

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

NOTICE is hereby given that the **TWENTY-SIXTH ANNUAL GENERAL MEETING** of **BETALA GLOBAL SECURITIES LIMITED** will be held on Tuesday, 29th September 2020 at 10.30a.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 2020 and the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. Approval of change in designation of Mr. Roop Chand Betala (DIN: 02128251) from Director to Chairman and Managing Director

To consider and, if thought fit, pass the following resolution as Special Resolution:

“RESOLVED that, pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of Articles of Association of the Company, consent of the members is hereby accorded to the change of designation of Mr. Roop Chand Betala (DIN: 02128251) from Director to Chairman and Managing Director of the Company and Mr. Roop Chand Betala is to hold his office for a period of five consecutive years commencing from 26th August 2020 to 25th August 2025 on such terms and conditions approved by the Nomination and Remuneration

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Committee and the Board, as are provided in the Explanatory Statement annexed hereof;

RESOLVED FURTHER that, in the event of the Company having no profits or inadequate profits, in any financial year, Mr. Roop Chand Betala will not be entitled to payment of remuneration.

RESOLVED FURTHER that, the Board of Directors of the company be and is hereby authorized to take all such steps as may be necessary, proper, and expedient to give effect to the resolution.”

Date: 26th August 2020



By Order of the Board,

For **Betala Global Securities Limited**

Sd/-

Roop Chand Betala

Chairman cum Director

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.2:

The Board of directors at their Meeting held on 26th August 2020, approved the appointment by change of designation of Mr. Roop Chand Betala (DIN: 02128251) from Director to Chairman and Managing Director, subject to approval of members at general meeting. The terms of appointment of Mr. Roop Chand Betala as recommended by the Nomination and Remuneration Committee, and accepted by the Board and Mr. Roop Chand Betala are as follows:

(i) Tenure: Five years (From 26th August 2020 to 25th August 2025);

(ii) Remuneration:

No remuneration will be payable till the Company turns profitable. The remuneration will be decided afterwards.

(iii) Reimbursement of expenses:

Expenses incurred for travelling, boarding, and lodging during business trips shall be reimbursed at actuals and not considered as perquisites.

(iv) Minimum Remuneration:

In the event of the Company having no profits or inadequate profits, in any financial year, Mr. Roop Chand Betala will not be entitled to payment of remuneration.

(v) General:

(a) The Chairman and Managing Director shall perform duties in accordance with the Articles of Association of the Company and the powers delegated by the Board of Directors of the Company.

(b) The Chairman and Managing Director shall devote attention to the Management of the Company and carry out such other duties as may be entrusted upon from time to time.

(c) The provisions of Code of Conduct of the Company shall be deemed to have been incorporated into the Letter by reference and the Managing

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Director shall abide by the provisions of the Code of Conduct of the Company in spirit and in letter and commit to assure its implementation.

The Company has also received a notice from Mr. Roop Chand Betala under Section 160 of the Act, 2013, proposing his candidature for the office of Chairman and Managing Director of the Company.

The Memorandum and Articles of Association, relevant resolutions passed by the Nomination cum Remuneration Committee and the Board and letter of appointment setting out the terms of appointment of Chairman and Managing Director under Section 190(1)(b) are available for inspection at the Registered Office of the company.

The Board of Directors recommends for consent of members by way of special resolution as set out in item no:2.

Mr. Roop Chand Betala is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in this resolution set out at item no.2.

Date: 26th August 2020



By Order of the Board,

For **Betala Global Securities Limited**

Sd/-

Roop Chand Betala

Chairman cum Director

DETAILS PURSUANT TO REGULATION 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS IN RESPECT OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT.

Mr.Roop Chand Betala

Age	:	57 years
Qualifications & Experience	:	Graduate and 30+ years of experience in Investment banking.
Terms and Conditions of appointment or reappointment	:	No salary will be paid till the company makes absolute profit.
Last Drawn Remuneration	:	NIL
Date of first appointment on the Board	:	27/10/1994
No. of Shares held	:	118600
Relationship with Directors, Managers & KMP	:	Not related
Number of Board Meetings attended during FY	:	Four
Other directorship	:	1 (One)
Chairman/Member of the Committees of the Boards of other Companies	:	NIL

Notes:

1. Members may be aware that in view of the continuing restrictions on the movement of persons at several places in the country due to COVID 19 global pandemic, Ministry of Corporate Affairs, Government of India (“MCA”) has, vide its Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively, permitted Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM). Accordingly, the Annual General Meeting of the members of the Company shall be conducted in virtual mode i.e., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (‘Virtual AGM’), as per the guidelines issued by the MCA. The deemed venue of this meeting shall be the Registered Office of the Company at No.24, Ravanier Street, Chennai – 600003.

Central Depository Services (India) Limited (‘CDSL’) will be providing facility for voting through remote e-voting. The Company will be providing a system for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in Note No.20 below and is also available on the website of the Company at www.betala.net.

2. Members are hereby informed that the Twenty-Sixth Annual General Meeting of the Company shall be conducted in virtual mode i.e., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) and there will be no physical meeting of the shareholders taking place at a common venue and physical presence of the members has been dispensed with to participate and vote in the Sixth Annual General Meeting through VC /OAVM.
3. As the AGM is being conducted through virtual mode i.e., VC / OAVM, the facility for appointment of proxies by the members will not be available for this Annual General Meeting and hence the proxy form, attendance slip and Route map are not annexed to this Notice.

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. Members holding shares in physical form or those who have not registered their e-mail IDs will be allowed to take part in the remote e-voting or through the e-voting system during the Annual General Meeting in virtual mode as per the procedure detailed in Note No. 20 below.
5. Explanatory Statement as required by Section 102 of the Companies Act, 2013 in respect of the special business to be transacted at this AGM is annexed.
6. Details pursuant to Secretarial Standard on General Meetings (SS 2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment / reappointment at the Annual General Meeting are annexed.
7. In case of joint holders attending the Annual General Meeting in virtual mode, only such joint holder who is higher in the order of names as per the Register of Members of the Company, will be entitled to attend and vote.
8. Corporate Members intending to authorise their representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend the AGM through VC / OAVM and cast their votes through e-voting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2020 to 29.09.2020 (both days inclusive).
10. Members are requested to contact the Registrar and Share Transfer Agent (RTA) for all matters connected with the Company's shares.
11. Members holding shares in physical form are requested to notify change of address, if any, to the RTA. Members holding shares in physical form in more than one folio are requested to write to the RTA enclosing their Share Certificates for consolidation of their holdings into one folio.

Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.
12. The Ministry of Corporate Affairs, vide its notification dated May 7, 2018, has done away with the requirements to place the matter relating to appointment of Auditors

for ratification by the members at every Annual General Meeting (AGM). Accordingly, no resolution is proposed at the AGM for ratification of appointment of M/s. Lily & Geetha Associates, Chartered Accountants, Statutory Auditors, who were appointed in the AGM held on 19.09.2017 for a period of five years, i.e., till 28th AGM to be held.

13. Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is / are entitled to nominate, in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility may submit nomination in the prescribed Form SH-13 with the Company / RTA. In respect of shares held in dematerialized form, Members may submit their nomination form with their respective Depository Participants.
14. Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-attested photocopy of PAN Card of the claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission / transposition, is mandatory.
15. In accordance with the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and in view of prevailing situation on account of COVID 19 and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent only by email to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.
16. The Annual Report containing the said documents including Notice of AGM is also available on the Company's website www.betala.net and on the website of CDSL www.evotingindia.com. from where it can be downloaded. Shareholders may please

note that no physical / hard copy of the aforesaid documents will be sent by the Company

17. Members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s), if the shares are held in electronic form and (ii) with the Company /Registrar & Share Transfer Agent (RTA) of the Company, if the shares are held in physical form.
18. Members holding shares in physical form are requested to submit their PAN and Bank Account Details to RTA / Company by forwarding duly signed letter along with self-attested copy of PAN Card and cancelled cheque leaf. The cancelled cheque leaf should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement issued by the Bank.
19. The members are advised to dematerialise equity shares held by them in physical form.

20. INSTRUCTIONS FOR REMOTE E-VOTING, E-VOTING AND JOINING THE AGM THROUGH VC / OAVM

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 the Secretarial Standards issued by the Institute of Company Secretaries of India and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is pleased to provide to its Members the facility of remote e-voting and voting through e-voting system during the AGM in respect of the businesses to be transacted at the Annual General Meeting (AGM).

The Members can join the Annual General Meeting in the VC/OAVM mode 15minutes before and after the scheduled time of the commencement of the Meeting by following the procedure detailed below. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis. This will not include large shareholders i.e., shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are

allowed to attend the Annual General Meeting without restriction on account of first come first served basis.

The members who have cast their vote by remote e-Voting prior to the AGM may also attend and participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

In line with the Ministry of Corporate Affairs Circular dated April 13, 2020, the Notice of the AGM has been uploaded on the website of the Company at www.betala.net. The Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

I. The instructions for e-voting are as under:

(i) Shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on “Shareholders” module.

(iii) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company).

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login -Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically. Enter the Image Verification as displayed and Click on Login.

(iv) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used. If you are a first-time user follow the steps given in points (v) and (vi).

(v) Fill up the following details in the appropriate boxes:

For Members holding shares both in Demat and Physical Form

PAN*: Enter your 10digit alpha-numeric *PAN issued by Income Tax Department.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (Sequence number has been provided as Serial number in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Deepak Raj with sequence number 1 then enter DE00000001 in the PAN field.

DOB #: Enter the Date of Birth in dd/mm/yyyy format, as recorded in your demat account or in the company records for the said demat account or folio number.

Dividend Bank Details #: Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number in the Dividend Bank Details field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository and company please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will directly reach the Company selection screen. However, Members 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.

- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for BETALA GLOBAL SECURITIES LIMITED.
- (x) 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 that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the login password, then Enter the User ID and Captcha Code (image verification code) and click on FORGOT PASSWORD and enter the details as prompted by the system.
- (xvi) 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 they have 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 authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at pranav@volvie.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system, for the scrutinizer to verify the same.

- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while Remote e-voting on your mobile.

II. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY / RTA / DEPOSITORIES, FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i) Shareholders holding shares in Physical form: 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), Aadhaar (self- attested scanned copy of Aadhaar Card) by email to Company at the email ID at pranav@volvie.com or at the RTA email ID at support@sharexindia.com
- (ii) Shareholders holding shares in Demat form: Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of Shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to Company at the

email IDs at pranav@volvie.com or at the RTA email ID at support@sharexindia.com

The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

III. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through Zoom Application. Shareholders may access the same on September 29, 2020 10:30 AM using below link: <https://us02web.zoom.us/j/84314931276?pwd=ai9Vd1VlVWnlWMHhNHZ216SWphZXdlZz09> by using the Meeting ID: **843 1493 1276** & Password as **BGSLAGM20** respectively through smart phone or laptop, connected through broadband.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- (iii) Further shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views / ask questions / seek any information with regard to any items of business to be transacted at the AGM during the meeting may register themselves as a speaker by sending their request from their registered email ID in advance i.e., on or before 24.09.2020 (5:00PM) mentioning their

name, demat account number / folio number, email id, mobile number to the Company at pranav@volvie.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance i.e., on or before 24.09.2020 (5:00PM) mentioning their name, demat account number / folio number, email id, mobile number at pranav@volvie.com. These queries will be replied to by the company suitably.

(vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

IV. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote 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.
- (iii) 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 meeting.
- (iv) Shareholders who have voted already through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

V. If you have any queries or issues regarding remote e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and

e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

If you have any queries or issues regarding attending AGM & Voting through the Zoom Application, you may email to pranav@volvie.com.

VI. The Shareholders can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VII. The e-voting period commences on 26.09.2020 (9:00A.M) and ends on 28.09.2020 (5:00 P.M). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22.09.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes a member of the Company after forwarding of the Notice and holding shares as of the cut-off date i.e. 22.09.2020 may obtain the login ID and password by sending an email to pranav@volvie.com or helpdesk.evoting@cdslindia.com by mentioning their DP ID and Client ID No.

A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting and e-voting system on the date of AGM.

VIII. 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 i.e. 22.09.2020.

IX. Mr. M. K. MADHAVAN, practicing Company Secretary (C.P.No.16796) has been appointed as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during AGM in a fair and transparent manner.

X. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM through VC /OAVM mode, first download and count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting and shall submit, not later than forty-eight hours from the conclusion of the AGM,

a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XI.** The Results declared along with the report of the Scrutinizer shall be placed on the Company's website at www.betala.net and on the website of CDSL at www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing.