

DOHA BROKERAGE AND FINANCIAL SERVICES LIMITED

Regd. Office: 2nd Floor, Chammany Chambers,
Kaloor Kadavanthra Road, Kaloor, Kochi-682017
Tel. No: 0484 2566000 Email ID: ho@dbfsindia.com
Website: www.dbfsindia.com
CIN: U67120KL1992PLC006711

NOTICE TO THE MEMBERS

Notice is hereby given that the 28th Annual General Meeting of the members of Doha Brokerage and Financial Services Limited will be held on 19th December 2020 at 04.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - The audited Standalone financial statements, including audited Standalone Balance Sheet together with Cash Flow Statement and Statement of Profit and Loss of the Company for the financial year ended 31st March 2020 and the Reports of the Board of Directors and the Auditors thereon; and
 - The audited consolidated financial statements, including audited Consolidated Balance Sheet and Statements of Profit and Loss of the Company for the financial year ended 31st March 2020 and the Report of the Auditors thereon.
- To appoint a Director in place of Mr. Binny C Thomas (DIN: [00623159](#)), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Suresh Yezhuvath (DIN: [00623563](#)), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. APPROVAL OF CONTRACTS/ARRANGEMENTS WITH RELATED PARTIES

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable laws if any, and subject to such other approvals, consent, permissions and sanctions of any authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors to ratify/approve all existing contracts / arrangements/ agreements with subsidiary companies / associate companies as detailed below, the value of which either singly or all taken together may exceed ten per cent of the annual turnover of the Company:

Name of Related Party	Name of Directors or KMP who is related	Nature of Relationships	Type of Contracts /transactions	Total Value of all the Contracts in the year 2019-20	Duration of the contracts /transactions	Salient terms or transactions , if any	Justification for entering into contracts
DBFS Securities Limited	Prince George, Binny C Thomas, Jacob Kurian Nellanickal, Suresh Yezhuvath, Johnkutty James, K B Jayaram	Subsidiary Company	Business Support Services	Rs.4,198,616/-	April 2014 -ongoing	Charges towards usage of common facilities, brand name etc.	Business Requirement

DBFS Finance and Leasing (I) Limited	Prince George, Binny C Thomas, Jacob Kurian Nellanickal, Suresh Yezhuvath, Paul Thomas, C K Krishnan, Jacob Chacko Mannur Johnkutty James, K B Jayaram	Subsidiary Company	Business Support Services	Rs.3,484,892/-	April 2014 -ongoing	Charges towards usage of common facilities, brand name etc.	Business Requirement
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RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and be authorized to approve aforesaid transactions and the terms & conditions thereof.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution.”

For and on behalf of the Board of Directors
For DOHA BROKERAGE AND FINANCIAL SERVICES LIMITED

Sd/-
PRINCE GEORGE
Managing Director
(DIN 00449605)

Kochi, 12th November, 2020

Notes:

- a. In view of the current extraordinary circumstances due to Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”), has permitted the Companies to conduct their Annual General Meeting through Video Conferencing (VC) or other audio visual means (OAVM).
- b. The Members can attend the meeting through VC from their laptop/mobile. The Company shall provide VC facility via ZOOM VIDEO COMMUNICATIONS (“Zoom”) in order to make it convenient for the Members to attend the Meeting. Members are required to use the following link or details to join the meeting through VC facility of Zoom:

Zoom link	https://us02web.zoom.us/j/8567286022?pwd=eGdzQmVLSm1kTEp5TUtDV3FjZysyQT09
Meeting ID	856 728 6022
Password	dbfs

- c. Members are requested to communicate to us any change of their current address, e-mail id etc. in the form attached as **Annexure B** which may be duly filled and sent through email to johnk@dbfsindia.com for updating our registers / records.
- d. As the meeting is scheduled to be held through video visual means, the facility of appointment of proxies by members is not available.
- e. A statement as required under Section 102 of the Companies Act, 2013, in respect of special businesses to be transacted at the meeting is annexed hereto.
- f. The details of the directors seeking appointment/ re-appointment as per the Secretarial Standards – 2 forms part of this notice as **Annexure A**.

- g. Equity Shares of the Company has been admitted in the Depository System. As per the Notification of the Ministry of Corporate Affairs (MCA), securities of an unlisted public Company can be transferred only in dematerialized mode. Similarly before subscription to fresh issue of securities including rights issue and bonus issue, the existing securities should be held in dematerialized form. Therefore members are requested to dematerialize their share certificates still held in physical form.
- h. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filing required form.
- i. To support the "Green Initiative", the members who have not registered their e-mail ids are requested to register the same with us.
- j. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
- k. Transfer of unpaid / unclaimed amounts lying in unpaid dividend account to the Investor Education and Protection Fund.
- l. Pursuant to the provisions of Section 124 (5) of the Companies Act, 2013 and Rules made thereunder, the unclaimed / unpaid dividend for the financial year 2010-11 shall be transferred to the Investor Education and Protection Fund (IEPF). Members who have not yet en-cashed their dividend warrant or made any claim for the dividend of the subsequent financial years, are requested to make their claims at the earliest.
- m. As per section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016 ("IEPF Rules"), the Company has to transfer not only the unclaimed dividends but also the underlying equity shares in respect of which dividends are not claimed for consecutive 7 years in respect of any shareholders, to the IEPF Authority. In compliance with the above, shareholders, whose dividend amount for the FY 2010-11 as well as subsequent dividend warrants remain unclaimed, are requested to claim the outstanding dividend amounts failing which the corresponding shares will be transferred to the IEPF Authority in adherence to the procedures prescribed under the Rules.
- n. Relevant documents referred to in this Notice and the accompanying statements are open for inspection by the Members at the Registered Office of the Company on all working days during business hours upto the date of the meeting.

EXPLANATORY STATEMENT

PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 4

The Company has existing and ongoing arrangements with its subsidiary/ associate / group companies for sharing of infrastructure, resources and expenses, which are deemed to be related party transaction within the meaning of the Companies Act, 2013. Related Party Transactions in the nature of rendering of services aggregate value of which exceeds 10% of annual turnover of the Company requires approval of the members, if the same is not in the ordinary course of business or it is not in arms' length relationship. The existing arrangements of your company with the group companies are in the ordinary course of business and at arms' length relationship. However considering the divergent interpretations of the statutory provisions and as a matter of utmost caution, your Directors propose to move the resolution at Item No. 4.

The details of related party transactions are as under:

<i>Name of Related Party</i>	<i>Name of Directors or KMP who is related</i>	<i>Nature of Relationships</i>	<i>Type of Contracts /transactions</i>	<i>Total Value of all the Contracts in the year 2019-20</i>	<i>Duration of the contracts /transactions</i>	<i>Salient terms or transactions , if any</i>	<i>Justification for entering into contracts</i>
DBFS Securities Limited	Prince George, Binny C Thomas, Jacob Kurian Nellanickal, Suresh Yezhuvath, Johnkutty James, K B Jayaram	Subsidiary Company	Business Support Services	Rs.4,198,616/-	April 2014 -ongoing	Charges towards usage of common facilities, brand name etc.	Business Requirement
DBFS Finance and Leasing (I) Limited	Prince George, Binny C Thomas, Jacob Kurian Nellanickal, Suresh Yezhuvath, Paul Thomas, C K Krishnan, Jacob Chacko Mannur Johnkutty James, K B Jayaram	Subsidiary Company	Business Support Services	Rs.3,484,892/-	April 2014 -ongoing	Charges towards usage of common facilities, brand name etc.	Business Requirement

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

None of the Directors, Key Managerial Personnel or their relatives is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his / her respective shareholding, if any, in the Company, in the resolution set out in item no. 4 of the Notice.

For and on behalf of the Board of Directors

For DOHA BROKERAGE AND FINANCIAL SERVICES LIMITED

Sd/-

PRINCE GEORGE

Managing Director

(DIN 00449605)

Kochi, 12th November, 2020

Annexure A

Details of Directors seeking appointment/ re-appointment pursuant to the provisions of Secretarial Standards – 2:

Name of the Director	Binny C Thomas
DIN	00623159
Age & Date of Birth	23.04.1961, 59
Type of Appointment	Re-appointment
Date of First Appointment	21 st September, 1992
Experience and Areas of Specialisation	28 years in Stock Broking
Qualifications	Graduate
Terms and Conditions of Appointment	Liable to Retire by Rotation, No Remuneration proposed.
Remuneration last drawn	0
No. of Shares held in the Company	24651
No. of Board meetings attended during Financial Year 2019-20	3
List of directorship held in outside Public Limited Companies	1. DBFS Finance and Leasing (I) Limited 2. DBFS Securities Limited 3. DBFS Derivatives And Commodities Limited
Chairman / Member of the committee of Board of Directors of other companies	Nil
Relationship with Key Managerial Personnel and Directors	No Relationship exists

Name of the Director	Mr. Suresh Yezhuvath
DIN	00623563
Age & Date of Birth	26.05.1970, 50
Type of Appointment	Re-appointment
Date of First Appointment	28 th August, 2002
Experience and Areas of Specialisation	18 years in Stock Broking
Qualifications	Graduate
Terms and Conditions of Appointment	Liable to Retire by Rotation, No Remuneration proposed.
Remuneration last drawn	0
No. of Shares held in the Company	162554
No. of Board meetings attended during Financial Year 2019-20	1
List of directorship held in outside Public Limited Companies	1. DBFS Securities Limited 2. DBFS Finance and Leasing (I) Limited
Chairman / Member of the committee of Board of Directors of other companies	Nil
Relationship with Key Managerial Personnel and Directors	No Relationship exists

Annexure B

Details of shareholders:

Name of shareholder	
Name of joint holders, if any	
Number of shares held	
Folio No /BO id	
Permanent Address	
Communication Address <i>(If different from permanent address)</i>	
Mobile Number	
E-mail id	