



Saurashtra Kutch Stock Exchange Limited (De-recognized)

[CIN: U67110GJ2005PLC45694]

“Popatbhai Sorathia Bhavan”, Sadar Bazar, Rajkot – 360 001, Gujarat

Phone: 0281 - 2442145, 2475721 Fax: 0281 - 2477576,

Website : www.skse.com

ADDITIONAL NOTICE OF 27TH ANNUAL GENERAL MEETING

Attention of the Members of **Saurashtra Kutch Stock Exchange Limited** (De-recognized) (hereinafter referred to as “the Exchange” or “the Company”) is invited to the Notice dated 31st August, 2016 for conducting the 27th Annual General Meeting (the “AGM”) of the Company scheduled to be held on Friday, 30th September, 2016 at 4.00 P.M. at the Registered Office situated at “Popatbhai Sorathia Bhavan”, Sadar Bazar, Rajkot - 360 001, Gujarat.

With reference to above, the Members of the Company are hereby informed that the Company has received 2 (two) Notices in pursuance of the provisions of Section 160 of the Companies Act, 2013 (hereinafter referred to as “the Act” or “the 2013 Act”) proposing the candidature of 2 (two) persons to be appointed as Directors in the forthcoming Annual General Meeting.

Consequently, in pursuance of the aforesaid provisions, the Company hereby gives additional notice to the members of the Company that in addition to the business mentioned in the earlier Notice of AGM dtd. 31st August, 2016 as referred hereinabove, following 2 (two) resolutions shall also be moved and proposed at the ensuing AGM for obtaining approval of members. Further, the said resolutions shall be obtainable for remote e - voting and voting at poll as per the process described in earlier AGM Notice dated 31st August, 2016.

SPECIAL BUSINESS:

4. Appointment of Mr. Bipin V Dewani, as a Director :

To consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 152, 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including other provisions of the Companies Act, 2013 & rules falling thereunder, applicable, if any) and provisions of Memorandum & Articles of Association of the Company, (being amended from time to time including any statutory modification/s or re - enactment/s thereof for the time being in force), **Mr. Bipin V Dewani (DIN: 03269661)**, in respect of whom, the Company has received a Notice in writing along with a cheque amounting to Rupees One Lakh towards deposit in accordance with Section 160 of the Companies Act, 2013, proposing his candidature for Directorship, **be and is hereby appointed as a Director** of the Company w.e.f 30th September, 2016, whose office shall be liable to retire by rotation."



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“RESOLVED FURTHER THAT Board of Directors of the company, be and is hereby authorized to do all necessary things, deeds and acts in order to give effect the above resolution”

5. Appointment of Mr. Balkrishna C Parsana, as a Director:

To consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 152, 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including all other applicable provisions of the Companies Act, 2013 & rules falling thereunder) read with applicable provisions of Memorandum & Articles of Association, if any, as amended from time to time (including any statutory modification/s or re - enactment/s thereof for the time being in force), **Mr. Balkrishna C Parsana (DIN: 00805024)**, in respect of whom, the Company has received a Notice in writing along with a cheque amounting to Rupees One Lakh towards deposit in accordance with Section 160 of the Companies Act, 2013, proposing his candidature for Directorship, **be and is hereby appointed as a Director** of the Company w.e.f 30th September, 2016, whose office shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors of the company, be and is hereby authorized to do all necessary things, deeds and acts in order to give effect the above resolution”

For and on behalf of the Board of Directors
For Saurashtra Kutch Stock Exchange Ltd.(E)

Place : Rajkot
Date : 20/09/2016

Sd/-

Mr. H. B. Baldev
Director
(DIN: 06781737)

Note: Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of above items of special business is appended hereto and forms part of this Additional Notice.



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Explanatory Statement as per Section 102 of the Companies Act, 2013:

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, a person other than a retiring director is eligible to be appointed as Director of the Company at General Meeting if either person himself or some other members propose/es his candidature for the post of a Director by giving a notice in writing along with the deposit of Rs. 1 Lakh as prescribed therein.

In compliance of the said provisions of the 2013 Act, the Company has received 2 (two) notices in writing as stated hereunder:

1. Mr. Bipin V Dewani, himself, proposing his candidature for the post of Director by giving a written notice on 15th September, 2016
2. Mr. Balkrishna C Parsana, himself, proposed his candidature for the post of director by giving a written notice on 15th September, 2016

Brief details of above referred candidates are as under:

The Company has received, from the proposed appointee, required consent in writing to act as Director of the Company and intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to be appointed as Director under Section 164 (2) of the Act. Based on the information and explanation given by the appointees, the Board confirms their eligibility to be appointed as Directors of the Company.

HOWEVER, THE ATTENTION OF THE MEMBERS IS DRAWN TO THE FOLLOWING:

1. As per Article 108 of the Articles of Association (AOA), the Company shall have maximum of seven directors.
2. At present, the Board of Directors comprises of total 6 (Six) Directors. Hence, it can be noted that one seat is vacant.
3. Out of 4 (Four) Non - Independent Directors, Mr. Hasmukh B Baldev, [DIN: 06781737], Director retires by rotation at this AGM and has expressed his willingness to be re - appointed as Director as per Item No. 2 of the Notice of AGM.



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4. Further, out of 2 (two) Independent Directors, Mr. Atulkumar R Sanghvi [DIN: 06781712] retires by rotation and is being not eligible for re - appointment, as per Clause 108 of Article of Association (AoA) of the Company.
5. Now, due to termination of office of Director of Mr. Atulkumar R Sanghvi, and one seat already being vacant, total 2 (two) number of seats are available for the post of Directorship as against which the Company has received 2 (two) notices; one from Mr. Bipin V Dewani and another from Mr. Balkrishna C Parsana.
6. Resolution for appointment of Mr. Bipin Dewani is set out at Item No. 4 and Resolution for appointment of Mr. Balkrishna C Parsana is set out at Item No. 5 of this Additional Notice which shall be moved for remote e-voting and also through voting at poll at the ensuing Annual General Meeting of the Company.

The Board of Directors of your Company commends the Members that they may exercise their franchise by electing the appropriate candidate who in their opinion will be best to serve the interests of all the members of the Company.

None of the present directors or their relatives are concerned or interested in any of the aforesaid and proposed resolutions as set out in Item no. 4 & 5 of this Additional Notice.

A copy of Notice received u/s 160 of the Companies Act, 2013 and Articles of Association of the Company will be available for inspection at the registered office of the Company during 11:00 a.m. to 2:00 p.m. on all working days including Saturday upto the date of Annual General Meeting.

**For and on behalf of the Board of Directors
For Saurashtra Kutch Stock Exchange Ltd.(E)**

**Place : Rajkot
Date : 20/09/2016**

Sd/-

**Mr. H. B. Baldev
Director
(DIN: 06781737)**