SECURITIES LIMITED

SIXTEENTH ANNUAL REPORT
2009-2010

Vintage

SECURITIES LIMITED

BOARD OF DIRECTORS:

Sri V. K. Mohatta - Managing Director
Sri B. L. Rathi
Sri Sanjay Modi
Sri Rahul Sarda

CHIEF FINANCIAL OFFICER :

Sri Rajiv Agarwal

COMPANY SECRETARY :

Sri Hirak Saha Kabiraj

AUDITORS :

M/s S. Singhi & Associates
Chartered Accountants
47, Ezra Street
Kolkata – 700 001.

BANKERS :

Axis Bank Ltd
Kotak Mahindra Prime Ltd
Oriental Bank of Commerce

REGISTRAR & SHARE TRANSFER AGENT:

M/s. Niche Technologies Pvt. Ltd
D-511, Bagree Market
71, BRB Basu Road
Kolkata – 700 001

REGISTERED OFFICE:

58/3, B.R.B. Basu Road
Kolkata – 700 001

NOTICE

Notice is hereby given that the **Sixteenth Annual General Meeting** of the members of Vintage Securities Limited will be held on Saturday, the 25th day of September 2010 at 10:00A.M. at the Registered Office of the Company at 58/3,B.R.B.Basu Road, Kolkata – 700 001, to transact the following business:

A. ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2010, 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. Sanjay Modi, who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

By Order of the Board
Hirak Saha Kabiraj
Company Secretary

Date: 29th day of May,2010
Place: Kolkata

NOTES:

a) **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**.

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.

b) The Register of Members and Share Transfer Book of the Company will remain closed from 19.09.2010 to 25.09.2010 (both days inclusive)

c) 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.

d) 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.

e) 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.

f) The Company is listed with Bombay Stock Exchange Limited and Listing Fees for the Year 2010-2011 has been paid.

g) 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 Corporate Governance Report.

Place: Kolkata
Date: 29th day of May, 2010

Hirak Saha Kabiraj
Company Secretary

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting 16th Annual Report and the audited accounts of the Company for the year ended 31st March, 2010.

FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2010 is summarized below:

	Rs. in Lakhs 2009-10	2008-09
Profit Before Tax	**(2.35)**	(2.99)
Fringe Benefit Tax	**—**	0.20
Less/(Add): Provision for Deferred Tax	**(1.13)**	1.07
Profit / (Loss) After Tax	**(1.22)**	(4.26)
Less : Adjustment for Employees Benefits as per AS 15 (Revised)	**(0.08)**	—
Less : Provision for NPA Assets	**1.02**	—
Balance Brought Forward	**26.96**	31.22
Profit Available for Appropriation	**24.80**	26.96
APPROPRIATIONS		
Transfer to RBI Reserve Fund	**—**	—
Surplus carried to Balance Sheet	**24.80**	26.96

DIVIDEND

In view of non-availability of distributable profits and for conservation of funds, your Directors express their inability to recommend any dividend for the year.

BUSINESS OUTLOOK AND FUTURE PROSPECTS

In General, the outlook for the small NBFC's continues to remain uncertain. The Company has made significant investment in equity capital of the other companies and expects decent return on capital over a longer time period.

FIXED DEPOSITS

The Company has not accepted any deposit under Section 58A of the Companies Act, 1956 during the year under Review.

DIRECTORS

Mr. Sanjay Modi, Director retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors hereby confirm:

i. that in the preparation of annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;

ii. that the selected accounting policies were applied consistently and the Directors made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2010 and of the profit or loss of the Company for the year ended on that date;

iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. that the annual accounts have been prepared on a going concern basis.

AUDITORS

M/s. S.Singhi & Associates, Chartered Accountants, Auditors of the Company will retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The members are requested to appoint the auditors and to authorise the Board of Directors to fix their remuneration.

AUDITORS' REPORT

The observations made in the Auditors' Report are self-explanatory and do not require further clarification.

LISTING

The Equity shares of the Company are listed on the following stock Exchange:

Name of Stock Exchange	Address	Code No.
Bombay Stock Exchange Ltd	P.J.Towers Dalal Street Mumbai- 400001	531051

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

As the company is engaged in financial services activities and there is no earning and outgo of foreign exchange, the disclosure required u/s 217(1)(e) of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 is not applicable.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT & REPORT ON CORPORATE GOVERNANCE

As required under the listing agreement with the Stock Exchanges, a Management Discussion and Analysis Report and a Report on Corporate Governance are annexed and form a part of this Report.

PARTICULARS OF EMPLOYEES

The company had no employee of category indicated u/s 217(2A) of the Companies Act, 1956 read with Companies (Particular of Employees) Rules, 1975 as amended from time to time.

ACKNOWLEDGEMENT

The Board expresses its deep gratitude and thanks to the regulatory authorities, clients, bankers, business associates and shareholders for their valuable contribution towards the progress of the Company. Your Directors particularly wish to place on record their sincere appreciation of the best efforts put in by its employees, but for which, the Company could not have achieved what it did during the year under review.

For and on behalf of the Board

Place : Kolkata
Date : 29th day of May, 2010

V.K. Mohatta *Managing Director*

B.L. Rathi *Director*

REPORT ON CORPORATE GOVERNANCE

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the report on the matters mentioned in the said clause and on practices as followed by the Company.

(1) Company's Philosophy on Code of Governance

Your company firmly believes in and continues to practice good Corporate Governance. Over the years, your company has complied with broad principles of Corporate Governance through a strong emphasis on transparency, empowerment, accountability and integrity.

(2) Board of Directors

A. Composition, details of Board Meeting & Attendance at Board Meeting and last AGM and details of membership of Directors in other Boards and Board Committees:

At present, the Board of Directors comprises of 4 Directors.

During the year, 6 (Six) Board Meetings were held on 20.04.2009, 10.06.2009, 31.07.2009, 29.10.2009, 02.12.2009, 29.01.2010.

The composition of the Board of Directors and their attendance at the Meetings during the year and at the last Annual General Meeting as also number of other directorships / memberships of committees are as follows:

Name of the Director	Designation	Category	No.of Board meetings attended	Attendance at last AGM	No.of Directorship held		No.of outside Committes	
					Public	Private	Member	Chairman
Mr. Bhanwar Lal Rathi	Promoter Director	Non-Executive	6	Yes	—	2	—	—
Mr. V K Mohatta	Managing Director	Executive	6	Yes	—	2	—	—
Mr. Sanjay Modi	Independent Director	Non - Executive	6	Yes	1	1	—	—
Mr. Rahul Sarda	Independent Director	Non - Executive	6	Yes	—	—	—	—

B. Directors' Interest in the Company & Remuneration:

Given below are the details of actual payments made during the financial year 2009-10 to the directors of the Company:

Name of the Director	Relationship with Other Directors	Salaries & Perquisites (Rs. In Lacs)	Sitting Fees for Board and Committee Meetings (Rs. In Lacs)
Mr. B.L.Rathi	—	—	0.250
Mr. V.K.Mohatta	—	4.300	—
Mr. Sanjay Kumar Modi	—	—	0.185
Mr. Rahul Sarda	—	—	0.210

(3) Appointment and Re- Appointment of Directors:

Additional information on directors recommended for appointment at the Annual General Meeting:

Mr. Sanjay Modi

Mr. Sanjay Modi is a Commerce & Law Graduate, having immense experience in the field of Law, Finance and Business.

The name of Companies in which he holds Directorship are :

Name of the Companies / Firms	Nature of Interest
1. M/s. Bharat Salt & Chemicals Industries Ltd.	Director
2. M/s. Jagannath Chemical & Pharmaceutical Works Pvt. Ltd.	Director

Shareholding in the Company: 400 equity shares

(4) COMMITTEES OF THE BOARD

A. Audit Committee: The financial policies are monitored, reviewed or approved by this committee.

Broad Terms of Reference

The terms of reference of the Audit Committee include:

- To review the Company's financial reporting process and its financial statements
- To review the accounting and financial policies and practices
- To review the efficacy of the internal control mechanism and monitor risk management policies adopted by the Company and ensure compliance with regulatory guidelines.
- To review reports furnished by the internal and statutory auditor, and ensure that suitable follow-up action is taken.
- To examine accountancy, taxation and disclosure aspects of all significant transactions.

Composition, Meetings & Attendance

The Audit Committee presently comprises of three Members and the Chairman is an Independent, Non-Executive Director:

The committee held 5 (Five) meetings during FY 2009-10 on 20.04.2009, 10.06.2009, 31.07.2009, 29.10.2009, 29.01.2010.

Name of Director	Category	No. of meetings attended
Mr. Rahul Sarda	Chairman & Non-Executive Independent Director	5
Mr. B. L. Rathi	Promoter, Non-Executive Director	5
Mr. Sanjay Modi	Non-Executive Independent Director	5

The broad functions of the Audit Committee are in conformity with the requirements of the Companies Act, 1956 and the Listing Agreement. The Audit Committee Meetings are attended by Chief Financial Officer, and representative of Statutory Auditors and Internal Auditors who are invited to the meeting as and when required. The Company secretary acts as the secretary of the Audit Committee.

B. Remuneration Committee

Brief Description of Terms of Reference

- To review, assess and recommend the appointment of whole-time directors.
- To periodically review the remuneration package of whole-time directors and recommend suitable revision to the Board.

Composition, Meetings & Attendance

The Committee comprises of three directors and the chairman is an Independent, Non Executive Director: The committee is empowered to discuss and submit its recommendation to the Board in respect of the remuneration packages, if any for executive directors. The Committee met once on 1st April, 2009 during the financial year 2009-2010.

Name of the Director	Category	No.of meeting attended
Mr. Rahul Sarda	Chairman & Non-Executive Independent Director	1
Mr. Sanjay Modi	Non-Executive, Independent Director	–
Mr. B. L. Rathi	Promoter and Non-Executive Director	1

Remuneration to Directors

A. Executive Directors

Name	Designation	Remuneration paid (Rs.)
Mr. V.K. Mohatta	Managing Director	4,30,000

B. Non Executive Directors

Name	Designation	Sitting Fee paid (Rs.)	Total (Rs.)
Mr. B.L. Rathi	Promoter Director	25,000	25,000
Mr. Sanjay Modi	Independent Director	18,500	18,500
Mr. Rahul Sarda	Independent Director	21,000	21,000

The Executive Director is not paid any sitting fee. The company does not pay any remuneration except sitting fee to its Non-Executive Director/s.

C. Share Transfer and Shareholders' / Investors' Grievances Committee:

Brief Description of Terms of Reference

To approve inter-alia, transfer/transmission of shares, issues of duplicate share certificates and review the status of investors' grievance and redressal mechanism and recommend measures to improve the level of investor services.

Composition, Meeting & Attendance

The Committee presently comprises of three Members and the Chairman is an Independent, Non-Executive Director:

The Shareholders' Committee met 5 (Five) times during the year on 20.04.2009, 15.07.2009, 29.10.2009, 16.01.2010, 25.02.2010.

The Company Secretary acts as the Compliance Officer.

Name of Director	Catagory	Number of Meetings attended
Mr. B.L. Rathi	Chairman & Non-ExecutiveDirector	4
Mr. V.K. Mohatta	Managing Director	5
Mr. Sanjay Modi	Non-Executive Director	1

Details of Shareholders' Complaints received, not solved and pending share transfers

The company received **NIL** complaints during the year. There were no complaints pending as on 31.03.2010.

(5) General Body Meetings:

Location and time of the General Body Meetings held during last three years are as follows:

Year	Type	Location	Date	Time
2006 - 2007	AGM	"Anandlok" 227, AJC Bose Road, Kolkata – 20	14.09.2007	10.30 a.m.
2007 - 2008	AGM	"Anandlok" 227, AJC Bose Road, Kolkata – 20	03.09.2008	10.00 a.m.
2008 - 2009	AGM	58/3, B.R.B. Basu Road Kolkata - 1	22.09.2009	10:00 a.m.

No Special Resolution was passed through postal ballot last year. No postal ballot is proposed to be conducted this year.

(6) Disclosures:

(i) **Related Party transactions**: The statutory disclosure requirements relating to related party transactions have been complied with in the Annual Accounts (Schedule -13). There were no material transactions during the year 2009 – 2010, which were prejudicial to the interest of the Company.

(ii) **Statutory compliance, Penalties and Strictures**: The Company complied with the requirements of the Stock Exchanges/SEBI/ Statutory Authorities on all matters related to the capital market during the last three years. There were no penalties or strictures imposed on the Company by the Stock Exchanges, the SEBI or any Statutory authority relating to above.

(iii) **Code of Ethics and Business Conduct for Directors and Senior Management**: The Company has adopted a Code of Ethics and Business Conduct applicable to all its directors, officers and employees, a copy of which is available on the company's website www.vintage-securities.com. The CEO has affirmed the compliance of the same.

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Business Conduct and ethics for Directors and Senior Management in respect of the financial year 2009-2010.

Date : 29th day of May, 2010 **Managing Director & CEO (V.K. Mohatta)**

(7) Means of Communication:

The quarterly, half-yearly and annual financial results of the Company are forwarded to Bombay Stock Exchange Ltd. and are published in one English Daily and one Bengali Daily. The results are also available at its website, www.vintage-securities.com.

(8) Shareholder Information:

(i) 16th Annual General Meeting:

Date : 25th September 2010

Time : 10.00 a.m.

Venue : 58/3, B. R. B. Basu Road, 1st Floor, Kolkata - 700 001

(ii) Financial Calendar : **April 2010 to March 2011**

Publication of results for the Financial Year 2010-11

First Quarter results	: Before 14th August, 2010
Second Quarter and half- yearly results	: Before 14th November 2010
Third Quarter results	: Before 14th February 2011
Fourth Quarter results and results for the year ending on 31.03.2011	: During May 2011

(iii) Book Closure:

From 19.09.2010 to 25.09.2010 (both days inclusive)

(iv) Listing on Stock Exchanges and Stock code:

The Equity shares of the Company are listed on the following Stock Exchanges:

Name of the Stock Exchange	Address	Scrip Code No
The Bombay Stock Exchange Ltd	P.J.Towers, Dalal Street, Mumbai-400001	531051
ISIN Number for NSDL and CDSL	**INE153C010015**	

The Company is listed with Bombay Stock Exchange Limited and Annual Listing Fees for the Year 2009-2010 has been paid.

(v) Market Price Data:

Monthly high and low quotation of shares traded on the Bombay Stock Exchange Ltd for the year 2009-2010:

Month	High Price (Rs.)	Low Price (Rs.)
April	2.82	2.57
May	2.96	2.96
June	3.25	3.10
July	3.93	3.41
August	4.12	3.72
September	7.20	3.90
October	7.29	5.71
November	8.80	6.30
December	8.25	6.06
January	7.75	6.03
February	6.55	6.02
March	8.91	6.33

(vi) Registrar & Share Transfer Agent

Niche Technologies Pvt. Ltd.
D-511, 5th Floor, Bagree Market, 71 BRB Basu Road, Kolkata-700 001.

(vii) Distribution of Shareholding as on 31st March, 2010:

No. of Equity Shares held From	To	No. of Shareholders	% age of Shareholders	Total No. of Shares	% age of Share Holding
1	- 500	549	68.5393	1,41,195	3.8506
501	- 1000	120	14.9813	1,07,385	2.9286
1001	- 5000	96	11.9850	2,15,538	5.8781
5001	- 10000	8	0.9988	60,871	1.6601
10001	- 50000	12	1.4981	2,12,125	5.7850
50001	- 100000	6	0.7491	4,06,389	11.0829
100001 and above		10	1.2484	25,23,297	68.8147
Total		**801**	**100.0000**	**36,66,800**	**100.0000**

Categories of Shareholders as on 31st March 2010.

Category	No. of Shares held	% to paid-up Capital
Promoters, Relatives and Associates	19,56,887	53.37
Financial & Investment Institutions	—	—
Mutual Funds	—	—
Non-Resident Individuals	—	—
Bodies Corporate [other than covered in (a) & (b) above]	10,92,949	29.80
Resident Individuals	6,13,119	16.72
Others (Clearing Member/Corp.)	3,845	0.11
Total	**36,66,800**	**100.00**

(viii) Dematerialization of Shares:

The Equity shares of the Company are available for dematerialisation with National Securities Depository Limited (NSDL) and Central Depository Services of India Ltd. (CDSL). The equity shares of the company have been notified by SEBI for settlement only in the demat form. At present 88.02% of the company's equity shares are held in dematerialized form. The break-up of shares held in demat and physical form is given hereunder:

	As on 31st March 2010 No. of shares	% age
Issued Capital	36,66,800	100.00
Paid Up Capital		
(i) NSDL	31,14,877	84.95
(ii) CDSL	1,12,705	3.07
Total:	**32,27,582**	**88.02**
(iii) Physical	4,39,218	11.98
Grand Total:	**36,66,800**	**100.00**

(ix) Secretarial Audit for Reconciliation of Capital:

As stipulated by SEBI, a qualified practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

(x) Office Location:

Vintage Securities Limited, 58/3, B. R. B. Basu Road, Kolkata 700 001 (West Bengal)

(xi) Share Transfer System:

Shares are transferred at the meeting of the "Shareholders' / Investors' Grievance Committee" of the Directors which meets at frequent intervals.

(xii) Address for Correspondence:

Investors' correspondence may be addressed to:

The Company Secretary and Compliance Officer

Vintage Securities Limited, 58/3, B. R. B. Basu Road, Kolkata 700 001 (West Bengal)

Phone Nos. 033-40132100, Fax No. 033-40132115 or E-mail: vintage@vsnl.net

OR

M/s. Niche Technologies Pvt. Ltd.

D-511, Bagree Market, 71, BRB Basu Road, Kolkata-700 001.

Phone No. 033-22353070/22357271.

An exclusive e-mail id is created to redress the complaints of the investors instantly. The investors can redress their grievance by sending their mails to **compliancevsl@gmail.com**

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

The NBFC business segment is dominated by several large companies. The smaller companies have limited scope of business. Our Company, also being a small NBFC, has limited scope of business. The Indian Capital Market witnessed strong rally during 1st quarter of 2009-10 after a decline in the major part of the year 2008-09.

BUSINESS OPPORTUNITIES AND THREATS

For a NBFC of our size, there are not many business opportunities. Unless we acquire size, the future does not look promising.

OUTLOOK

The Company intends to maintain its focus on investments in shares, securities, mutual funds and infrastructure bonds.

RISKS AND CONCERNS

The Company is exposed to specific risks that are particular to its business and the environment, within which it operates, including interest rate volatility, economic cycle, market risk and credit risk .The Company manages these risks by maintaining a conservative financial profile and by following prudent business and risk management practices.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate system of internal controls commensurate with the size and nature of business. The Management ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines. The audit committee of the Board of Directors reviews the adequacy of internal controls. The Company is complying with all the mandatory requirements of Corporate Governance as laid down in Clause 49 of the Listing Agreement. This has improved the management of the affairs of the Company and strengthened transparency and accountability.

FINANCIAL PERFORMANCE VIS-À-VIS OPERATIONAL PERFORMANCE

Your Company is a small sized, Public Limited, Listed, Non-Banking Finance Company (NBFC). While the income levels of the Company has remained stagnant, the administrative expenditure has been increasing. As a result, the Loss after tax for the year is Rs. 2.35 Lakhs against loss after tax of Rs. 2.99 Lakhs for the previous year.

FULFILLMENT OF RBI NORMS AND STANDARDS

The Company continues to fulfill all applicable norms and standards laid down by the Reserve Bank of India pertaining to prudential norms, income recognition, accounting standards, asset classification and provisioning of bad and doubtful debts as applicable to NBFC's.

HUMAN RESOURCES

The Company had seven employees as on 31st March, 2010. The company has been reasonably successful in retaining its employees.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing your Company's position and expectations or predictions are "forward looking statements" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any forward statements on the basis of any subsequent developments, information or events.

For and on behalf of the Board

Place : Kolkata	**V. K. Mohatta**	**B. L. Rathi**
Date : 29th day of May, 2010	Managing Director	Director