



# B.N. RATHI SECURITIES LIMITED

CIN : L65993TG1985PLC005838  
Corporate Member : NSE & BSE  
Depository Participant of Central Depository Service (I) Ltd.

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

To,

Date: 09.08.2018

BSE Limited  
P. J. Towers, Dalal Street  
Mumbai - 400 001

Dear Sir/ Madam,

**Sub: Outcome of the Hon'ble National Company Law Tribunal Convened Meeting of the Equity shareholders held on 09.08.2018 and Voting Results - B.N. Rathi Securities Limited**  
**Ref: Scrip Code: 523019**

With reference to the subject cited, this is to inform the Exchange that the Hon'ble National Company Law Tribunal Convened Meeting of the Shareholders of B.N. Rathi Securities Limited held on 09.08.2018 at 11.30 A.M. at "FTAPCCI Auditorium, FTAPCCI, Federation House, Red Hills, Hyderabad - 500 004".

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 09, 2018 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 Hon'ble National Company Law Tribunal Convened Meeting of the Equity shareholders is available on the company's website: [www.bnrsecurities.com](http://www.bnrsecurities.com)

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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**Summary of the proceedings of the Hon'ble National Company Law Tribunal  
Convened Meeting of the Equity shareholders of B.N.Rathi Securities Limited held on  
09.08.2018**

**Venue:** FTAPCCI Auditorium, FTAPCCI, Federation House, Red Hills, Hyderabad – 500 004".

**Start Time:** 11.30 A.M.

**End Time:** 12.15 P.M.

The Company Secretary welcomed all the shareholders present and requested Mr. T.V.L Narasimha Rao, Chairman, appointed by Hon'ble NCLT – II, Hyderabad Bench to chair the meeting and commence the proceedings of the Meeting of Equity Shareholders of the Company. He took the Chair and greeted the members, Directors and others present at the Meeting of Equity Shareholders of the Company.

Upon verifying the attendance of the members and of the proxies, the Chairperson informed that the required quorum (i.e, 15 members present in person or through proxy) in accordance with Section 103 of the Companies Act, 2013, is present and called the meeting to order. The Meeting was attended by 46 Members in person and no members through proxy.

The Notice of the Meeting and the Scheme of Amalgamation between M/s. B.N. Rathi Securities Limited (Transferee Company) and M/s. B N Rathi Comtrade Private Limited (Transferor Company) and their respective Shareholders and Creditors was taken as read with the permission of the members present at the Meeting since the notice was sent to the members well in advance.

Upon the instructions of the Chairperson, the Company Secretary explained briefly the Scheme of Amalgamation to the members and the resolution is submitted to the said meeting to seek the approval of the Equity Shareholders of the Company for the Scheme of Amalgamation.

The Chairperson invited the members to raise their queries, if any. The Chairperson responded to the queries to the satisfaction of the members.

Thereafter, the Chairperson informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (LODR) Regulation, 2015, the Company has arranged for e- voting facility to its members in respect of the business to be transacted at the Tribunal Convened Meeting of the Company to cast their votes electronically during 06.08.2018 ( 09.00 AM) to 08.08.2018 (5.00 PM). The members holding shares as on 30.06.2018 were eligible to cast their vote either at the Convened meeting on 09.08.2018 or through e- voting facility provided by the Company during 06.08.2018 to 08.08.2018.





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The Chairperson has informed the members' U.K. Gayathri, Practicing Company Secretary, has been appointed as scrutinizer to scrutinize the e- voting and ballot process in a fair and transparent manner.

Prior to the commencement of voting at the instructions of the Chairperson, an empty box was shown to the members and proxies present.

The ballot papers were distributed to all the members and proxies present.

The Company Secretary instructed the members to cast their votes through ballot if they have not already cast their votes through e- voting facility in respect of the resolution proposed in the notice.

The members dropped the duly filled in ballot papers in the ballot box.

Thereafter, the Chairperson announced that the result of voting will be declared within 48 hours after considering the votes cast through e- voting and physical ballot and after submission of the scrutinizer report and that the results shall be intimated to the Stock Exchange and will be posted on the website of the Company i. e., at [www.bnrsecurities.com](http://www.bnrsecurities.com).

The Company Secretary requested the Chairman to conclude the meeting and extend the vote of thanks. The Chairman thanked all the members for their presence and support and after the casting of votes by all the members present at the Hon'ble National Company Law Tribunal Convened Meeting of the equity shareholders of the company, the meeting was concluded.

Kindly take the same on record.

Yours Faithfully,  
For B.N.Rathi Securities Limited

Hari Narayan Rathi  
Managing Director  
(DIN: 00010968)





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**Date: 09.08.2018**

To,

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

Dear Sir/Madam,

**Sub:** Voting Results Hon'ble National Company Law Tribunal Convened Meeting of the  
Equity shareholders

**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 of the Hon'ble National Company Law Tribunal Convened Meeting of the Equity shareholders of the company held on 9<sup>th</sup> August, 2018 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)





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## Voting Results:

<b>Date of the Extra-Ordinary General Meeting (Tribunal Convened Meeting)</b>	09.08.2018
<b>Total number of shareholders on record date</b>	3233
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	2
Public:	44
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	Nil
Public:	Nil

1. Approval of Scheme of Amalgamation between M/s. B.N. Rathi Securities Limited (Transferee Company) and M/s. B N Rathi Comtrade Private Limited (Transferor Company) and their respective Shareholders and Creditors :

<b>Resolution required: (Ordinary/ Special)</b>			Special					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			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	2613019	0	0.0000	00	0	0.000	0.0000
	Poll		2099089	80.3319	2099089	0	100.000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2099089	80.3319	2099089	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000





Continuation Sheet .....

	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0.0000	00	0	0.0000	0.0000
Public-Non Institutions	E-Voting	2426981	21	0.0009	16	5	76.1904	23.8095
	Poll		111526	4.5953	111526	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		111547	4.5962	111542	5	99.9955	0.0045
Total		5040000	2210636	43.8618	2210631	5	99.9998	0.0002





FORM NO. MGT-13  
SCRUTINIZER REPORT ON POLL

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

To

Mr. T.V.L. Narasimha Rao,

Chairperson appointed by the Hon'ble National Company Law Tribunal, Bench II at Hyderabad, for the Tribunal Convened Meeting of the Equity Shareholders of M/s. B.N. Rathi Securities Limited, held on 9<sup>th</sup> day of August, 2018, at 11:30 a.m., at FTAPCCI Auditorium, FTAPCCI Federation House, Red Hills, Hyderabad – 500004, Telangana, India.

Dear Sir,

Sub: Report on voting by poll conducted at the Tribunal Convened Meeting of M/s. B.N. Rathi Securities Limited on 9<sup>th</sup> day of August, 2018.

I, U.K. Gayathri, Practicing Company Secretary, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Bench at Hyderabad vide its order dated 3<sup>rd</sup> day of July 2018, for the purpose of scrutinizing the poll taken on the resolution mentioned in the Notice of the Tribunal convened Meeting of the Equity Shareholders of M/s. B.N. Rathi Securities Limited, held on Thursday the 9<sup>th</sup> day of August, 2018, at 11.30 A.M, at FTAPCCI Auditorium, FTAPCCI Federation House, Red Hills, Hyderabad – 500004, Telangana, India, submit my report as under:

1. After the time fixed for closing of the poll by you, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The result of the Poll is as under:

To consider and approve the proposed Scheme of Amalgamation and Arrangement between B.N. Rathi Securities Limited (Transferee Company) and B.N. Rathi Comtrade Private Limited (Transferor Company) and their respective Shareholders and Creditors is as under:

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	2210631	99.9998



(ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0.0002

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,



*Gayathri*

U.K. Gayathri  
Practicing Company Secretary  
Scrutinizer for Tribunal Convened Meeting of the Company  
M.No. A39543 / C.P.No. 14782

Place: Hyderabad  
Date: 09.08.2018





ANNEXURE - 1

The details containing inter alia, list of the Equity Shareholders, who voted "for", "against" the resolution that was put to vote, were generated from the E-voting website of M/s. Karvy Computershare Private Limited i.e. evoting.karvy.com and based on such data, the result of E-voting and poll is as under:

ITEM: Extra - Ordinary Special Resolution (majority in number and special in value)

To consider and approve the Scheme of Amalgamation and Arrangement between B.N. Rathi Securities Limited (Transferee Company) and B.N. Rathi Comtrade Private Limited (Transferor Company) and their respective Shareholders and Creditors of the Company:

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
Voted in favor of the resolution	44	2210631	99.9998

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
Voted against the resolution	1	5	0.0002

Invalid votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil



U.K. Gayathri, Practicing Company Secretary  
Scrutinizer appointed by the Tribunal  
M.No.A39543 / C.P.No.14782

Place: Hyderabad  
Date: 09.08.2018