

betala GLOBAL SECURITIES LIMITED

Registered Office: No.24, Ravanier Street, Chennai – 600 003.
Corporate Office: 4D, Calcot House, Tamarind Lane, Fort, Mumbai – 400 023.
CIN: L65191TN1994PLC029073
www.betala.net | roopchand@betala.net

NOTICE is hereby given that the **THIRTIETH ANNUAL GENERAL MEETING** of **BETALA GLOBAL SECURITIES LIMITED** will be held on Friday, 12th July 2024 at 10.30 A.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at No.24, Ravanier Street, Chennai – 600 003.

ORDINARY BUSINESS:

1. Adoption of financial statements:

To receive, consider and adopt the Audited financial statements of the Company for the year ended 31st March 2024 and the reports of the Board of Directors and Auditors thereon.

2. Re-appointment of retiring Director:

To appoint a director in the place of Mr. Roop Chand Betala (DIN: 02128251) who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of M/s CRBS & Associates LLP, Chartered Accountants (Firm Registration No. 002957S) as the Statutory Auditors of the Company for a term of 5 years:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to recommendations of the Audit Committee and Board of Directors, CRBS & Associates LLP, Chartered Accountants (Firm Registration No. 002957S), be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years to hold office from the conclusion of this 30th Annual General Meeting till the conclusion of the Annual General Meeting for the FY 2027-2028, at a remuneration as may be mutually agreed to, between the Board of Directors and auditor, plus applicable taxes, out-of-pocket expenses, travelling and other expenses (if any), in connection with the work of audit to be carried out by them.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. To appoint Mr. Manoj Cherian Samuel (DIN: 01380629) as a Non-Executive, Independent Director.

In this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 150, 152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Manoj Cherian Samuel (DIN: 01380629), who was appointed by the Board of Directors, as an Additional Independent Director of the Company w.e.f. 28th March 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules made under the Act read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (hereinafter referred to as ‘the Listing Regulations’), Mr. Manoj Cherian Samuel (DIN: 01380629), who meets the criteria for independence as provided in Section 149 of the Act and the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as the Independent Non-Executive Director not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 28th March 2024 to 27th March 2029, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. To appoint Mr. Vikul Chander (DIN: 06576297) as a Non-Executive, Independent Director.

In this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 150, 152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Vikul Chander (DIN: 06576297), who was appointed by the Board of Directors, as an Additional Independent Director of the Company w.e.f. 2nd April 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and

Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules made under the Act read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (hereinafter referred to as 'the Listing Regulations'), Mr. Vikul Chander (DIN: 06576297), who meets the criteria for independence as provided in Section 149 of the Act and the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as the Independent Non-Executive Director not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 2nd April 2024 to 1st April 2029, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

6. Appointment of M/s. CRBS & Associates LLP, Chartered Accountants (Firm Registration No. 002957S) as the Statutory Auditors to fill the casual vacancy caused by resignation of M/s. Jayesh Sheth & Co., Chartered Accountants, Mumbai:

To consider and, if thought fit, to pass, the following resolution(s) as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and all other applicable provisions, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation(s) of the Audit Committee and Board of Directors, CRBS & Associates LLP, Chartered Accountants (Firm Registration No. 002957S), be and are hereby appointed as Statutory Auditors of the Company from 13th June, 2024, until the conclusion of this 30th Annual General Meeting of the Company to fill the casual vacancy caused by the resignation of M/s. Jayesh Sheth & Co., Chartered Accountants (Firm Registration No. 119586W) at a remuneration as may be mutually agreed to, between the Board of Directors and auditors plus applicable taxes, out-of-pocket expenses, travelling and other expenses (if any), in connection with the work of audit to be carried out by them.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board,
For **Betala Global Securities Limited**

Roop Chand Betala
Chairman and Managing Director
DIN: 02128251

Date: 20th June 2024
Place: Mumbai

Registered Office: No.24, Ravanier Street, Chennai - 600 003.
CIN: L65191TN1994PLC029073
www.betala.net

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Act setting out material facts concerning the special businesses of the Notice are annexed hereto and forms part of this Notice.
2. In accordance with the circulars issued by the MCA and SEBI, the 30th Annual General Meeting of the Company (hereinafter referred to as "AGM") is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").
3. As the forthcoming 30th AGM will be held through VC/OAVM, the facility for appointment of proxy by the Members is not available for this AGM and hence, the Proxy form and Attendance Slip including route map are not annexed to this Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. In case of joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a Member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.
7. Institutional/Corporate Members are requested to send a scanned copy (.pdf or .jpeg format) of the Board Resolution authorizing its representatives to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting at pranav@volvie.com.
8. Members may note that the Notice of AGM along with Annual Report for the Financial Year 2023-24 is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company/Depositories/ Registrar and Share Transfer Agent of the Company. The same has been uploaded on the website of the Company at www.betalala.in, websites of the BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com. The physical copy of the Notice along with Annual Report shall be made available to the Member(s) who may request for the same in writing to the Company.
9. Members whose e-mail addresses and bank details are not registered are requested to register the same in the following manner:
 - i) Members having shares in physical mode can register their e-mail ids and bank details by sending requisite details of their holding and scan of self-certified PAN copy, Aadhaar copy and a cancelled cheque leaf bearing the name of the shareholder on the face of the cheque at pranav@volvie.com.
 - ii) Members having shares in electronic mode are requested to register/update their e-mail ids and bank details with their respective Depository Participants 'DPs'.

10. The relevant details under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), is annexed.
11. The Register of Members shall remain closed from Saturday, 6th July, 2024 to Friday, 12th July, 2024 (both days inclusive) for the purpose of AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Act and all other documents referred to in the accompanying Notice shall be available for inspection at the commencement of the meeting and shall remain open and accessible to the Members during the continuance of the meeting upon login to CDSL e-voting system at www.evotingindia.com.
13. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/ P/CIR/2021/655 dated 3rd November, 2021. The aforesaid communication is also available on the website of the Company.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

15. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system ("remote e-Voting") will be provided by Central Depository Services (India) Limited (CDSL).

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and nonindividual shareholders in demat mode.

- (i) The remote e-Voting period commences on Tuesday, the 9th July, 2024 at 9.00 A.M and ends on Thursday, the 11th July, 2024 at 5.00 P.M. During this period, Members

of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 5th July, 2024 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Existing users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are

	<p>providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p>
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p>
	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e- Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**
- The shareholders should log on to the e-Voting website www.evotingindia.com during the voting period.
 - Click on "Shareholders" module.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 character DP ID followed by 8 digits Client ID.
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/MCS Share Transfer Agent Limited or contact Company/ RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account with the depository or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend bank details fields as mentioned in instruction (iv).
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- (v) After entering the details appropriately click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Company Name i.e. Betala Global Securities Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies you assent to the Resolution and Option “NO” implies you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, which you have decided to vote on; then click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “O.K.” else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolutions, you will not be allowed to modify your vote any further.
- (xiii) You can also take out print of the voting done by you by clicking on “Click hereto print” option on the Voting Page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Facility for Non -Individual Shareholders & Custodians- Remote Voting:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which have been issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatories who are authorised to vote, to the Scrutinizer and to the Company at the email address **viz; pranav@volvie.in**, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

16. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- a. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through Zoom Application. Shareholders may access the same on 12th July 2024, 10:30 AM using below link: <https://us02web.zoom.us/j/9821578313?omn=83935592032> & no password required respectively through smart phone or laptop, connected through broadband.
- b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- d. Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
- e. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio and video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- g. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **pranav@volvie.in** Those shareholders who do not wish to speak at the AGM but have queries may send their queries seven days in advance prior to meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at **pranav@volvie.in** These queries will be replied to by the Company suitably by e-mail, if remained unattended in AGM.
- h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- i. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system

available during the AGM.

- j. If any votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the Q meeting.
17. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
 2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
 3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 22 55 33.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. 1800 22 55 33. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off** date.
18. The Members can join the AGM in the VC/OAVM mode 30 minutes before and within 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
19. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
20. Priya Shah (CP No. 21827), Proprietor of Priya Shah & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit his Consolidated Report after the conclusion of AGM on the total votes cast in favour or against the resolutions, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the results of the voting not later than three working days of the conclusion of AGM.

21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.betala.net**. The result will also be communicated to the Calcutta Stock Exchange Ltd. and on the website of CDSL **www.evotingindia.com**.
22. On receipt of the requisite number of votes, the Resolutions specified in the Notice shall be deemed to have been passed on the date of the Annual General Meeting.

Appendix-2

Details as required to be furnished under the Secretarial Standard–2 para 1.2.5 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Roop Chand Betala	Manoj Cherian Samuel	Vikul Chander
DIN	02128251	01380629	06576297
Date of Birth	28/05/1964	11/02/1979	11/11/1984
Age	59 years	45 years	40 years
Qualifications	Graduate	Graduate	Graduate
Nationality	Indian	Indian	Indian
Experience	30+ years of experience in Investment banking.	18+ years of experience in leadership roles in the Software Industry.	Consultant in business development, marketing, and customer relations to empower various ventures, remaining true to authenticity.
Terms and conditions of appointment/reappointment	Re-appointed for further period of Five years w.e.f. 26 th August 2020 till 25 th August 2025.	Appointed for a term of 5 (five) years w.e.f. 28 th March 2024 till 27 th March 2029.	Appointed for a term of 5 (five) years w.e.f. 2 nd April 2024 till 1 st April 2029.
Details of remuneration sought to be paid	No salary will be paid till the company makes absolute profit.		
Date of first appointment on the Board	27/10/1994	28/03/2024	02/04/2024
Shareholding in the Company	118600		
List of Directorships held in other Companies	Volvie Capital Management Private Limited and Soul Candy Beauty Concepts Private Limited	LeoCatalyst Advisors LLP	B2BEE Management Consulting Private Limited and Alliances Galore Technologies Private Limited
Committee Membership in other Company	Audit	Audit, SRC & NRC	Audit, SRC & NRC

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

The Board of Directors by passing a resolution on 28th March 2024 had appointed Mr. Manoj Cherian Samuel (DIN: 01380629) as an Additional Director of the Company and also as Independent Director, not liable to retire by rotation, for a term of 5 (five) years w.e.f. 28th March 2024 to 27th March, 2029, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, he holds office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing candidature of Mr. Manoj Cherian Samuel (DIN: 01380629) for the office of Director.

The Company has received declaration from Mr. Manoj Cherian Samuel (DIN: 01380629) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as an Independent Director and he is independent of the Management of the Company.

The Company has received following documents from Mr. Manoj Cherian Samuel (DIN: 01380629):

- (i) Letter of consent to act as a Director in the prescribed Form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Letter of intimation in the prescribed Form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a Director under the Act;
- (iii) Declaration that he meets the criteria of independence as provided under section 149 of the Act. The Nomination and Remuneration Committee has recommended appointment of Mr. Manoj Cherian Samuel (DIN: 01380629) as an Independent Director for a term of 5 (five) consecutive years commencing from 28th March 2024 till 27th March 2029. In the opinion of the Board of Directors, Mr. Manoj Cherian Samuel (DIN: 01380629) fulfill the conditions specified in the Act, Rules made thereunder and Listing Regulations, as amended, for his appointment as an Independent Director of the Company and that he is independent of the Management and is not disqualified to become Director under the Act.

The Board believes that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board of Directors recommends his appointment as an Independent Director of the Company, not liable to retire by rotation.

The brief profile of Mr. Manoj Cherian Samuel (DIN: 01380629), nature of his expertise, names of Companies in which he holds Directorships, shareholding in the Company, etc. pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued

by the Institute of Company Secretaries of India is given in the Appendix-2 to the Notice convening this AGM.

The terms & conditions of his re-appointment, consent to act as Directors, declaration by proposed appointee and notice received u/s 160 of the Companies Act, 2013, shall be open for inspection by the Members at the Registered as well as Corporate Office of the Company during business hours on any working day of the Company up to the date of the ensuing AGM and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The Board recommends the Ordinary Resolution at Item No. 4 for approval by the Members.

Mr. Manoj Cherian Samuel (DIN: 01380629) and his relatives are concerned or interested in the Resolution mentioned at Item No. 4 relating to his own appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5:

The Board of Directors by passing a resolution on 2nd April 2024 had appointed Mr. Vikul Chander (DIN: 06576297) as an Additional Director of the Company and also as Independent Director, not liable to retire by rotation, for a term of 5 (five) years w.e.f. 2nd April 2024 to 1st April, 2029, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, he holds office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing candidature of Mr. Vikul Chander (DIN: 06576297) for the office of Director.

The Company has received declaration from Mr. Vikul Chander (DIN: 06576297) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as an Independent Director and he is independent of the Management of the Company.

The Company has received following documents from Mr. Vikul Chander (DIN: 06576297):

- (i) Letter of consent to act as a Director in the prescribed Form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Letter of intimation in the prescribed Form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a Director under the Act;
- (iii) Declaration that he meets the criteria of independence as provided under section 149 of the Act. The Nomination and Remuneration Committee has recommended appointment of Mr. Vikul Chander (DIN: 06576297) as an Independent Director for a term of 5 (five) consecutive years commencing from 2nd April 2024 till 1st April 2029. In the opinion of the Board of Directors, Mr. Manoj Cherian Samuel (DIN: 01380629) fulfill the conditions specified in the Act, Rules made thereunder and Listing Regulations, as amended, for his appointment as an Independent Director of the

Company and that he is independent of the Management and is not disqualified to become Director under the Act.

The Board believes that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board of Directors recommends his appointment as an Independent Director of the Company, not liable to retire by rotation.

The brief profile of Mr. Vikul Chander (DIN: 06576297), nature of his expertise, names of Companies in which he holds Directorships, shareholding in the Company, etc. pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given in the Appendix-2 to the Notice convening this AGM.

The terms & conditions of his re-appointment, consent to act as Directors, declaration by proposed appointee and notice received u/s 160 of the Companies Act, 2013, shall be open for inspection by the Members at the Registered as well as Corporate Office of the Company during business hours on any working day of the Company up to the date of the ensuing AGM and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The Board recommends the Ordinary Resolution at Item No. 5 for approval by the Members.

Mr. Vikul Chander (DIN: 06576297) and his relatives are concerned or interested in the Resolution mentioned at Item No. 5 relating to his own appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

Item No. 6:

M/s. Jayesh Sheth & Co., Chartered Accountants, Firm registration number: 119586W, were appointed as the Statutory Auditor of the Company at the 28th AGM held on 28th July 2022 to hold the office for a period of 5 (five) years till the conclusion of the 33rd AGM to be held in the year 2027, in terms of the applicable provisions of Section 139 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules 2014. However, they have tendered resignation w.e.f. 19th June, 2024, due to pre-occupation, which has resulted into a casual vacancy in the office of the Statutory Auditors of the Company.

Their intention to step down as Statutory Auditors of the Company was received on 19th June 2024 and was duly placed before the Audit Committee and Board of Directors of the Company at their meetings held on 20th June 2024. M/s. Jayesh Sheth & Co., Chartered Accountants have confirmed to the Chairman of the Audit Committee that there were no other misgivings or reasons for resigning other than pre-occupation.

The members of the Audit Committee have taken into account the experience and expertise of CRBS & Associates LLP, Chartered Accountants (Firm Registration No. 002957S) and recommended them to the Board for appointment to fill casual vacancy caused by resignation of M/s Jayesh Sheth & Co., Chartered Accountants w.e.f. 20th June, 2024, until the conclusion of this 30th Annual General Meeting of the Company.

In view of the above, pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company, on the recommendations of the Audit Committee, at their meeting held on 20th June 2024 approved the appointment of CRBS & Associates LLP, Chartered Accountants (Firm Registration No. 002957S) as the Statutory Auditors of the

Company w.e.f. 20th June 2024, to fill the casual vacancy caused by the resignation of M/s Jayesh Shah & Co., Chartered Accountants, till the conclusion of this 30th Annual General Meeting of the Company, subject to the approval of the shareholders at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors. CRBS & Associates LLP, Chartered Accountants (Firm Registration No. 002957S), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the shareholders, will be within the limits prescribed under the Act. CRBS & Associates LLP, Chartered Accountants (Firm Registration No. 002957S) is an Audit, Taxation and Consulting Firm with office in Chennai. They offers services ranging from Auditing, Consulting, Taxation, and Accounting. Accordingly, consent of the members is being sought for appointment of Statutory Auditors in a casual vacancy as per the proposal contained in the Resolution set out at item no. 6 of accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for the approval of the Members.