

# **BENCHMARK COMPUTER SOLUTIONS LIMITED**

Add: Unit No 2, 2nd Flr, Jyoti Wire House, Plot No 23a Shah Indl. Estate, Veera  
Desai Road, Andheri (W) Mumbai 400053.

Email Id: info@benchmarksolution.com CIN: U72000MH2002PLC137752

Website- [www.benchmarksolution.com](http://www.benchmarksolution.com)

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Date: 09/02/2024

**To,**  
**Department of Corporate Services**  
**BSE Ltd**  
**PJ Tower, Dalal Street,**  
**Mumbai - 400 001.**

BSE Scrip Code: 544052

## **Sub Intimation of Date of EGM & Notice**

Dear Sir/ Madam,

We hereby inform you that Extra Ordinary General Meeting of the company will be held on Saturday, March 02, 2024 at 12.00 P.M through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Please find enclosed herewith copy of Notice of Extra Ordinary General Meeting of members of M/s. Benchmark Computer Solutions Limited.

Kindly acknowledge the receipt of the same and take it on record.

Thanking you,

**For M/s. Benchmark Computer Solutions Limited**



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**Ms. Ritika Deepak Paneri**  
**Company Secretary and Compliance Officer**  
**Mem. No.: - A40030**

Place: Mumbai.

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## **NOTICE OF EXTRA- ORDINARY GENERAL MEETING**

Notice be and is hereby given that an Extra Ordinary General Meeting ('EGM') of the Members of Benchmark Computer Solutions Limited will be held on Saturday, March 02, 2024 at 12.00 P.M. Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

**The agenda of the business to be transacted at the Meeting is enclosed/will follow.**

### **❖ Special Business**

**Item No.1: To Consider the Appointment or Re-Designation of Mr. Hemant Muddanna Sanil (DIN: 01245532) as Chairman and Managing Director.**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), including any statutory modification(s) or amendment(s) thereof for the time being in force and recommendation of the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Hemant Muddanna Sanil (DIN: 01245532) as Chairman and Managing Director of the Company for a period of 5 (Five) years effective from 02<sup>nd</sup> March, 2024 to 2<sup>nd</sup> March, 2029, on such terms and remuneration as set out in this resolution and explanatory statement annexed to this notice.";

**RESOLVED FURTHER THAT** the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as decided by the Nomination and Remuneration Committee to Mr. Hemant Muddanna Sanil (DIN: 01245532) during his terms of appointment;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mr. Hemant Muddanna Sanil (DIN: 01245532) as Chairman and Managing Director within the overall limits under the Act and to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

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“**RESOLVED FURTHER THAT** any one of the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No 2: - Regularization of Additional Director, Mrs. Sangeeta Dhananjay Wakode(DIN:10460812) as Executive Director of the company.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **ORDINARY RESOLUTION:**

“**RESOLVED THAT** Mrs. Sangeeta Dhananjay Wakode (DIN: 10460812), who was appointed as an Additional Director who holds office upto the date of this General Meeting shareholders in terms of Section of the Company by the Board of Directors with effect from 20/01/2024 anon 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** any one of the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No.3: Appointment of Mrs. Sangeeta Dhananjay Wakode(DIN: 10460812) as Whole-time Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of Mrs. Sangeeta Dhananjay Wakode(DIN: 10460812) as Whole-Time Director of the Company for a period of 5 (Five) years effective from March 02 2024 to March 02 2029, on such terms and remuneration as set out in this resolution and explanatory statement annexed to this notice;

**RESOLVED FURTHER THAT** the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and

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other benefits and emoluments approved herein be continued to be paid as Decided by Nomination and Remuneration Committee;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mrs. Sangeeta Dhananjay Wakode (DIN: 10460812) as whole-time Director within the overall limits under the Act and to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

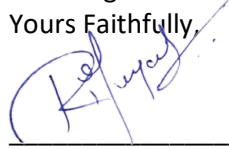
"**RESOLVED FURTHER THAT** any one of the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Kindly make it convenient to attend the Meeting.

**For Benchmark Computer Solutions Limited**

Thanking You

Yours Faithfully,



Ms. Ritika Deepak Paneri  
Company Secretary and Compliance Officer  
Membership Number: - A40030

**Date:** 08/02/2024

**Place:** Mumbai

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## **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, DULY SIGNED AND COMPLETED, TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE COMMENCEMENT OF THE MEETING.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.

3. Accordingly, the facility for appointment of proxies by the Members will be available for the EGM and hence the Proxy Form and Attendance Slip are annexed to this Notice.

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## **EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013) IN CONFORMITY WITH THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

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### **ITEM NO. 1: To Consider the Appointment or Re-Designation of Mr. Hemant Muddanna Sanil (DIN: 01245532) as Chairman and Managing Director:**

Due to Sad demise of Mr.Dhananjay Wakode. Board we hereby decided to appoint or Re designate Mr.HemantMuddanna Sanil as Chairman and Managing Director

The Board considered and approved appointment, under Section 161 of the Companies Act, of Mr.HemantMuddanna Sanil (DIN: 01245532)as Chairman and Managing Director in the meeting held on February 08 , 2024.

The Company had received consent letter from Mr. Hemant Muddanna Sanil (DIN: 01245532) to act as Chairman and Managing Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing his candidature.

### **Broad particulars of the terms of appointment of and remuneration payable to Mr.Hemant Muddanna Sanil are as under:**

- a. Tenure of appointment – 5 years w.e.f. 02/03/2024.
- b. Salary, perquisites and allowances: The Company will pay the Remuneration of Rs. 2820000 Per Annum as decided by the Nomination and Remuneration committee in subject to Approval of Board of Director and Shareholders.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Hemant Muddanna Sanil under Section 190 of the Act.

Mr. Hemant Muddanna Sanil all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Mr. Hemant MuddannaSanil are as stated below in point No. ii of “Information required under Section II, Part II of Schedule V of the Companies Act, 2013” and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

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Mr. Hemant Muddanna Sanil the Promoter of the Company , has been a Whole- Time Director for the past 20 Years.Mr. Hemant Muddanna Sanil is the Husband of Mrs. Savita Hemant Sanil, Executive DirectorNone of the other directors are related to any other director on the Board.

The Board of Directors Recommends the Special Resolution set out in the Notice for approval of the members.

## **Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

### **i. General Information**

Nature of Industries	Manufacturing of Soft and Hardware Parts of Computer and Related Components.
Date or expected date of commencement of commercial production	Already started. NA
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The company is in the business of Manufacturing and Sellingof Software and Hardware Parts of the Computer fasteners and expecting good business/ revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

### **ii. Information of appointee, Mr.Hemant Muddanna Sanil/ Brief Profile of Mr. Hemant Muddanna Sanil pursuant to Secretarial Standard 2 (SS-2)and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

Description	Details
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Name	Mr. Hemant Muddanna Sanil
DIN	01245532
Age	59 years
Qualification	Bachelor of Engineering
Experience / Job Profile /Suitability	Astute director with over 35 years of experience in the field of computer systems and IT related services. A professional engineering ever ready to deal with complex macro issue and provide innovative turn –key solutions resulting in significant value addition for the prestigious customers.
Terms and Conditions of appointment	Chairman and Managing Director for a period of 5 years.
Remuneration last drawn from the Company	Being the Whole Time Director of the Company Mr. Hemant Muddanna Sanil received the remuneration of Rs. 2820000 Per Annum.
Remuneration proposed	Rs. 2820000 Per Annum.
Past Remuneration	Being the Whole Time Director of the Company Mr. Hemant Muddanna Sanil received the remuneration of Rs. 2820000 Per Annum.
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the Board of the Company.	31/10/2002
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Mr. Hemant Muddanna Sanil is the part of Promoter Group of Company and he is the Husband of Mrs. Savita Hemant Sanil Executive Director of the Company and other Directors are



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	promoter Directors of the Company.
Shareholding in the Company (as on the date of EGM Notice)	2479449 equity shares.
Directorships of other Board	No
Membership/Chairmanship of Committees of Board of Directors of other companies	<b>Audit Committee</b> - Member <b>Nomination and Remuneration Committee</b> - Member

Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	Remuneration of Rs. 2820000 Per Annum paid to Mr. Hemant Muddanna Sanilas recommend by the Nomination and Remuneration Committee .
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	He is promoter of the Company. He and other Directors are promoter Directors of the Company. He has no other relationship with any other managerial personnel of the Company except as stated above.
Recognition or awards	NIL

## **Item No.2Regularization of Additional Director, Mrs. Sangeeta Dhananjay Wakode(DIN:10460812) by appointing him as Executive Director of the Company**

Mrs. Sangeeta Dhananjay Wakodewas first inducted to the Board at the Board Meeting held on 20/01/2024 and in the same meeting he was appointed as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013. Mrs. Sangeeta Dhananjay Wakode can hold office only up to the date of the ensuing General Meeting of Shareholder. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. Further, in the meeting held on 08th February, 2024 , the Board appointed Mrs. Sangeeta Dhananjay Wakode as the Executive Director of the Company, with immediate effect, for a period of five years, subject to the approval of the shareholders. The terms and conditions of the

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appointment are set out in a draft Appointment letter to be issued to Mrs. Sangeeta Dhananjay Wakode by the Company .The Board is of the opinion that the appointment and presence of Mr. Sangeeta Dhananjay Wakode on the Board as Whole Time Director will be desirable, beneficial and in the best interest of the Company.

### **Item No.3: Appointment of Mrs. Sangeeta Dhananjay Wakode(DIN: 10460812) as Whole-time Director of the Company:**

Due to Sad demise of Mr. Dhananjay Wakode. Board hereby decided to appoint Mrs. Sangeeta Dhananjay Wakodeas Whole Time Director.

The Board considered and approved appointment, under Section 161 of the Companies Act, of Mrs. Sangeeta Dhananjay WakodeWhole Time Director in the meeting held on 08/02/2024.

The Company had received consent letter from of Mrs. Sangeeta Dhananjay Wakode (DIN: 10460812)to act as Whole Time, Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing his candidature.

### **Broad particulars of the terms of appointment of and remuneration payable to Mrs. Sangeeta Dhananjay Wakode are as under:**

- a. Tenure of appointment – 5 years w.e.f. 02/03/2024.
- b. Salary, perquisites and allowances: Since the Company is in loss there will be no remuneration payable to Mrs Sangeeta Dhananjay Wakode. Once the Company will be in profit the remuneration will be payable as per the amount mutually decided by WTD and Board and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Mrs. Sangeeta Dhananjay Wakode satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The details of Mrs. Sangeeta Dhananjay Wakode as stated below in point No. ii of “Information required under Section II, Part II of Schedule V of the Companies Act, 2013” and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. It is proposed to

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seek members' approval for appointment of and remuneration payable to Mrs. Sangeeta Dhananjay Wakode (DIN: 10460812) Wholetime Director of the Company, under category of Executive Director (Whole time Director), in terms of the applicable provisions of the Companies Act, 2013.

The Board of Directors Recommends the Special Resolution set out in the Notice for approval of the members.

## **Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

### **i. General Information**

Nature of Industries	Manufacturing of Soft and Hardware Parts of Computer and Related Components.
Date or expected date of commencement of commercial production	Already started. NA
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The company is in the business of Manufacturing and Selling of Software and Hardware Parts of the Computer fasteners and expecting good business/ revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

### **ii. Information of appointee, Mrs. Sangeeta Dhananjay Wakode/ Brief Profile of Mrs. Sangeeta Dhananjay Wakode pursuant to Secretarial Standard 2 (SS-2) and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

<b>Description</b>	<b>Details</b>
Name	Sangeeta Dhananjay Wakode

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DIN	10460812
Age	53 years
Qualification	Bachelor of Fine Arts
Experience / Job Profile /Suitability	<p>She has working experience of over 15 years in advertisement field. She Worked as Art Director in Rank Advertising and Vakil &amp; Sons.</p> <p>Since 2008 she is handling Operations part of Benchmark Computer Solutions as Head of Operations..</p>
Terms and Conditions of appointment	Whole time Director for a period of 5 years.
Remuneration last drawn from the Company	N.A.
Remuneration proposed	As stated above in this statement.
Past Remuneration	Not Applicable
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the Board of the Company.	20/01/2024
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Mrs. Sangeeta Dhananjay Wakode is the part of Promoter Group and wife of Late Mr. Dhananjay Wakode.
Shareholding in the Company (as on the date of EGM Notice)	501 equity shares.
Directorships of other Board	Not Applicable
Membership/Chairmanship of	<b>Stakeholder Relationship Committee- Member</b>

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Committees of Board of Directors of other companies	
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	Remuneration of Rs. 2820000 paid to Mrs. Sangeeta Dhananjay Wakode as recommend by the Nomination and Remuneration Committee .
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	Mrs. Sangeeta Dhananjay Wakodeis the Wife of Late Mr. Dhananjay Wakode Managing Director & Chairman and after the sad Demise of Mr. Dhananjay Wakodeshe is the part of the Promoter Group. None of the other directors are related to any other director on the Board.
Recognition or awards	NIL

## **For Benchmark Computer Solutions Limited**

Thanking You  
Yours Faithfully,



Ms. Ritika Deepak Paneri  
Company Secretary and Compliance Officer  
Membership Number: - A40030

**Date:** 08/02/2024

**Place:** Mumbai