

VINTAGE SECURITIES LIMITED

Regd Off : 58/3, B. R. B. Basu Road

Kolkata - 700 001

website : www.vintage-securities.com

CIN NO. L74120WB1994PLC063991

NOTICE

NOTICE is hereby given that the **TWENTIETH Annual General Meeting** of the Members of Vintage Securities Limited will be held on 30th September, 2014 at 11.00 A.M. at 58/3, B R B BASU ROAD, KOLKATA-700 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March 2014, the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director, in place of Mr. V. K. Mohatta (DIN : 00185408), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"Resolved that M/s. S. Singhi & Associates, Chartered Accountants (Registration no. 317039E) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company".

SPECIAL BUSINESS

4. **To appoint Mr. Sanjay Modi (DIN: 00315775) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof,) for the time being in force and Clause 49 of the Listing Agreement, Mr. Sanjay Modi (DIN:

00315775), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of the 20th Annual General Meeting of the Company in the calendar year 2019".

5. **To appoint Mr. L. K. Parwa (DIN: 03533525) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution :**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof,) for the time being in force and Clause 49 of the Listing Agreement, Mr. L. K. Parwa (DIN: 03533525), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of the 20th Annual General Meeting of the Company in the calendar year 2019"

6. **To appoint Mr. Rahul Sarda (DIN: 00577721) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution :**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof,) for the time being in force and Clause 49 of the Listing Agreement, Mr. Rahul Sarda (DIN: 00577721), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of the 20th Annual General Meeting of the Company in the calendar year 2019".

Date : 28th day of May, 2014

Place : Kolkata

By Order of the Board

Subrata Roy

Company Secretary & Manager (Finance)

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN**

10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER

- 2) Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the Annual General Meeting.
- 3) The Register of Members and Share Transfer Books of the

Company will remain closed from 24th September, 2014 to 30th September, 2014 (both days inclusive).

- 4) Members holding shares in DEMAT form are requested to bring their client ID No. and DP ID No. for easier identification of their attendance at the meeting.
- 5) Members holding shares in physical form are requested to notify any change in their address to the Company and always quote their Folio Number in all correspondences with the Company.
- 6) A Statement required under Section 102(1) of the Companies Act, 2013 in respect of the businesses as mentioned under Item Nos. 2, 4, 5 and 6 of the Notice is annexed hereto.
- 7) Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
- 8) Shareholders desiring any information as regards the Accounts are requested to write to the Company sufficiently in advance so as to enable the management to keep the information ready. They are also requested to bring a copy of the Annual Report at the Annual General Meeting.
- 9) The Company is listed with Bombay Stock Exchange Limited and Listing Fees for the Year 2013-2014 has been paid.

10) Brief particulars of the Director of the company proposed to be appointed or reappointed at the ensuing Annual General Meeting are given in the Corporate Governance Report.

11) VOTING THROUGH ELECTRONIC MEANS

- I) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
- II) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their

vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

III) The instructions for shareholders voting electronically are as under:

- i. The voting period begins on September 24, 2014 at 10.00 A.M. and ends on September 26, 2014 at 6.00 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 (record date) of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- iii. Click on "Shareholders" tab.
- iv. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat 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.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders):</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. Example: <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio :</p> <ul style="list-style-type: none"> ● Please Enter the DOB or Bank Account Number in order to Login. ● If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of August 15, 2014

- viii. After entering these details appropriately, click on "Submit" tab.
- ix. Members holding shares in physical form will then 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 for 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant "**Vintage Securities Limited**" on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Institutional Shareholders

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details they have to create 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.
4. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
5. 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.

- xix. In case you have any queries or issues regarding e-voting, 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
- 12) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at arupkroy@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 26, 2014, upto 6 pm. without which the vote shall not be treated as valid.
- 13) 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 (record date) of August 14, 2014.
- 14) The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on August 14, 2014.
- 15) The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of August 14, 2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 16) Shri K.C. Khowala, Practising Company Secretary (Certificate of Practice Number 2421) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 17) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL and website of Vintage Securities Limited within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to Bombay Stock Exchange Limited.

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4 to 6

The Board of Directors of the Company comprises of four Directors, viz. Mr. V.K.Mohatta, Mr. Sanjay Modi, Mr. L.K. Parwa and Mr. Rahul Sarda.

According to Section 149(4) of the Companies Act, 2013 every listed public company shall have at least one-third of the total number of directors as Independent Directors. Further, Section 149(5) of the same Act also provides that every company existing on or before the commencement of this Act shall, within one year from the commencement or from the date of notification of the rules in this regard as may be applicable comply with the requirements of the provisions of sub-section (4).

Section 149(10) of the Act *inter alia* provides that subject to the provisions of Section 152, an Independent Director shall hold office for a term of five consecutive years on the Board of a company. The proviso to sub-sections (10) and (11) of Section 149 of the Act further clarifies that, any tenure of an Independent Director before the

commencement of this Act shall not be counted as a term under aforesaid sub-sections (10) and (11).

Our company is of the opinion that all of the above-mentioned 4 directors fulfill the conditions specified in the Act regarding their appointment. Brief particulars of all the Directors who are proposed to be appointed as Independent Directors is annexed herewith in the Annexure II to this Notice.

Eminent people having skill, expertise and standing in their respective fields / profession and whose association with the Company will bring immense benefit to the Company are considered by the Board to be appointed as Independent Directors.

Our Board has recommended for approval of shareholders under Agenda Item No. 4 to 6 of the accompanying Notice of AGM, the classification of the aforesaid Directors as Independent Directors pursuant to Section 149 of the Companies Act, 2013 read with Rules made there under, and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, with their respective term to hold office for 5 (five) consecutive years commencing from the date of this Annual General Meeting and continuing till the conclusion of the Annual General Meeting in the calendar year 2019.

Concerned Directors being an appointee, are interested in their

respective resolutions being related to their own appointment. Other than the aforesaid, none of the Directors and Key Managerial Personnel and their relatives are interested or concerned in the Resolutions set out under Item Nos. 4 to 6 of the accompanying Notice except and to the extent of shareholdings as held by them, if any in the Company. None of the Directors are related *inter-se* to each other.

Copies of Draft Letters setting out their terms & conditions respectively are available for inspection by the members at the Registered Office of the Company during normal business hours (between 11 A.M. to 1 P.M.) on any working day, excluding Saturday.

Important Communication to Members:

Green Initiative :

As part of the Green Initiative in Corporate Governance, Annual Report will be sent by e-mail to the members. Those members who have not registered their e-mail address so far are requested to register their e-mail address in respect of electronic holdings with Depository through their concerned depository participants.

Shareholders holding physical share certificates are requested to register their e-mail address with our Registrars and Share Transfer Agents; M/s Niche Technologies Pvt. Ltd.

Date : 28th day of May, 2014
Place : Kolkata

By Order of the Board
Subrata Roy
Company Secretary & Manager (Finance)

DETAILS OF DIRECTORS SEEKING APPOINTMENT IN THE ANNUAL GENERAL MEETING SCHEDULED ON (PURSUANT TO CLAUSE 49 (IV) (G) (I) OF THE LISTING AGREEMENT)

BRIEF PARTICULARS OF DIRECTORS PROPOSED FOR APPOINTMENT/ REAPPOINTMENT				
	I	II	III	IV
Name of Director	MR.VIJAY KUMAR MOHATTA	MR. SANJAY MODI	MR.LAXMI KANT PARWA	MR. RAHUL SARDA
Date of Birth	12/10/35	11/08/60	20.03.1970	21.01.1941
Date of Appointment	23.07.2001	29.01.2007	30.05.2011	22.04.2008
Expertise	Finance & Business Development	Accounts & Law	Accounts, Finance & Taxation	Land Development & Designing
Qualification	Graduate in Science	Graduate in Commerce	Graduate in Commerce	Graduate in Commerce
List of Companies in which Outside directorships held as on 31.03.2014	1. Paramsukh Properties Pvt. Ltd. – Director 2. Atash Properties & Finance Pvt Ltd – Director 3. Kutir Udyog Kendra (I) Ltd. – Director	1. Bharat Salt & Chemical Industries Ltd. – Director	1. Kutir Udyog Kendra (I) Ltd. – Director 2. Jeco Exports & Finance Ltd. – Director	1. Winsome India (P) Ltd.
Chairman/Member of the Committees of the Board of the other Companies on which he is a Director as on 31st March, 2014	None	None	None	None



VINTAGE SECURITIES LIMITED

REGD. OFFICE : 58/3, B. R. B. BASU ROAD, 1ST FLOOR, KOLKATA - 700 001

Ph. No. 033-22352311, Fax : 033-22495656

Website : www.vintage-securities.com

CIN : L74120WB1994PLC063991

Attendance Slip

Regd. Folio No./DP ID – Client ID No. :

Named of the Attending Member :

Address :

No. of Shares :

I hereby record my presence at the 20th Annual General Meeting being held at 58/3, B. R. B. Basu Road, 1st Floor, Kolkata - 700 001

SIGNATURE OF THE ATTENDING MEMBER / PROXY

NOTES: Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
140828045	Please refer to Note No. 11-III in the Notice of the AGM	



FORM MGT-11

VINTAGE SECURITIES LIMITED

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PROXY FORM

Regd. Folio No./ DP Id – Client Id No. :

Name of the Registered Holder :

Address :

No. of Shares :

I/We being the member(s) ofshares of the above named Company hereby appoint:

- (1) Name.....Address.....
Email Id.....Signature.....or failing him
- (2) Name.....Address.....
Email Id.....Signature.....or failing him
- (3) Name.....Address.....
Email Id.....Signature.....

as my/our Proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 30th September, 2014 and any adjournment thereof.

Sl. No	RESOLUTIONS
Ordinary Business	
1	Approval of Profit & Loss Account and Balance Sheet
2	Re-appointment of Mr. V.K. Mohatta, who retires by rotation
3	Appointment of M/s. S. Singhi & Associates, Chartered Accountants, as Auditors and the Board to fix their remuneration
Special Business	
4	Appointment of Mr. Sanjoy Modi as an Independent Director
5	Appointment of Mr. L.K. Parwa as an Independent Director
6	Appointment of Mr. Rahul Sarda as an Independent Director

Signature of the Registered Holder

Affix
Revenue
Stamp

Note :

1. The proxy must be returned so as to reach the Registered Office of the Company at 58/3, B.R.B. Basu Road, Kolkata-700001, not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 20th Annual General Meeting.

