



B.N. RATHI SECURITIES LIMITED

Corporate Member : NSE, BSE & MCX-SX
Depository Participant of Central Depository Service (I) Ltd.

CIN : L65993AP1985PLC005838

REGISTERED OFFICE : # 6-3-652, IV Floor "Kautilya"
Amrutha Estates, Somajiguda, Hyderabad - 500 082
Tel : 040 - 30527777, 30727777, Fax : 040 - 30526283
e-mail : bnrsl@bnrsl.com, www. bnrsecurities.com

To,

Date: 17.06.2014

The Shareholders/Members
B.N. Rathi Securities Limited
Hyderabad

Dear Sir/Madam,

Sub: Notice u/s 140 of the Companies Act, 2013 for appointment of Seshachalam & Co., Chartered Accountants, as Statutory Auditors in place of retiring Auditors .M/s Kalyandas & Co., Chartered Accountants

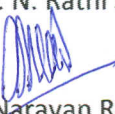
With reference to the subject cited, we bring to your kind notice that the Company has received a notice dated 14.06.2014 from Vallab Dass Ramani proposing for the appointment of Seshachalam & Co, Chartered Accountants, Hyderabad as Auditors in place of M/s Kalyandas & Co, Chartered Accountants who are retiring in the ensuing Annual General Meeting.

Please find attached the following along with the annual report for the financial year 2013-14 including the notice of Annual General Meeting scheduled to be held on Saturday, 12.07.2014 at 10.00 a.m. at Hotel Inner Circle, Raj Bhavan Road, Somajiguda, Hyderabad- 500082.

- i) Letter from Vallab Dass Ramani dated 14.06.2014 u/s 140 of the Companies Act, 2013 for proposing for the appointment of Seshachalam & Co, Chartered Accountants, Hyderabad as Auditors in place of M/s Kalyandas & Co, Chartered Accountants.
- ii) Text of the proposed resolution for appointment of Auditors .
- iii) Letter dated 10.06.2014 received from Seshachalam & Co, Chartered Accountants, Hyderabad confirming the eligibility for appointment as auditors of the Company.

Thanking you.

Yours faithfully,
For B. N. Rathi Securities Limited


Hari Narayan Rathi
Managing Director

Encl: as above

From:

Date: 14.06.2014

Vallab Dass Ramani
3-3-793, Kutbiguda
Kachiguda,
Hyderabad-500027

To,

The Board of Directors
B. N. Rathi Securities Limited
Hyderabad

Dear Sir/s,

Sub: Notice under section 140 of the Companies Act, 2013 for appointment of auditors M/s Seshachalam & Co, Chartered Accountants, in place of M/s Kalyandas & Co. Chartered Accountants.

This has in reference to your communication dated 29th May, 2014 to BSE Limited with respect to closing Register of Members for the purpose of dividend and Annual General meeting for the financial year 2013-14.

I, would like to inform that I have 54,639 Equity Shares constituting 2.17% of the total paid up capital of the company and in reference to the provisions of section 140 read with the provisions of section 115 of the Companies Act, 2013, I hereby give a notice that Seshachalam & Co, Chartered Accountants of Hyderabad be appointed in place of M/s Kalyandas & Co. Chartered Accountants, the retiring auditors of the company.

I hereby submit resolution for approval at the ensuing annual general meeting.

You are requested to please do the needful as per provisions of the Companies Act, 2013.

Thanking you.

Yours faithfully


(Vallab Dass Ramani)

Folio No : BNR100404

Encl.: 1. Draft of the resolution (Annexure 1)
2. Eligibility letter given by M/s. Seshachalam & Co., Chartered Accountants (Annexure 2)

ANNEXURE 1

TEXT OF THE RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 140 of the Companies Act, 2013 and the rules made thereunder, M/s Seshachalam&Co., Chartered Accountants (FRN:003714S) of Hyderabad be and are hereby appointed as the auditors of the company in place of the retiring auditors M/s Kalyandas & Co., Chartered Accountants to hold office of the auditors from the conclusion of this annual general meeting (2013-14) till the conclusion of the Twenty Ninth consecutive AGM (subject to the ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors."



Seshachalam & Co.
Chartered Accountants

To,

Date: 10.06.2014

The Board of Directors,
B.N. Rathi Securities Limited,
Hyderabad.

Reg.: Appointment as Statutory Auditor of your Company "Consent and Eligibility"

Dear Sir,

Further to the discussions, Mr. VALLAB DASS RAMANI, shareholder of M/s B.N. Rathi Securities Limited had with me, we hereby confirm our consent and eligibility in terms of Section 140 read with Sections 139 & 141 of the Companies Act, 2013 for being appointed as Statutory Auditors of the Company.

We, also declare that:

- (a) we are eligible for appointment and are not disqualified for appointment under the Section 141 of Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules or regulations made there under;
- (b) the proposed appointment is as per the terms provided under the Act;
- (c) the proposed appointment is within the limits laid down by or under the authority of the Act;
- (d) there are no proceedings pending with respect to professional matters of conduct, against our firm or any partner of our firm

Thanking you.

Yours sincerely,
For Seshachalam & Co
Chartered Accountants
FRN: 003714S

T. Bharadwaj
Partner
Membership No. 201042