



VINTAGE SECURITIES LIMITED
CIN NO. L74120WB1994PLC063991
Regd Off: 58/3, B R B Basu Road
Kolkata- 700 001

Ph. No. 033-2235-2311 Fax No. 033-2249-5656, website: www.vintage-securities.com

September 19, 2016

The Secretary,
Bombay Stock Exchange Limited,
Listing Department,
1st Floor, New Trading Ring,
Rotunda Bldg, P.J. Tower,
Dalal Street,
Mumbai – 400001
BSE Stock Code: 531051

Dear Sir/Madam,

Sub: Notice of Annual General Meeting of Vintage Securities Limited

This is to inform you that Annual General Meeting of Vintage Securities Limited is scheduled to be held on Friday, September 30, 2016, at the registered office of the company at 58/3, B R B BASU ROAD, KOLKATA-700001 at 02.00 pm.

The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2016 to September 30, 2016 (both days inclusive) for AGM.

In this regards please find the **NOTICE** of the AGM of the Company enclosed for your reference.

This is for your information and record.

Yours faithfully,

For **Vintage Securities Limited**

U. Saraogi

Umakant Saraogi
(Company Secretary & Compliance Officer)

Encl.: As above



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NOTICE

Notice is hereby given that the 22nd Annual General Meeting (“AGM”) of shareholders of Vintage Securities Limited (the “Company”) will be held on Friday, September 30, 2016, at the registered office of the company at 58/3, B R B BASU ROAD, KOLKATA-700001 at 02.00 pm to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1

TO CONSIDER & ADOPT ACCOUNTS

To receive, consider and adopt the Audited Balance sheet for the period ended March 31, 2016 including the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors & Auditors thereon.

ITEM NO. 2

RATIFICATION OF AUDITOR:

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

“**RESOLVED that** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of Khetawat & Co., Chartered Accountants Firm Registration No 313185E , as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2017 at such as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

ITEM NO. 3

APPOINTMENT OF MR. VIJAY KUMAR MOHATTA AS MANAGING DIRECTOR

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

“**RESOLVED THAT** pursuant to provisions of section 197, 198 and 203 read with schedule V and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment(s) thereof for the time being in force) the consent of the members of the Company be and is hereby accorded for the appointment of Shri Vijay Kumar Mohatta (DIN- 00185408) as a Managing Director of the Company for a period of 3 years from March 31, 2016 till March 30, 2019 on payment

of such remuneration as approved by the Nomination and Remuneration committee at its meeting held on March 31, 2016.”

“**RESOLVED FURTHER THAT** Mr. Laxmi Kant Parwa, CFO and/or the Company Secretary be and is hereby authorized to make the necessary filings to the Registrar of Companies in respect of the said appointment.”

ITEM NO. 04

APPOINTMENT OF MRS SUMANA RAYCHAUDHURI AS INDEPENDENT WOMEN DIRECTOR OF THE COMPANY

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director .

“**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of companies Act 2013 (“The Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the companies (Appointment and Qualification of Directors) rules, 2014 and the applicable provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sumana Raychaudhuri who was appointed as an Additional Director in the meeting of the Board of Directors held on , May 30th, 2016, in terms of Section 161 of the Act, and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Act, proposing his candidature for the office of the director of the company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years, not liable to retire by rotation.

”**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all the acts , deeds, matters and things , as it may , in its absolute discretion, deem necessary , proper or desirable to give effect to the aforesaid resolution.”

**By order of the Board
For Vintage Securities Limited**

U. Saraogi

**Umakant Saraogi
Company Secretary & Compliance Officer**

**Place: Kolkata
Date: 30th May, 2016**

NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE VALID MUST BE RECEIVED BY 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.**
2. The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2016 to September 30, 2016 (Both days inclusive) for AGM.
3. Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
4. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members, who hold the shares in de-materialized form, are requested to bring their client ID and DP ID Nos. for easier identification of attendance at the meeting.
6. Members who hold shares in physical form are requested to notify any change in their address/mandate/bank details/e-mail address to Niche Technologies Pvt. Ltd., the Registrar and Share Transfer Agents of the Company and always quote their Folio Number in all correspondence with the Company.
7. Brief particulars of the Directors of the Company proposed to be appointed or re-appointed at the ensuing Annual General Meeting are given in the annexure.
8. An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the businesses as mentioned under Item Nos. 3 and 4 of the Notice are annexed hereto.
9. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
10. Electronic copy of the Notice of the aforesaid Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the aforesaid AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent.
11. Members are requested to register their e-mail addresses with the Company / Depository Participant to enable us to send you the Report and Accounts, Notices etc. in electronic mode, as a measure of support to the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, Government of India.
12. Members are requested to bring the admission slips along with their copies of the Annual Report to the meeting.
13. The Company has provided facility of e-voting to its members as prescribed under the Companies Act, 2013. The instructions for e-voting are annexed to this Notice.

14. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
15. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued there under will be available for inspection by the members at the Annual General Meeting.

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

- I.** In compliance with provisions of Section 108 of the Companies Act, 2013, 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), Regulations, 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 from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- II.** The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:**

The remote e-voting period commences on Tuesday, September 27, 2016 (9.00 a.m. IST) and ends on Thursday, September 29, 2016 (5.00 pm IST). Please note that e-voting mode shall not be allowed beyond 5.00 p.m. on Thursday, September 29, 2016.

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 23, September, 2016 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.

The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

- (i) Click on “Shareholders” tab.

(ii) 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.

(iii) Next 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 voting of any company, then your existing password is to be used.

(v) 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 use the first two letters of their name and the 8 digits of the sequence number 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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>
Bank Account Number (DBD)	<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 the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

- (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 the relevant Company Name i.e. **VINTAGE SECURITIES LIMITED** on which you choose to vote.
- (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 Resolution details.
- (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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 they have to create a compliance user which 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 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.
- (xvii) 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 or contact them at 1800 200 5533

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

18. 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 vintage.capital@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th September, 2016, upto 5:00 pm without which the vote shall not be treated as valid.
19. 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 of 23, September, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
20. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 2nd, September, 2016.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23, September, 2016 The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23, September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
23. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
24. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vintage-securities.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Bombay Stock Exchange and

Other Instructions-

1. The E-voting rights of the shareholders / beneficial owners shall be reckoned on the paid-up value of equity shares held by them as on September 23, 2016.
2. Mrs. Priti Lakhotia (ACS 21970, C.P. No. 12790), partner of A L & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner, whose e-mail address is alassociates2014@gmail.com
3. 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 Company's website

www.vintage-securities.com and on the website of CDSL and to the Stock Exchanges on which the shares of the Company are listed within two(2) days of passing of the resolutions at the AGM of the Company.

**By order of the Board
For Vintage Securities Limited**

U. Saraogi

**Umakant Saraogi
Company Secretary & Compliance Officer**

**Place: Kolkata
Date: 30th May, 2016**

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

ITEM NO.3

The Board of Directors has appointed Mr. Vijay Kumar Mohatta (DIN- 00185408) as the Managing Director of the Company for a term of 3 years effective from March 31, 2016 to March 30, 2019, subject to the approval of the Members at the ensuing Annual General Meeting.

Due to financial constraints, the Board has (based on the recommendation of the Nomination & Remuneration Committee) decided on non-payment of remuneration in consonance of the provisions of Companies Act, 2013.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract of terms and conditions of the Agreement and Memorandum of concern or interest under Section 196 and 197 of the Companies Act, 2013.

The appointment of Mr. Vijay Kumar Mohatta as Managing Director of the Company for a period of three years w.e.f. March 31, 2016 is pursuant to the terms and conditions set out below:

Remuneration

- (a) No Remuneration due to financial constraints.
- (b) Perquisites - No perquisites

Sitting fees

Mr. Vijay Kumar Mohatta will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee thereof. She will be reimbursed the entertainment and other expenses actually incurred for the business of the Company subject to such limits as may be fixed by the board from time to time. Details of the appointee is attached in Annexure-I

The details required in a statement as per clause (A)(iv) of Section II of Part II of Schedule V of the Act are as here under:

1.	Nature of Industry	The company is a NBFC
2.	Date of commencement of commercial production	NA
3	In case of new companies, expected date of commencement of activities as per project approval by financial institutions appearing in the prospectus	Not Applicable in case of Existing Companies.
4.	Financial Performance	Total Income 2015-16 : Rs. 6,02,452.00 2014-15 : Rs. 7,69,982.00
5.	Export performance and net foreign exchange collaboration	No Export

None of the managerial personnel in the Company is related to Mr. Vijay Kumar Mohatta.

ITEM NO.4

The Board at its meeting held on May 30, 2016 appointed Mrs. Sumana Raychaudhuri as an additional director of the company with effect from May 30, 2016, pursuant to Section 161 of the Companies Act, 2013. Hence she will hold office up to the date of ensuing Annual General Meeting.

Under Section 160 of Companies Act 2013, a notice in writing has been received along with the requisite deposit proposing her for the office of Independent Director of the Company.

The Board also considers it desirable that the appointment of Mrs. Sumana Raychaudhuri be regularized by her appointment as Independent Women Director under section 149 of the Companies Act, 2013. An independent director can hold office up to 5(five) consecutive years on the board of the company and he shall not be included in the total number of directors for retirement by rotation.

The company has received from Mrs. Sumana Raychaudhuri (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013 and (iii) declaration to the effect that she meets the criteria of Independence as provided in section 149(6) of the Companies Act, 2013.

The Board considers that her association would be of immense benefit to the company and it is desirable to avail her services as Director.

Copy of the draft letter of appointment setting out the terms and conditions of appointment of Mrs. Sumana Raychaudhuri is available for inspection without any fee at the Company's Registered Office from 11A.M to 1P.M on all working days till the date of the forthcoming Annual General Meeting of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Sumana Raychaudhuri to whom the resolution relates, is concerned or interested in the proposed resolution.

Accordingly, the Board recommends their resolution no. 4 of the notice as an Ordinary Resolution.

**By order of the Board
For Vintage Securities Limited**

U. Saraogi

**Umakant Saraogi
Company Secretary & Compliance Officer**

**Place: Kolkata
Date: 30th May, 2016**

Annexure -I

As per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a statement containing the requisite details of the concerned appointed or re-appointed directors is given below:

Name	Mr. Vijay Kumar Mohatta	Mrs. Sumana Raychaudhuri
DIN	00185408	07308451
Date of Birth	12/10/1935	29/10/1974
Age	81 Years	42 Years
Qualification	B.Com	CS, LLB
Experience & Expertise in specific functional area	Manufacturing & Service Industries	Secretarial Compliance, Legal and CLB related work.
Details of Remuneration drawn in Financial Year 2015-16	NIL	NIL
Relation with other Director or Key Managerial Personnel of the Company	None	None
Directorship in other Public Companies	1. Kutir Udyog Kendra (India) Ltd.	1. Century Aluminium Manufacturing Co. Ltd 2. CAMCO Multi Metal Limited
Membership/Chairmanship of Committees of other Public Boards	None	None
Shareholding in the Company	328000	NIL



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website: www.vintage-securities.com

22nd ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DATE	VENUE	TIME
FRIDAY, 30 TH SEPTEMBER, 2016	Registered Office	02:00 PM

Name of the Member(s)/ Proxy:	
Address:	
E-mail id:	
Folio No./Client id:	

I certify that I am a Member/Proxy for the Member holding _____ Equity Shares. I hereby record my presence at the 22nd Annual General Meeting of the shareholders of the Company

Please ✓ in the box Member proxy

Name of the Proxy in Block letter

Signature of the Attending Member/Proxy

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



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22nd ANNUAL GENERAL MEETING

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)/ Proxy:	
Address:	
E-mail id:	
Folio No./Client id:	DP Id:

I/ We being the member ofequity shares of the above mentioned company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 22nd Annual General Meeting of members of the Company, to be held on Friday, 30th September, 2016 at 02:00 P.M. at the registered office of the Company, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resoluti on No	Brief description of Resolution	No of shares held
1	To Consider and Adopt Financial Statement of the Company for the year ended March 31, 2016 and the report of the Directors and the Auditor's thereon.	
2	Ratification of Appointment of M/s Khetawat & Co. Chartered Accounts, as the Statutory Auditors for a period of one year from the conclusion of this AGM till the conclusion of next AGM and fixing their remuneration.	
3	Appointment of Mr. Vijay Kumar Mohatta (DIN: 0018508) as Managing Director of the company	
4	Appointment of Mrs. Sumana Raychaudhuri (DIN: 07357662) as aIndependent Women Director of the Company.	

Signed this day of September, 2016.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

<p>Affix Revenue Stamp</p>

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.