

**B.N. RATHI SECURITIES LIMITED**

CIN : L65993TG1985PLC005838

Corporate Member : NSE / BSE / MCX

Depository Participant of Central Depository Service (I) Ltd.

REGISTERED OFFICE : # 6-3-652, IV Floor, "Kaulitya"
Amrutha Estates, Somajiguda, Hyderabad - 500 082
Tel : 040 - 40527777, 40727777, Fax: 040-40526283
bnrsl@bnrsecurities.com www.bnrsecurities.com

To,

Date: 13.08.2020

BSE Limited

P. J. Towers, Dalal Street

Mumbai - 400 001

Dear Sir/ Madam,

Sub: 34th Annual General Meeting (AGM) and Voting Results - B.N. Rathi Securities Limited
Ref: Scrip Code: 523019

With reference to the subject cited above, this is to inform the Exchange that 34th Annual General Meeting of B.N. Rathi Securities Limited was held on 13.08.2020 at 10.00 A.M. through video conference.

In this regard, Please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure - I**
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure - II**.
- (3) Report of Scrutinizer dated August 13, 2020 Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure - III**.

The Voting Results of the 34th Annual General Meeting ('AGM') is available on the company's website: www.bnrsecurities.com

The Meeting concluded at 10.40 A.M

This is for the kind information and records of the Exchange, please.

Thanking you.

Yours faithfully,

For B.N. Rathi Securities Limited

Hari Narayan Rathi
Managing Director
(DIN: 00010968)





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Date: 13.08.2020

To,

BSE Limited,
Phiroze Jeejobhoy Towers,
Dalal Street,
Mumbai-400001

Dear Sir/Madam,

Sub: Voting Results of Annual General Meeting

Unit: B.N. RATHI SECURITIES LIMITED

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 2015.

With reference to the captioned subject, please find enclosed details of voting results at the 34th Annual General Meeting of the company held on 13th August, 2020 pursuant to regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 2015.

This is for the information of the records of the exchange please.

Thanking You

Yours faithfully,

For B.N. RATHI SECURITIES LIMITED

Hari Narayan Rathi
Managing Director
(DIN: 00010968)





B.N. RATHI SECURITIES LIMITED

CIN : L65993TG1985PLC005838

Corporate Member : NSE / BSE / MCX

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REGISTERED OFFICE : # 6-3-652, IV Floor, "Kavallitya"

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Annexure – 1

Summary of proceedings of the 34th Annual General Meeting:

The 34th Annual General Meeting (AGM) of the Members of B.N. Rathi Securities Limited ('the Company') held on Thursday, August 13, 2020 at 10.00 A.M (IST) through Video conference /Other audio visual means , in compliance with general circular no. 14/2020 and 20/2020 issued by Ministry of Corporate Affairs and other applicable provisions of the Companies Act 2013 and circulars issued by SEBI.

Mrs. Sabitha Company Secretary has initialed the process of meeting with a welcome to the members of the Company and introduced the Chairman and other members of the Board to the 34th Annual General Meeting held through Video conference. Also introduced Statutory Auditors and Secretarial Auditor to the Annual General Meeting held through video conference.

Shri Laxminiwas Sharma, Chairman of the company chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. The Chairman delivered his speech and extended the warm welcome to the members and directors participating in the meeting. With the permission of the members, the notice convening the meeting, Directors Report and Auditors Reports were taken as read since they were already circulated to the members .

The Chairman, in his speech gave an overview of the economic scenario, impact of COVID-19, and the financial performance of the Company for the financial year ended March 31, 2020.

The Company Secretary proceeded with the agenda and informed the members about the procedure to be followed for e-voting at the AGM. Further invited the members who had registered as speakers to speak / ask questions or express their views. The members who had registered as speakers expressed their views.

The Company Secretary instructed the moderator to keep the e-Voting window open for 15 minutes and requested the members who had not already cast their vote to cast the same.

M/s. S.S. Reddy & Associates, Practicing Company Secretaries represented by Mr. S. Sarveswar Reddy, Practicing Company Secretary were appointed as scrutinizers to scrutinize the process for remote e-voting & e-voting at AGM.

The Company Secretary read the agenda items for the information of members.

Ordinary Business:

1. Adoption of Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2020 and the reports of the Boards' and Auditor's thereon.
2. To confirm the payment of Interim Dividend of ₹1 per equity share already paid during the year as the Final Dividend for the Financial Year 2019-20.
3. To appoint a director in place of Mr. Chetan Rathi (DIN: 00536441) who retires by rotation and being eligible, offers himself for re-appointment.





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Special Business:

4. To authorise the Board to create charge / mortgage properties of the company under section 180 (1) (a) of the Companies Act, 2013

5. To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 50 crores

Clarifications were provided to the queries raised by the members by Mr. Hari Narayan Rath Managing Director of the Company.

Mr. Chetan Rath Executive Director Cum CFO extended vote of thanks to the Chairman, Board of Director and the members who participated at the meeting.

Further, it was informed to the shareholders that the results of e-voting shall be disseminated to the stock exchanges and also will be uploaded on the website of the Company.

This is for the kind information and records of the Exchange, please.

Thanking you,
For B.N. Rath Securities Limited

Hari Narayan Rath
Managing Director
(DIN: 00010968)



Voting Results:

Date of the AGM	13.08.2020
Total number of shareholders on record date	2975
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	3 24



1. Approval of financial statements for the year ended 31.03.2020:

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	2637419	2,637,419	100	2637419	0	100	0
	Electronic voting (e-voting at the AGM)							-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2637419	2,637,419	100	2637419	0	100	0
Public-Institutions	E- Voting		-	-	-	-	-	-
	Electronic voting (e-voting at the AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E- Voting	2402581	576360	23.9892	576360	0	100	0
	Electronic voting (e-voting at the AGM)		1	0.000	1	0	100	0



	Postal Ballot (if applicable)							
	Total		576361	23.9892	576361	0	100	0
Total		5040000	3213780	637655	3213780	0	100	0

2. To confirm the payment of Interim Dividend of '1 per equity share already paid during the year as the Final Dividend for the Financial Year 2019-20;

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2637419	2,637,419	100.0000	2,637,419	0	100.0000	0.0000
	Electronic voting (e-voting at the AGM)							
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2637419	2,637,419	100.0000	2,637,419	0	100.0000
Public-Institutions	E-Voting		-	-	-	-	-	-
	Electronic voting (e-voting at the AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	2402581	576,360	23.9892	576,360	0	100.0000	0.0000
	Electronic voting (e-voting at the AGM)		1	0.0000	1	0	100.0000	0.0000



	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		576,361	23.9892	576,361	0	100.0000	0.0000
Total		5,040,000	3,213,780	63.7655	3,213,780	0	100.0000	0.0000

3. To appoint a director in place of Mr. Chetan Rathi (DIN: 00536441) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2637419	2,637,419	100.0000	2,637,419	0	100.0000	0.0000
	Electronic voting (e-voting at the AGM)					-		-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,637,419	100.0000	2,637,419	0	100.0000	0.0000
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Electronic voting (e-voting at the AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	2402581	576,360	23.9892	576,360	0	100.0000	0.0000
	Electronic voting (e-voting at the AGM)		1	0.0000	1	0	100.0000	0.0000



	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		576,361	23.9892	576,361	0	100.0000	0.0000
Total		5,040,000	3,213,780	63.7655	3,213,780	0	100.0000	0.0000

4. To authorise the Board to create charge / mortgage properties of the company under section 180 (1) (a) of the Companies Act, 2013

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2637419	2,637,419	100.0000	2,637,419	0	100.0000	0.0000
	Electronic voting (e-voting at the AGM)					-		-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,637,419	100.0000	2,637,419	0	100.0000	0.0000
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Electronic voting (e-voting at the AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non	E-Voting	2402581	576,360	23.9892	576,360	0	100.0000	0.0000



Institutions	Electronic voting (e-voting at the AGM)		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		576,361	23.9892	576,361	0	100.0000	0.0000
	Total	5,040,000	3,213,780	63.7655	3,213,780	0	100.0000	0.0000

5. To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 50 crores:

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2637419	2,637,419	100.0000	2,637,419	0	100.0000	0.0000
	Electronic voting (e-voting at the AGM)				-	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,637,419	100.0000	2,637,419	0	100.0000	0.0000
Public-Institutions	E-Voting		-	-	-	-	-	-
	Electronic voting (e-voting at the AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-



Public-Non Institutions	E-Voting	2402581	576,360	23.9892	576,360	0	100.0000	0.0000
	Electronic voting (e-voting at the AGM)		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		576,361	23.9892	576,361	0	100.0000	0.0000
Total		5,040,000	3,213,780	63.7655	3,213,780	0	100.0000	0.0000





S.S. Reddy & Associates

Practicing Company Secretaries

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
B.N. Rath Securities Limited
6-3-652, IV Floor,
Kautilya Amrutha Estates,
Somajiguda, Telangana,
Hyderabad – 500082

Subject: 34th Annual General Meeting of Equity Shareholders of the Company held on Thursday, 13.08.2020 at 10.00 A.M. (IST) through video conference (VC) /Other Audio-Visual Means (OAVM).

Dear Sir,

1. I, S. Sarveswar Reddy, Practicing Company Secretary (proprietor of M/s S.S. Reddy & Associates) having office at Plot No. 8-2-603/23/3 & 8-2-603/23, 15, 2nd Floor, HSR Summit, Banjara Hills, Road No. 10, Beside No. 1 News Channel office, Hyderabad - 500034 appointed as Scrutiniser for the purpose of the scrutinising e-voting process (e-voting) and electronic voting (e-voting) during Annual General Meeting pursuant to section 108 of Companies Act 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules 2014 and (Amendment Rules 2015) in respect of the below mentioned resolution(s), proposed at the 34th Annual General Meeting of Equity Shareholders of the Company held on Thursday, 13.08.2020 at 10.00 A.M. through Video conference, submit our report as under:
2. In compliance with the provisions of Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by e-voting) and electronic voting (e-voting) at the AGM by shareholders on the resolutions proposed in the Notice of the 34th Annual General Meeting of the Company. Our responsibility as a scrutiniser is to ensure that the voting process both through e-voting and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render Consolidated Scrutiniser's Report of the total votes



cast in favour or against if any, to Chairman on the resolutions, based on the reports generated from the electronic voting prior to the AGM (e-voting) and voting at AGM by electronic means (e-voting) system provided by Kfin Technologies Private Limited

3. In accordance with the Notice of 34th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules 2014, (Amendment Rules 2015) on July 24, 2020 the e-voting opened at 09.00 a.m on August 10, 2020 and remained open up to 05.00 p.m on August 12, 2020.
4. The equity shareholders holding shares as on August, 6th 2020, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 34th Annual General Meeting of the Company.
5. After declaration of voting by the Chairman, the shareholders present at the AGM through Video conference voted through e-voting facility provided by Kfin Technologies Private Limited.
6. The e-voting results were unblocked at 5.01 p.m on 12/08/2020 and the votes cast through e-voting at the AGM were unblocked in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Kfin Technologies Private Limited (<https://evoting.karvy.com/>) were scrutinised and reviewed, the votes were counted and results were prepared accordingly.
7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



(a) Resolution No.1 : Ordinary Resolution

Approval of financial statements for the year ended 31.03.2020

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
E-voting	26	3,213,779	100
Electronic voting (e-voting at the AGM)	1	1	100
Total	27	3,213,780	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
E-voting	0	0	0
Electronic voting (e-voting at the AGM)	0	0	0
Total	0	0	0



(iii) Invalid Votes:

Number of Members Whose votes were declared invalid	Total Number of Votes cast by them
-	-

(b) Resolution No.2: Ordinary Resolution

To confirm the payment of Interim Dividend of '1 per equity share already paid during the year as the Final Dividend for the Financial Year 2019-20

(ii) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
E-voting	26	3,213,779	100
Electronic voting (e-voting at the AGM)	1	1	100
Total	27	3,213,780	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
e-voting	0	0	0
Electronic voting (e-voting at the AGM)	0	0	0
Total	0	0	0



(iii) Invalid Votes:

Number of Members Whose votes were declared invalid	Total Number of Votes cast by them
-	-

(c) Resolution No. 3: Ordinary Resolution

To appoint a director in place of Mr. Chetan Rathi (DIN: 00536441) who retires by rotation and being eligible, offers himself for re-appointment.

(iii) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
E-voting	26	3,213,779	100
Electronic voting (e-voting at the AGM)	1	1	100
Total	27	3,213,780	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
e-voting	0	0	0
Electronic voting (e-voting at the AGM)	0	0	0
Total	0	0	0


 CP No. 74/B

(iii) Invalid Votes:

Number of Members Whose votes were declared invalid	Total Number of Votes cast by them
-	-

(d) Resolution No. 4: Special Resolution

To authorise the Board to create charge / mortgage properties of the company under section 180 (1) (a) of the Companies Act, 2013

(iv) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
e-voting	26	3,213,779	100
Electronic voting (e-voting at the AGM)	1	1	100
Total	27	3,213,780	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
e-voting	0	0	0
Electronic voting (e-voting at the AGM)	0	0	0
Total	0	0	0

(iii) Invalid Votes:



Number of Members Whose votes were declared invalid	Total Number of Votes cast by them
-	-

(c) Resolution No.5: Special Resolution

To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 50 crores

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
e-voting	26	3,213,779	100
Electronic voting (e-voting at the AGM)	1	1	100
Total	27	3,213,780	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them in terms of equity shares	% of Total number of Valid Votes cast
e-voting	0	0	0
Electronic voting (e-voting at the AGM)	0	0	0
Total	0	0	0

(iii) Invalid Votes:



Number of Members Whose votes were declared invalid	Total Number of Votes cast by them
-	-

6. All the Electronic data and all other relevant records of voting were sealed and handed over to the Managing Director authorized by the Board for safe keeping.

Place: Hyderabad
Date: 13.08.2020

For S. S. Reddy & Associates





S. Sarveswar Reddy
Practicing Company Secretary
Scrutinizer for E- Voting Process
CP No.7478

UDIN: A012611B000581927