



SCINTILLA COMMERCIAL & CREDIT LIMITED

Regd. Office: "Mercantile Building" Block E, 2nd Floor,
9/12, Lalbazar Street, Kolkata-700 001

Email: info@scintilla.co.in; Website: www.scintilla.co.in

CIN: L65191WB1990PLC048276

NOTICE OF TWENTY-EIGHT ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of the Company will be held at Oswal Chamber, EITMA, 5th Floor, 2 Church Lane, Kolkata 700 001, on Monday, the 25th September, 2017 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement (including Audited Consolidate Financial Statement) of the Company for the year ended 31st March, 2017 along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Jitendra Kumar Goyal (DIN: 00468744), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. **Appointment of Statutory 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors Rules, 2014 including any statutory modification(s) or re- enactment(s) thereof for the time being in force, M/s T C Mahawar & Co., Chartered Accountants (ICAI Firm Registration 322294E) be and are hereby appointed as the Statutory Auditors of the Company (in place M/s S. K. Rungta & Co., Chartered Accountants , the retiring Auditors) for a term of five years commencing from the conclusion of Twenty-Eight Annual General Meeting upto the conclusion of Thirty-Third Annual General Meeting of the Company to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus service tax, out-of-pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

4. To Appoint Mr. Mahesh Kumar Kejriwal (DIN- 07382906) as a Non-Executive Independent Director of the Company.

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 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulation, Mr. Mahesh Kumar Kejriwal (DIN- 07382906) appointed as an Additional Director of the Company pursuant to Section 161 and who holds office up to the date of this Annual General Meeting in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing



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his candidature for the office of Director , who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 33rd Annual General Meeting to be held in calendar year 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

By Order of the Board
Scintilla Commercial & Credit Limited

Registered Office:

Mercantile Building,
Block-E, 2nd Floor, 9/12, Lalbazar Street,
Kolkata 700001
CIN: L65191WB1990PLC048276
Phone: 91 33 2248 5664
Fax: 91 33 2243 9601
E-mail: info@scintilla.co.in
Website: www.scintilla.co.in
Date: 30.05.2017

Anand Mishra
Company Secretary



1. **A Member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Proxies in order to be effective must be lodged with the Company's Registered Office at least 48 hours before the commencement of the Meeting.
2. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 133 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/ Proxies/ Authorised Representatives are requested to bring the attendance slip(s) duly filled in for attending the AGM. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number and those who hold shares in physical form are requested to write their folio number on the attendance slip for attending the AGM and hand over the duly filled attendance slip(s) at the entrance to the venue.
4. A statement giving additional details of the Directors seeking appointment / re-appointment as set out in Resolution at Item Nos. 2. & 4 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company during business hours upto the date of the Meeting.
6. The Cut-off date of eligible shareholders for dispatching / Emailing of Notice & Form is 28.07.2017.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from 19th September, 2017 to 25th September, 2017. (both days inclusive)
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
9. Members holding shares in physical form are requested to intimate changes in their registered address mentioning full address in block letters with Pin Code of the Post Office, E-mail Id, Bank particulars and Permanent Account Number (PAN) to the Company's Registrar and the Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
10. Members desirous of making a nomination in respect of their shareholding, as permitted by section 72 of the Companies Act, 2013, are requested to write to the Registrar and Transfer Agent of the Company for the prescribed form.
11. Members are requested to send their queries, if any on the accounts or operations of the company, to reach the Compliance Officer at the Company's Registered Office, at least 7 (seven) working days prior to the meeting, so that the information can be complied in advance.
12. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
13. Members/Proxies are requested to kindly take note of the following:
 - (i) Copies of Annual Report will not be distributed at the venue of the meeting.
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled in and signed, for attending the meeting.
 - (iii) Entry to the venue will be strictly on the basis of produce of duly completed and signed Attendance Slip; and
 - (iv) In all correspondences with the Company and/or the R & T Agent, Folio No. must be quoted.
14. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificate to enable the Company to consolidate their holdings in one folio.



15. Niche Technologies Pvt. Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address:

Niche Technologies Pvt. Ltd.
D-511 Bagree Market, 5th Floor
71, B.R.B. Basu Road
Kolkata 700001
Phone No. : 033 22357270/71; Telefax : 033 22156823
Email: nichetechpl@nichetechpl.com

16. The Ministry of Corporate Affairs (MCA) has come out with Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative" encouraging Corporates to serve documents through electronic mode. In view of the above, shareholders are requested to update their e-mail address with the RTA of the Company, if shares are held in physical form and with their Depository Participants (DP), if the shares are held in Dematerialized form.

17. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.scintilla.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata, West Bengal for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@scintilla.co.in

18. Voting through electronic means

- 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 Listing Regulation, 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 National Securities Depository Limited (NSDL).
- 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.
- III. 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.
- IV. The remote e-voting period commences on 22nd September, 2017 at 9:00 a.m. (IST) and ends on 24th September, 2017 at 5:00 p.m. (IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly



recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "**Scintilla Commercial & Credit Limited**".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (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, to the Scrutinizer through e-mail to akkhandelia@rediffmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2017. A person who is a member as on the cut-off date should treat this notice for information purpose only.
- X.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th September, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of 18th September, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII.** Mr. Anand Khandelia, Practicing Company Secretary, (Membership No.5803 and CP No. 5841) of 7/1A, Grant Lane, 2nd Floor, Room No. 206, Kolkata 700 012 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two



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witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour and against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.scintilla.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited & The Calcutta Stock Exchange Limited where the company shares are listed.

By Order of the Board
Scintilla Commercial & Credit Limited

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E-mail: info@scintilla.co.in
Website: www.scintilla.co.in
Date: 30.05.2017

Anand Mishra
Company Secretary

Map Showing Location of the Venue of the 28th Annual General Meeting



Venue :

Oswal Chamber, EITMA, 5th Floor,
2, Charch Lane, Kolkata - 700 001



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

ITEM No.4:

The Board of Directors of the Company (the 'Board') on recommendation of the Nomination and Remuneration Committee, at its meeting held on 6th October 2016 has, subject to the approval of members, appointed Mr. Mahesh Kumar Kejriwal as Additional Independent Director, to be ratified for a period of 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2022.

The matter regarding appointment of Mr. Mahesh Kumar Kejriwal as an Non-Executive Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director up to the conclusion of 33rd AGM to be held in calendar year 2022, when he will retire as per the policy on retirement of directors adopted by the Company.

Mr. Mahesh Kumar Kejriwal holds a bachelor degree in commerce. His Directorship on the Board of the Company will help the Company to grow and make wise decisions.

In the opinion of the Board, Mr. Mahesh Kumar Kejriwal fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. The Company has also received declaration from Mr. Mahesh Kumar Kejriwal that he meets with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Act and under Listing Regulation.

Mr. Mahesh Kumar Kejriwal does not hold any shares in the company and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Copy of the draft letter for appointment of Mr. Mahesh Kumar Kejriwal as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Company has received notices in writing from members' along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Mahesh Kumar Kejriwal for the office of Director of the Company.

Mr. Mahesh Kumar Kejriwal is interested in the resolution set out respectively at Item No. 4 of the Notice with regard to his respective appointment.

The relatives of Mr. Mahesh Kumar Kejriwal may be deemed to be interested in the resolutions set out respectively at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item Nos. 4 of the Notice for approval by the members.

**ANNEXURE TO ITEMS 2 & 4 OF THE NOTICE****Detail of Director seeking re-appointment/appointment at the forthcoming Annual General Meeting**

in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Jitendra Kumar Goyal	Mr. Mahesh Kumar Kejriwal
Director Identification Number (DIN)	00468744	07382906
Date of Birth	03/11/1963	26/05/1958
Nationality	Indian	Indian
Date of Appointment on Board in current designation	28/03/2017	06/10/2016
Qualification	B.com	B.com
Expertise in specific functional area	<p>He has more than 25 years of experience in the field of finance, capital markets and related activities. He has been leading the company on almost all levels of the organization which helps him understand and handle major functions of our company. Under his dynamic leadership and vast experience, we are able to deliver constant value to our customers time and again. He has been the architect of our company's projects and expansion strategy.</p> <p>His continuation as a Director on the Board of the Company will help the Company to grow and make wise decisions.</p>	<p>He has experience and versatile knowledge in field of Foreign Exchange Trading, Portfolio Management, Accounts, Finance, Security Market operations and related activities.</p>
Shareholding in Scintilla Commercial Limited	211	Nil
List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)	<ol style="list-style-type: none">1. Kaushal Investments Ltd2. Decillion Finance Limited3. Virat Leasing Limited4. Marda Commercial & Holdings Limited	Decillion Finance Limited
Memberships /Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies including Scintilla Commercial & Credit Ltd.	<ol style="list-style-type: none">3 Membership5 Chairmanship	<ol style="list-style-type: none">2 Membership2 Chairmanship
Relationship between the Directors inter-se	NIL	NIL



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ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Name of the Member(s) (In block letters).....

Name of the Proxy, if any (In block letters)

DP ID*	
Client ID*	

Folio No.	
No. of Shares	

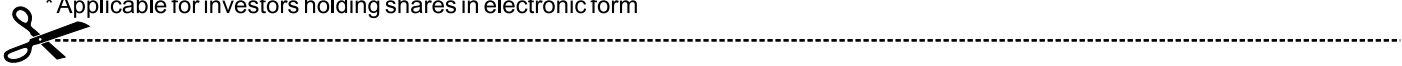
I hereby record my presence at the 28th Annual General Meeting of the Company at Oswal Chamber, EITMA, 5th Floor, 2 Church Lane, Kolkata 700 001, on Monday, the 25th September, 2017 at 10.00A.M.

Signature of Shareholder.....

Signature of Proxy.....

- 1) Only members or the Proxy holder can attend the meeting.
- 2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.

* Applicable for investors holding shares in electronic form



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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(s) of the Shareholder(s) (including joint-holders, if any):	
Registered address of the Shareholder(s):	
Registered Folio No. /Client ID No. /DP ID No.:	
No. of equity Shares Held	

I/ We being the member(s) of ____ equity share of the above mentioned Company hereby appoint:

1. Name:.....
Address:
E-mail Id: Signature:.....,or failing him/her
2. Name:.....
Address:
E-mail Id: Signature:.....,or failing him/her
3. 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 the 28th Annual General Meeting of the Company, to be held at Oswal Chamber, EITMA, 5th Floor, 2 Church Lane, Kolkata 700 001, on Monday, the 25th September, 2017 at 10.00A.M. in respect of the such resolutions as are indicated below:

* I wish my above Proxy to vote in the manner as indicated in the box below :

Resolution No.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	Ordinary Resolution to be passed to received and adopt the Audited Accounts of the Company for the year ended 31st March, 2017 along with Director's and Auditor's report thereon.		
2.	Ordinary Resolution to appoint a Director in place of Mr. Jitendra Kumar Goyal (DIN : 00468744), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution to appoint Statutory Auditor of the Company.		
SPECIAL BUSINESS			
4.	Ordinary Resolution to appoint Mr. Mahesh Kumar Kejriwal (DIN : 07382906), additional director, as on Non-Executive Independent Director.		

Signed this _____ day of _____ 2017

Signature of Shareholder : _____

Signature of Proxy holder : _____

Affix Revenue Stamp

Note :

The Proxy Form signed across revenue stamp should reach the Registered Office of the Company at least 48 hours before the scheduled time of Meeting.

For the Resolutions, explanatory statements and notes please refer to the Notice of the 28th Annual General Meeting.

* This is only optional. Please put 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.