



SCINTILLA COMMERCIAL & CREDIT LTD

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 THIRTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting of the members of M/s. Scintilla Commercial & Credit Ltd will be held at "Oswal Chambers", EITMA, 5th Floor, 2, Church Lane, Kolkata - 700 001 on Friday, the 27th September, 2019 at 2.00 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the year ended 31st March, 2019 along with the Reports of Auditor's and Directors' thereon.
2. 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. **To modify the terms of appointment of Statutory Auditors and fix their remuneration and in this respect to pass, with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and Rule 3(7) of The Companies (Audit and Auditors) Rules, 2014 as amended by The Companies (Amendment) Act, 2017 effective from 7th May, 2018 and all other applicable provisions of the Act (including any statutory modifications or re-enactment thereof for the time being in force), the existing terms of appointment of M/s. C.K. Chandak & Co., Chartered Accountants (Firm Registration No. 326844E), Statutory Auditors of the Company be and is hereby modified to the extent that their appointment done in the last AGM of the Company shall not be subjected to ratification by the shareholders at the Annual General Meeting and they shall continue to be the Statutory Auditors of the Company for remaining duration of their terms of appointment without ratification at each AGM and the Board be and is hereby authorized to fix their remuneration, if any, to be paid to the Auditors in each of the financial years on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

4. **To Re-appoint Mr. Vidhu Bhushan Verma (DIN- 00555238) as a Non-Executive Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special 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 Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the nomination and Remuneration Committee and the Board, Mr. Vidhu Bhushan Verma (DIN- 00555238), be and is hereby re-appointed as an Independent Director of the Company to hold office for further 5(five) consecutive years upto the conclusion of 35th AGM of the Company to be held for the Financial Year 2023-24, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Company Secretary 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 Ltd

Registered Office:

Mercantile Building,
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Kolkata - 700001

CIN: L65191WB1990PLC048276

Phone: 91 33 2248 5664

E-mail: info@scintilla.co.in

Website: www.scintilla.co.in

Aayushi Kapur
Company Secretary

Date: 14th August, 2019

NOTES:

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. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the item of Special Business to be transacted at the meeting is annexed hereto.
3. The information as required to be provided in terms of Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") regarding the Directors who are proposed to be appointed/re-appointed is annexed.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 21st September, 2019 to 27th September, 2019 (both days inclusive).
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN to the Company/ Niche Technologies (P) Ltd.
6. SEBI has issued a circular dated 8th June, 2018 that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
7. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 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.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. 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.
10. 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, except Saturdays, during business hours upto the date of the Meeting.

11. 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.
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.
3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700 017
Tel: (033) 2280 6616/6617/6618
Fax: (033) 2280 6619
E-Mail: 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 30th Annual General Meeting and the Annual Report for 2019 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. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/ Niche Technologies (P) Ltd.

19. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014, substituted by Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). The facility for voting through ballot paper will also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.
20. The Annual Report 2018-19 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 are being sent by permitted mode.
21. The Register of directors and Key Management Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
22. The Register of Contracts or Arrangements in which the 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.
23. **Voting through electronic means:**
 - I. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has engaged the service of National Securities Depository Limited (NSDL) to provide the facility of electronic voting (e-voting) in respect of the Resolutions proposed at this Annual General Meeting.
 - II. The remote e-voting period commences on 24th September, 2019 (9:00 am IST) and ends on 26th September, 2019 (5:00 pm 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 20th September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter at 5.00 p.m. on 26th September, 2019. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - III. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details of Step-1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who holds shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details / Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.rgadvisory@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- IV.** 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 **20th September, 2019**. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- V.** 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. of **20th September, 2019** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [RTA at nichetechpl@nichetechpl.com](mailto:RTA@nichetechpl.com)
- VI.** 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 toll free no.: 1800-222-990.
- VII.** 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.
- VIII.** 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.
- IX.** Mr. Rajesh Ghorawat, Practicing Company Secretary (Membership No. FCS 7226) has been appointed by the Board of Directors 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.

- X. 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 witnesses not in the employment of the Company and shall make, not later than 48 (Forty eight) hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or 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.
- XI. The Results declared along with 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 BSE Limited & The Calcutta Stock Exchange Limited, where the shares of the Company are listed.
- XII. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of AGM.

By Order of the Board
Scintilla Commercial & Credit Ltd

Registered Office:

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Aayushi Kapur
Company Secretary

Date: 14th August, 2019

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

ITEM No. 4:

The present term of appointment of Mr. Vidhu Bhushan Verma as an Independent Director would expire at the conclusion of ensuing Annual General Meeting of the Company. The Board at its meeting held on 14th August, 2019, in accordance to performance evaluation report and on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Vidhu Bhushan Verma as an Independent Director for a further period of 5(five) years, subject to the approval of members at the ensuing Annual General Meeting of the Company.

The Board considers that his continued association would be immense beneficial to the Company and it is desirable to continue to avail services of Mr. Vidhu Bhushan Verma as an Independent Director. Accordingly, the Board recommends the resolution in relation to reappointment of Mr. Vidhu Bhushan Verma as an Independent Director, for approval by the shareholders of the Company upto the conclusion of 35th AGM of the Company to be held for the Financial Year 2023-24. Mr. Vidhu Bhushan Verma shall not be liable to retire by rotation.

Mr. Vidhu Bhushan Verma has given his consent to act as Independent Director of the Company and has furnished requisite declaration confirming that he meet the criteria of Independence as laid down in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI LODR, 2015 and that he is not disqualified to be re-appointed under Section 164 of the Act. The Company has received notice in writing from a member of the Company under Section 160 of the Act proposing the candidature of Mr. Vidhu Bhushan Verma for the office of Independent Director of the Company. In accordance to the verification made by the Company and its Nomination & Remuneration Committee, the aforesaid Director is not debarred from holding of office as Director(s) pursuant to any SEBI Order. In the opinion of the Board, Mr. Vidhu Bhushan Verma is independent of the management and fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI LODR, 2015 for his re-appointment as an Independent Director.

A brief profile of Mr. Vidhu Bhushan Verma including nature of his expertise and shareholding in the Company are annexed to the notice.

Except Mr. Vidhu Bhushan Verma, no Director, Key Managerial Personnel of your Company and their relatives, are in any way, financially or otherwise, directly or indirectly interested or concerned in the resolution.

Accordingly, the Board recommends the Special Resolution set forth in Item no. 4 in relation to re-appointment of Mr. Vidhu Bhushan Verma as an Independent Director, for the approval by the shareholders.

Copy of draft letter of appointment setting out the terms of his reappointment is open for inspection at the Registered Office of the Company by any members during business hours on all working days till the conclusion of the ensuing Annual General Meeting.

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By Order of the Board
Scintilla Commercial & Credit Ltd

Aayushi Kapur
Company Secretary

Date: 14th August, 2019

ANNEXURE TO THE NOTICE

Detail of Director seeking appointment/re-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. Vidhu Bhushan Verma
Director Identification Number (DIN)	00468744	00555238
Date of Birth	03/11/1963	16/05/1962
Nationality	Indian	Indian
Date of Appointment on Board	28/03/2017	30/09/2013
Qualification	B.com (Hons)	B. Sc. (H), Chartered Accountant
Expertise in specific functional area	<p>He has more than 25 years of experience and vast expertise 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 to 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 gain.</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 vast experience of almost 30 years in field of Finance & Investment related activities.</p> <p>The Board considers that his continued association would be immense beneficial to the Company and it is desirable to continue to avail services of Mr. Vidhu Bhushan Verma as an Independent Director.</p>
Shareholding in Scintilla Commercial & Credit Ltd	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 Ltd 2. Decillion Finance Limited 3. Virat Leasing Limited 	<ol style="list-style-type: none"> 1. Kaushal Investments Ltd 2. Decillion Finance Limited
Memberships /Chairmanships of Audit and Stakeholder's Relationship Committees across Public companies including Scintilla Commercial & Credit Ltd	<ol style="list-style-type: none"> 4-Membership 2- Chairmanship 	3-Membership
Relationships between the Directors inter-se	NIL	NIL

MAP SHOWING LOCATION OF THE VENUE OF THE 30TH ANNUAL GENERAL MEETING

Venue: "Oswal Chambers", EITMA, 5th Floor, 2, Church Lane, Kolkata - 700 001

