



07.09.2019

To,
The General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
1st Floor, New Trading Ring,
Rotunda Bldg, P.J. Tower,
Dalal Street,
Mumbai – 400001
BSE Stock Code: 531051

Unit: VINTAGE SECURITIES LIMITED

Sub: 'Annual General Meeting' of the members of the Company, 'Record Date' and 'E-voting period', 'Book Closure Date', 'Notice of AGM', -Disclosure under Regulation 30, 42, & 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is to inform you that the 25th Annual General Meeting ("AGM") of the Company will be held on Monday, 30th day of September, 2019 at 11:00 A.M. at the registered office of the company at 58/3, B R B Basu Road, Kolkata-700001.

Further Pursuant to Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements), 2015, The Register of Members and Share Transfer Books of the Company will remain closed for AGM from Tuesday, September 24, 2019 to Monday, September 30, 2019, both days inclusive.

The Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, September 23, 2019.

Further pursuant to regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), 2015, read with Section 108 of the Companies Act, 2013 and read with Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended Company is providing e-voting services to its members at 25th Annual General Meeting by Central Depository Services Limited (CDSL).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting on Friday, September 27, 2019 at 9.00 a.m. (IST) and end of remote e-voting on Sunday, September 29, 2019 at 5.00 p.m. (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time.

Vintage Securities Limited
(CIN No. L74120WB1994PLC063991)

Regd & Head Office: 58/3, B.R. B. Basu Road, Kolkata- 700 001 (West Bengal)

Ph. No. 033-2235-2311 Fax No. 033-2249-5656

website: www.vintage-securities.com e-mail: vintage.capital@gmail.com



Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of 25th Annual General Meeting (forming part of Annual report) duly circulated to the shareholders of the Company.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For Vintage Securities Limited

For VINTAGE SECURITIES LTD.

O. Sarangi

Umakant Sarangi
(Company Secretary &
Compliance Officer)

Vintage Securities Limited
(CIN No. L74120WB1994PLC063991)

Regd & Head Office: 58/3, B.R. B. Basu Road, Kolkata- 700 001 (West Bengal)

Ph. No. 033-2235-2311 Fax No. 033-2249-5656

website: www.vintage-securities.com e-mail: vintage.capital@gmail.com



**VINTAGE SECURITIES
LIMITED**

**Annual Report
2018-19**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vijay Kumar Mohalla	Managing Director
Mr. Sanjay Modi	Director
Mr. Rahul Sarda	Director
Mr. Arun Kumar Mitra (Till 30.01.2019)	Director
Mrs. Sumana Raychaudhuri (Till 01.01.2019)	Director
Mrs. Moul Shree Jhunjhunwala (w.e.f. 01.01.2019)	Director

CHIEF FINANCIAL OFFICER

Sr. Laxmi Kant Parwa

COMPANY SECRETARY

Sr. Uma Kant Sarangi

STATUTORY AUDITORS

M/s. S. N. Roy & Co.
Chartered Accountants
29-A Madan Mohan Tala Street,
Kolkata -700005
Ph. No. 2530-2414

SECRETARIAL AUDITORS

M/s. AL & Associates
24, N.S. Road 4th Floor, Room No. 33
Kolkata -700 001

REGISTRAR & SHARE TRANSFER AGENTS

Niche Technologies Private Limited
Registrar & Share Transfer Agents
3A, Auck and Place 7th Floor,
Room No. 7A & 7B, Kolkata-700017
Telephone: 033 2235-3070/7271
Fax: +91 33 2215-6823
E-mail: nichetechp@nichetechol.com

BANKERS

INDUSIND BANK

REGISTERED OFFICE

Vintage Securities Limited
CIN NO. L74120WB1994PLC063991
58/3, B.R.B. Basu Road, 1st Floor,
Canning Street, Kolkata-700 001 (West Bengal)
Phone Nos. : 033-2235-2311
Fax No. 033-2249-5656
E-mail: vintage.capital@gmail.com
Email ID for Investor Complaint: vintage.
capita@gmail.com
Website : www.vintage-securities.com

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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

NOTICE

Notice is hereby given that the 25th Annual General Meeting ("AGM") of shareholders of Vintage Securities Limited (the "Company") will be held on Monday, September 30, 2019, at the registered office of the company at 58/3, B R B BASU ROAD, KOLKATA 700001 at 11.00 A.M. 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, 2019 including the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors & Auditors thereon.

SPECIAL BUSINESS

ITEM NO. 2

Re-Appointment of Shri Vijay Kumar Mohatta (DIN: 00185408) as an Managing Director of The Company w.e.f. 28th May, 2019 Upto 27th May, 2022.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 156, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ("Act") and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act, and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Shri Vijay Kumar Mohatta (DIN: 00185408) as Managing Director of the Company for a period of three years effective from 28/05/2019 to 27/05/2022, on the terms and conditions as mentioned below and specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment as they see fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

Terms & Conditions:

1. This agreement shall be effective from 28th May, 2019 and shall remain effective for 3 years till 27th May, 2022.
2. Shri. Vijay Kumar Mohatta entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any

committee of such a company.

3. Shri. Vijay Kumar Mohatta shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him. Subject to the supervision, control and direction of the Board.
4. Shri. Vijay Kumar Mohatta undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
5. This Agreement may be terminated earlier by either Party by giving to the other Party notice of such termination. If such notice is given, the agreement shall come to an end with immediate effect as and when such notice is given.

Remuneration:

6. So long as Shri. Vijay Kumar Mohatta performs his duties without remuneration.

Sitting Fees:

7. Shri. Vijay Kumar Mohatta will not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof. He 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.

Miscellaneous:

8. Subject to the provisions of the Act, Shri. Vijay Kumar Mohatta shall not retire as director by rotation till he continues to hold office of the Managing Director.
9. His office of the Managing Director will come to an end if he ceases to hold office as director for any reason.
10. While he holds the office of Managing Director or at any time thereafter Shri. Vijay Kumar Mohatta will not reveal to any person, or use for his own or somebody else's benefit, any confidential information concerning Company's business or affairs or any trade secrets or processes of the Company and also use his best endeavours to prevent any other person from doing so.
11. This Agreement contains the entire understanding between the Parties and supersedes all previous written or oral agreements, arrangements, representations, and understandings (if any) relating to the subject matter hereof. Parties confirm that they have not entered into this Agreement upon the basis of any representations that are not expressly incorporated into this Agreement. Neither oral explanation nor oral information given by any Party shall alter or affect the interpretation of this Agreement.

RESOLVED FURTHER THAT Shri Vijay Kumar Mohatta (DIN: 00185408) Managing Director of the Company be and is hereby authorized, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to aforesaid resolution."

ITEM NO. 3

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 Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013, as amended by the Companies Amendment Act, 2017 (hereinafter referred to as 'the Act') and the rules

made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Smt. Maulshree Inurjhanwa holding (DIN 00185781) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 01st January, 2019 and who holds office upto the date of this Annual General Meeting and in respect of whom a notice has been received from a Member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Non Executive Director of the Company, liable to retire by rotation."

By order of the Board

For Vintage Securities Limited
SD/-

Place: Kolkata
Date: 28th May, 2019

Umakant Sarangi
Company Secretary &
Compliance Officer

NOTES:

- 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.**
- The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2019 to September 30, 2019 (Both days inclusive) for AGM.
- 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.
- 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.
- Members, who hold the shares in dematerialized form, are requested to bring their client ID and DP IDs, for easier identification of attendance at the meeting.
- 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.
- An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the businesses as mentioned under Item Nos.2 and 3 of the Notice are annexed hereto.
- Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
- 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 e-mail 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.

- 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.
- Members are requested to bring the admission slips along with their copies of the Annual Report to the meeting.
- 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.
- 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.
- 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.
- 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.
- The instructions for e-voting are as under:**
 - 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:

(i) The remote e-voting period commences on Friday, September 27, 2019 (9.00 a.m. IST) and ends on Sunday, September 29, 2019 (5.00 pm IST). Please note that e-voting mode shall not be allowed beyond 5.00 p.m. on Sunday, September 29, 2019.

During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday 23, September, 2019** 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.

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID

a. For CDSL: 10 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.

(iv) Next enter the Image Verification as displayed and Click on Login.

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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders) <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 2 then enter RA00000002 in the PAN field.
DOB	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
Bank Account Number (JHD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> Please Enter the JHD 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 holder's 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 e-VSN for the relevant Company Name i.e. **VINTAGE SECURITIES LIMITED** on which you chose 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.

(xviii) **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 helpline.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 helpline.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.

(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 e-mail to helpline.evoting@cdslindia.com or contact them at 1500 200 5532

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 helpline.evoting@cdslindia.com on or before 23rd, September, 2019, upto 5:00 pm without which the vote shall not be treated as valid.

17. 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 23rd, September, 2019. A person who is not a member as on cut off date should treat this notice for information purpose only.

18. 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 30th, August, 2019.

19. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd, September, 2019. The facility of e-voting would be provided once for every folio / client ID, irrespective of the number of joint holders.

20. 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 23rd, September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

21. 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.

22. 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, 2019.
2. Mrs. Ekta Chhaparia (TCA Membership No. 300367), partner of EChhaparia & Associates, Practising Chartered Accountants 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 ekchaparia.associates@gmail.com

The Results shall be declared on or after the AGM of the Company. 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 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

Place: Kolkata
 Date: 28th May, 2019

For Vintage Securities Limited
 SD/-
 Umakant Saraogi
 Company Secretary &
 Compliance Officer

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item No. 2:

Shri Vijay Kumar Mohatta, aged about 83 years, is a Commerce Graduate and has been working as Director of the Company since July 2001. Shri Vijay Kumar Mohatta has been Director of the Company for over 18 years. With his rich experience in the field of NBFC business and particularly in running of the Company.

Shri Vijay Kumar Mohatta, with his vision and sheer dedication, who is well-versed in understanding NBFC business, is also equally excellent in ensuring growth by cost control, consistently improving quality and his services are indispensable. He had been actively involved in business strategy, business development and research and development functions in the Company. He is a member in Audit Committee as well as in Stakeholders Relationship Committee. He is the Son of Late Shri Bakash Mohatta and father of Smt. Moulshree Jhunjhunwala. As on 31st March, 2019, he was holding 82,800 Nos. of shares (8.84% of total shares of the company).

Shri Vijay Kumar Mohatta was appointed pursuant to provisions of Sections 149, 147, 204 read with Schedule V to the Companies Act, 2013 by the members of the Company at the 22nd Annual General Meeting held on 30th September, 2016 for a period of 3 years w.e.f. 31st March, 2016 and his term has expired on 30th March, 2019.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 28th May, 2019, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Shri Vijay Kumar Mohatta in development and growth of the Company, consent of the Members was sought for the re-appointment of Shri Vijay Kumar Mohatta as a Managing Director of the Company for further period of 3 years w.e.f. 28.05.2019 to 27.05.2022, on the terms and conditions as set out in this item of the Notice.

Shri Vijay Kumar Mohatta satisfied all the conditions set out in Part H of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this Item of the Notice for re-appointment of Shri Vijay Kumar Mohatta as a Managing Director of the Company w.e.f. 28th May, 2019 to 27th May, 2022.

A Copy of Agreement entered into between the Company and Shri Vijay Kumar Mohatta for re-appointment of his terms is available for inspection between 11.00 a.m. to 3.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

None of the Directors, key managerial personnel and their relatives except Smt. Moul Shree Jhunjhunwala and Shri Vijay Kumar Mohatta is interested, financially or otherwise in the above Resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICS.

Item No.3:

Smt. Moul Shree Jhunjhunwala was appointed by the Board as an Additional Director of the Company with effect from 01st January, 2019 pursuant to Sections 149, 152, and 161(i) of the Act read with the Articles of Association of the Company. Smt. Moul Shree Jhunjhunwala holds office as a Director of the Company upto the date of this Annual General Meeting. The Company has received a notice in writing from a Member proposing candidature of Smt. Moul Shree Jhunjhunwala, for the office of the Director of the Company. Smt. Moul Shree Jhunjhunwala (52 years) completed her Bachelor of Commerce from Calcutta University. Married to Shri. Vikram Jhunjhunwala, Smt. Moul Shree Jhunjhunwala has deep insight in the areas of commerce. Smt. Moul Shree Jhunjhunwala is presently on the Board of Jeco Exports & Finance Limited. Additional information in respect of Smt. Moul Shree Jhunjhunwala, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annual Report 2018 - 19 under the Section 'Report on Corporate Governance'. Smt. Moul Shree Jhunjhunwala does not hold by herself or for any other person in any manner, any shares in the Company. Smt. Moul Shree Jhunjhunwala is not related to any other Director except Shri. Vijay Kumar Mohatta. Accordingly, the Board recommends the Resolution in relation to appointment of Smt. Moul Shree Jhunjhunwala as a Director, for the approval of the shareholders of the Company by way of an Ordinary Resolution. Except Smt. Moul Shree Jhunjhunwala, being the appointee and Shri. Vijay Kumar Mohatta, being related to Smt. Moul Shree Jhunjhunwala, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution as set out at Item No. 3 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICS.

II. DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS 2 (SS - 2) BY ICSI:

(I) Re-Appointment of Shri Vijay Kumar Mohatta (DIN: 00185408) as an Managing Director of The Company w.e.f. 28th May, 2019 Upto 27th May, 2022 (Item No. 2).

For the details of Mrs. Preeti Guenka, please refer to the above explanatory statement in respect of the Special Business set out at Item No. 2 of the Notice of Annual General Meeting pursuant to Section 102 of the Act.

(II) Appointment Of Smt. Moulshree Jhunjhunwala (DIN: 00185781) As Director (Item No. 3) For the details of Smt. Moulshree Jhunjhunwala, please refer to the above explanatory statement in respect of the Special Business set out at Item No. 3 of the Notice of Annual General Meeting pursuant to Section 102 of the Act.