



VINTAGE SECURITIES LIMITED

ANNUAL REPORT- 2019-20

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Dinesh Kumar Pandey	-Director
Mr. Sanjay Kumar Modi	-Director
Mr. Rahul Sarda	-Director
Mrs. Moul Shree Jhunjhunwala	-Director

CHIEF FINANCIAL OFFICER

Mr. Laxmi Kant Parwa

COMPANY SECRETARY

Smt. Vandana Singh

STATUTORY AUDITORS

M/s. S. N. Roy & Co.

Chartered Accountants
29-A Madan Mohan Tala Street,
Kolkata –700005

SECRETARIAL AUDITORS

Mrs. Shruti Agarwal
Practicing Company Secretary
33/1, N.S. Road, Marshall House, 2nd Floor,
Room No. 240, Kolkata-700001

REGISTRAR & SHARE TRANSFER AGENTS

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

BANKERS

Axis Bank Limited
Indusind Bank

REGISTERED OFFICE

Vintage Securities Limited.,
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.capital@gmail.com
Website : www.vintage-securities.com



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 Twenty Sixth (26th) Annual General Meeting (“AGM”) of shareholders of Vintage Securities Limited (the “Company”) will be held on Wednesday, **September 30, 2020**, 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, 2020 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

To appoint a Director in place of Smt. Moulshree Jhunjhunwala holding (DIN 00185781), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 3

Appointment of Shri Dinesh Kumar Pandey (DIN 01676842) as a 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 the provisions of Sections 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) Shri Dinesh Kumar Pandey holding (DIN 01676842) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 14th February, 2020 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 his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

Sd/-

Vandana Singh

Company Secretary & Compliance Officer

Place: Kolkata

Date: 29th June, 2020

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, 2020 to September 30, 2020 (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. 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.
8. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
9. 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.
10. The Notice of the 26th AGM and the Annual Report of the Company including the financial statements for the financial year ended 31st March, 2020 ("Annual Report") will be sent only by email to all those Members, whose email addresses are registered with the Company or with the Company's Registrar and Share Transfer Agent, namely Niche Technologies Pvt Ltd. ("RTA") or with their respective Depository Participants ("Depository"), in accordance with the MCA Circulars and the SEBI Circular. The instructions for joining the 26th AGM of the Company and the manner of participation in the remote electronic voting system or casting vote through the e-voting system during the 26th AGM of the Company will be provided in the Notice of the 26th AGM. The Notice of the 26th AGM and the Annual Report of the company for the financial year ended 31st march, 2020 will also be available on website of the company, viz, www.vintage-securities.com and the website of the Stock Exchanges namely Bombay Stock Exchange Limited (BSE) at www.bseindia.com respectively as well as on the website of the Central Depository Services (India) Limited (CDSL) the agency for providing our remote electronic voting at www.evotingindia.com.
11. In view of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 26th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by E-mail, to all the Shareholders whose E-mail IDs are

registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Members (Physical/ Demat) who have not registered their e-mail addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to **nichetechpl@nichetechpl.com** and **vintage.capital@gmail.com**. Please submit duly filled and signed member updation form to the abovementioned email(s). Upon verification of the Form the email will be registered with the Company.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 26th AGM of the Company is also available on the website of the Company at www.vintage-securities.com. The same can also be accessed from the websites of the Stock Exchanges BSE Ltd. at www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com.

12. 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.
13. Members are requested to bring the admission slips along with their copies of the Annual Report to the meeting.
14. 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.
15. 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.
16. 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.
17. 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.

18. 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:

- (i) The remote e-voting period commences on Sunday, September 27, 2020 (9.00 a.m. IST) and ends on Tuesday, September 29, 2020 (5.00 pm IST). Please note that e-voting mode shall not be allowed beyond 5.00 p.m. on Tuesday, September 29, 2020. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday 23, September, 2020** 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.
- (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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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).

- (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 Company Name i.e. **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 & 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.
- (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 or contact them at 1800 200 5533

19. 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 23rd, September, 2020, upto 5:00 pm without which the vote shall not be treated as valid.
20. 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, 2020. A person who is not a member as on cut off date should treat this notice for information purpose only.
21. The Emailing of 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 21st, August, 2020.
22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd, September, 2020 The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
23. 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, 2020 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
24. 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.
25. 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, 2020.
2. Mrs. Ekta Chhaparia (FCA Membership No. 301367), partner of E Chhaparia & Associates, Practicing 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 echhaparia.associates@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**

**Sd/-
Vandana Singh**

**Place: Kolkata
Date: 29th June, 2020**

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.3:

Shri Dinesh Kumar Pandey holding (DIN 01676842) was appointed by the Board as an Additional Director of the Company with effect from 14th February, 2020 pursuant to Sections 161(1) of the Act read with the Articles of Association of the Company. Shri Dinesh Kumar Pandey 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 Shri Dinesh Kumar Pandey, for the office of the Director of the Company. Shri Dinesh Kumar Pandey date of birth is 22/01/1964 i.e. he is of (55 years) completed his Bachelor of Commerce from Calcutta University. Shri Dinesh Kumar Pandey has deep insight in the areas of commerce. Shri Dinesh Kumar Pandey is presently on the Board of Jeco Exports & Finance Limited. Shri Dinesh Kumar Pandey does not hold by himself or for any other person in any manner, any shares in the Company. Shri Dinesh Kumar Pandey is not related to any other director. Accordingly, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly the Board recommends the Resolution in relation to appointment of Shri Dinesh Kumar Pandey as a Director, for the approval of the shareholders of the Company by way of an Ordinary Resolution. Except Shri Dinesh Kumar Pandey, being the appointee, 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 ICSI.

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:

Name of Director & DIN	Date of Birth and Age	Date of Appointment	Remuneration last drawn (Rs. in Lacs)	Expertise in specific Functional Areas	Qualifications	Shareholding in the Company	No. of Board Meetings Attended	List of listed Companies in which Directorships held *	Chairman/ Member of the Committee of the Board of other listed Companies in which she/he is a Director *
Moulshree Jhunjhunwala (DIN 00185781)	27.10.1966 54 Years	01/01/2019	NIL	More than two decades of Expertise in the field of finance, and accounts	Bachelor of Commerce from Calcutta University	NIL	4	1	Member in Audit Committee of Jeco Exports & Finance Ltd.
Dinesh Kumar Pandey (DIN 01676842)	22.01.1964 56 Years	14/02/2020	NIL	More than two decades of Expertise in the field of finance, taxation	Bachelor of Commerce from Calcutta University	NIL	1	1	Member in Audit Committee, NRC Committee & Stakeholder Committee of Jeco Exports & Finance Ltd.

* Excluding Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

The disclosure of relationships between Directors inter se as required as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are as follows :

Relationship between the Directors inter se:

Name of Directors	Name of Other Director and Nature of Relationship
Moulshree Jhunjhunwala (DIN 00185781)	No relation with other Directors
Dinesh Kumar Pandey (DIN 01676842)	No relation with other Directors