.
3. Shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off date will only be considered eligible for the purpose of e-voting and such shareholders are requested to record their assent or dissent through remote e-voting facility only and **hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.**
4. A copy of this Postal Ballot Notice, Explanatory Statement and remote e-voting instructions are available on the Company’s website (www.bnrsecurities.com), KFin’s weblink at (<https://evoting.kfintech.com>) and also on the website of BSE Limited (www.bseindia.com).
5. Shareholders who have still not registered their email IDs are requested to do so at the earliest as under:
 - Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023, all holders of physical securities in listed companies shall register the postal address along with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by clicking on the link <https://ris.kfintech.com>/ Form ISR-1 and the supporting documents can be provided by any one of the following modes:
 - a) Through ‘In Person Verification’ (IPV), the authorised person of KFin shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials;
 - b) Through hard copies which are self-attested, which can be shared on the address of KFin;



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c) Through electronic mode with e-sign by following the link <https://ris.kfintech.com/clientservices/isc/default.aspx>.

Detailed FAQs are available on KFin's weblink <https://ris.kfintech.com/faq.html>.

- Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.
- Shareholders are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / KFin to enable servicing of notice, annual reports, other documents in electronic form.
- Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further, the documents served through email are available on the Company's website (www.bnrsecurities.com) and are also available for inspection at the Registered Office and Corporate Office of the Company during specified business hours.

REMOTE E-VOTING:

6. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolution electronically ("remote e-voting"). KFin will provide the remote e-voting facility to enable the shareholders to exercise their right to vote on resolution proposed to be considered through this Postal Ballot Notice by electronic means.
7. **The remote e-voting period commences on 20th February, 2025 (9.00 a.m. IST) and closes on 21st March, 2025 (5.00 p.m. IST).** During this period, the shareholders of the Company holding fully paid-up and partly paid-up shares, either in physical form or in demat form, as on the **Cut-off Date** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
8. **The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date.**
9. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for e-voting.
10. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of

Depositories / Depository Participant(s) (“DP”). The detailed procedure for remote e-voting is given below.

11. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider (“ESP”), i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID with their DPs to access the e-voting facility.





12. **The procedure for remote e-voting is as under:**

I) **Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode**

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. iii. A new page will open, Enter the existing user id and password for accessing IDeAS. iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. v. Click on company name, i.e. ‘B.N. Rathi Securities Limited’, or e-voting service provider, i.e. KFin. vi. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period and voting during the Meeting. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name, i.e. B N Rathi Securities Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the Meeting.



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Type of member	Login Method
	<p>C. NSDL Mobile APP</p> <p>i) Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <p style="text-align: center;"> </p>
Individual members holding securities in demat mode with CDSL	<p>A. Instructions for existing users who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com</p> <p>ii. Click on New System MyEasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Enter the registered user ID and password for accessing Easi / Easiest.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast vote without any further authentication.</p> <p>B. Instructions for users who have not registered for Easi / Easiest</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/home/login for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no.A above to cast vote.</p> <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <p>i. Visit www.cdslindia.com</p> <p>ii. Provide demat Account Number and PAN</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., ‘B N Rathi Securities Limited’ or select KFin.</p> <p>v. Members will be re-directed to the e-voting page of KFin to cast vote without any further authentication.</p>
Individual members login through their demat accounts / Website of	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <p>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, members will be able to view e-voting option.</p>



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Type of member	Login Method
Depository Participant(s)	<ul style="list-style-type: none"> iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against B N Rathi Securities Limited or KFin. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.
<p><u>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.</u></p>	
<p><u>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</u></p>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II) Method of login / access to KFin e-voting system in case of individual members holding shares in physical mode and non-individual members in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ul style="list-style-type: none"> i. Launch internet browser by typing the URL: https://evoting.kfintech.com/ ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. iii. After entering these details appropriately, click on “LOGIN”. iv. Members will now reach password change Menu wherein they are required to mandatorily change the 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 the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share



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Type of member	Login Method
	<p>their password with any other person and that they take utmost care to keep their password confidential.</p> <p>v. Members would need to login again with the new credentials.</p> <p>vi. On successful login, the system will prompt the member to select the “EVEN”, i.e. ‘B N Rathi Securities Limited and click on “Submit”.</p> <p>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, a member 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. A member may also choose the option ABSTAIN. If a 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.</p> <p>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>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.</p> <p>x. Members may then cast their vote by selecting an appropriate option and click on “Submit”.</p> <p>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).</p> <p>xii. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to ssrfes@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “B N Rathi Securities Limited ”.</p>
Members whose email IDs are not registered with the Company / Depository Participants(s)	<p>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice of Meeting and e-voting instructions cannot be serviced</p> <p>i. Members, who have not registered their email address may send an email request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice and e-voting instructions.</p> <p>ii. After receiving the e-voting instructions, please follow all the above steps to cast vote by electronic means.</p> <p>iii. It is clarified that for permanent registration of the email address,</p> <ul style="list-style-type: none">Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No.SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address along with PIN for their corresponding folio numbers. It shall be



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Type of member	Login Method
	<p>mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by clicking on the link https://ris.kfintech.com/clientservices/isc/isrforms.aspx. Form ISR-1 and the supporting documents can be provided by any one of the following modes:</p> <ol style="list-style-type: none">Through 'In Person Verification' (IPV), the authorised person of KFin shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials;Through hard copies which are self-attested, which can be shared on the address of KFin;Through electronic mode with e-sign by following the link https://ris.kfintech.com/clientservices/isc/default.aspx. Detailed FAQs are available on KFin's weblink https://ris.kfintech.com/faq.html. <ul style="list-style-type: none">Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.

III) Method for obtaining User ID and password for shareholders who have forgotten the User ID and password

<p>Members who have forgotten the User ID and password or any person who acquires shares of the Company and becomes a member after despatch of the Notice and holding shares as on Cut-off date</p>	<p>Members who have forgotten the User ID and password or any person who acquires shares of the Company and becomes a member after despatch of the Notice and holding shares as on Cut-off date, may obtain / retrieve the same in the manner mentioned below:</p> <ol style="list-style-type: none">If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE> IN12345612345678 Example for CDSL: MYEPWD<SPACE> 1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through remote e-voting.Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.
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13. In case of any queries, the shareholders may refer the Frequently Asked Questions (FAQs) and e-voting User Manual available at the download section of <https://evoting.kfintech.com>. In case of any queries / concern / grievances, the shareholders may contact Mr. Ganesh Chandra Patro, Depy. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Rangareddi-500032, Telangana India, at email: inward.ris@kfintech.com; 1-800-309-4001 (toll free).

**By Order of the Board
For B N Rathi Securities Limited**

**Sd/-
G Sabitha Reddy
Company Secretary and Compliance Officer
ACS: 38471**



EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013]

ITEM NO. 1: Appointment of Mrs. Dhanalakshmi Guntaka (09363100) as Independent Director of B N Rathi Securities Limited

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee appointed, **Mrs. Dhanalakshmi Guntaka** as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a period of five years with effect from 11th February 2025, subject to the approval of the Members.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director be appointed to hold office for a term up to five consecutive years on the Board of a Company subject to passing of a special resolution by the Shareholders of the Company within three months of appointment as Director.

Mrs. Dhanalakshmi Guntaka is a Chartered Accountant with 15 years of experience in the field. She is currently a Partner at D A Y & Associates, where she specializes in a wide range of auditing services. Her expertise lies in Audit Planning and the execution of audits for companies in the Retail and Manufacturing sectors. Additionally, she handles Concurrent and Statutory Audits of Banks and Stock Audits, showcasing her versatility in the financial domain.

Beyond her auditing career, Mrs. Dhanalakshmi Guntaka also serves as an Independent Director for three prominent companies: Sigachi Industries Ltd, Arunjyoti Bio Ventures Ltd, and Trimax Bio Sciences Private Limited. Her leadership and governance roles in these companies reflect her in-depth industry knowledge and commitment to corporate excellence.

The Board has determined that the appointment of Mrs. Dhanalakshmi Guntaka, would be beneficial to the Company to avail her services as a Non-Executive Independent Director on the Board of the Company.

In the opinion of the Board, Mrs. Dhanalakshmi Guntaka is a person of integrity and fulfils the conditions specified in the Act and the rules framed thereunder for appointment as a Non-Executive Independent Director and she is Independent of the Management.

The Company has received declarations from Mrs. Dhanalakshmi Guntaka, stating that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations and further that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. She has given her consent to act as a Director of the Company.

In terms of the proviso to Section 160(1) of the Act, the Board recommends the Resolution set out in Item No. 1 of the accompanying postal ballot notice for the approval by the Members of the Company as a Special Resolution.

Except Mrs. Dhanalakshmi Guntaka, none of the Directors, or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

Additional Information for Resolution no. 1: Details of Director seeking Appointment

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings

Name of the Director	Mrs. Dhanalakshmi Guntaka
DIN	09363100
Date of Birth	05/03/1978
Age	47 Yrs
Date of first appointment on the Board	11th February, 2025
Qualifications	Mr. Dhanalakshmi Guntaka is a Chartered Accountant with 15 years of experience in the field.
Expertise in specific functional areas and Skills and capabilities required for the role and the manner in which the Directors meet the requirements	She is currently Partner at D A Y & Associates
Terms and conditions of appointment	Mr. Dhanalakshmi Guntaka was appointed an Additional Director in Independent Category w.e.f 11 th February, 2025 and will be appointed for 5 years from the date of appointment subject to approval of the shareholders whose terms of appointment shall be as prescribed under sec. 149 and Schedule IV of Companies Act, 2013 read with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Details of remuneration last drawn	Not Applicable
Details of remuneration sought to be paid	The remuneration payable to Mr. Dhanalakshmi Guntaka shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Nomination and Remuneration Policy of the Company.
Directorships in other listed Companies (excluding foreign companies)	2
Membership/ Chairpersonship of Committees in other listed companies (excluding foreign companies)	5
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	None



B.N.RATHI
SECURITIES LIMITED

No. of Board Meetings attended during FY 2024-25	Not Applicable
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
No. of shares held:	None
(a) Own	-
(b) For other persons on a beneficial basis	-

**By Order of the Board
For B N Rathi Securities Limited**

**Sd/-
G Sabitha Reddy
Company Secretary and Compliance Officer
ACS: 38471**