



(Erstwhile) Saurashtra Kutch Stock Exchange Limited

Regd. Office : "Popatbhai Sorathia Bhavan", Sadar Bazar, RAJKOT - 360 001.
Phones : (0281) 2475721, 3041266 Fax : 0281-2479245 Web : www.skse.com



CIN NO. : U67110GJ2005PLC045694

SPECIAL NOTICE UNDER SECTION 115 OF THE COMPANIES ACT, 2013 READ WITH RULE 23 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR 28TH ANNUAL GENERAL MEETING SCHEDULED TO BE HELD ON SATURDAY, 30TH SEPTEMBER, 2017 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY:

The following resolution is proposed to be passed as a Special Resolution in the forthcoming 28th Annual General Meeting of Saurashtra Kutch Stock Exchange Limited (De - Recognized) scheduled to be held on Saturday, 30th September, 2017 at 11.00 a.m. at the registered office of the Company in order to broaden the composition of the board of directors which is currently fixed at number seven, with the proviso that only shareholders of the Company can be directors in pursuance of requisition received from the requisite number of members. Therefore, it is proposed to increase the number of directors to align the composition which is currently fixed at fifteen as per provisions of the Companies Act, 2013 and also to provide for non shareholders to be the directors of the Company. As a result, the following resolution is proposed to be passed as a Special Resolution in the above said annual general meeting. The Company is requested to circulate the resolution through a Special Notice pursuant to Section 115 of the Companies Act, 2013 read with Rule 23 of the Companies (Management and Administration) Rules, 2014.

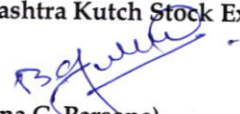
7. **Alteration of Article 108 of Articles of Association of the Company:** To consider and if through fit, pass with or without modification/s following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) read with Rules falling there under, the consent of the members of the Company be and is hereby accorded to replace Article 108 in the existing Articles of Association of the Company to read as under:"

"Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (Three) and more than 15 (Fifteen) or as may be prescribed under the provisions of the Companies Act, 2013 from time to time".

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns (either manually or through digital signature as far the circumstances admit) for the purpose of giving effect to the aforesaid Resolution".

By the Order of the Board of Directors,
For, Saurashtra Kutch Stock Exchange Limited (De - Recognised)


(Balkrishna C. Parsana)
Director
DIN: 00805024



Dated this 14th September, 2017 at Rajkot



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

Item No. 7:

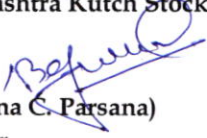
In order to align the Article 108 with the provisions of the Companies Act, 2013 and the rules as framed there under, it is proposed to alter Article 108 of the Articles of Association briefly delineated as under:

Article	Existing Articles (provisions)	Proposed Articles (provisions)
	<u>Number and Proportion of Directors:</u>	<u>Number and Proportion of Directors:</u>
Article 108	The Company shall have maximum of 7 directors. The director to be appointed shall be the shareholder of the company.	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (Three) and more than 15 (Fifteen) or as may be prescribed under the provisions of the Companies Act, 2013 from time to time.

The approval of the members is therefore being sought for passing the Resolution as set out at item no. 7 of this accompanying notice as a Special Resolution.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested in passing the resolution, except to the extent of their shareholding in the Company.

By the Order of the Board of Directors,
For, Saurashtra Kutch Stock Exchange Limited (De - Recognised)


(Balkrishna C. Parsana)
Director
DIN: 00805024



Dated this 14th September, 2017 at Rajkot