

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of **VANTAGE CORPORATE SERVICES LIMITED** will be held on Thursday, 27th day of September, 2018 at 11.00 a.m. at Kamal Banquet, 188/1500-1501, BEST Road, Opp Neeta Bldg, Near Oshiwara Bus Depot, Best Colony Road, Motilal Nagar -1, Goregaon West, Mumbai 400104 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Directors and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted”

2. To appoint Mrs. Nirmala Gala (DIN 00894497), who retires by rotation as a Director and being eligible offers herself for reappointment and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Nirmala Gala (DIN 00894497), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint Statutory Auditors and to fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable including any statutory modifications or re-enactments thereof for the time being in force and pursuant to the recommendations of the Audit Committee, M/s. JK Shah & Co., Chartered Accountants (Membership No. 109606W), be and are hereby reappointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM until the conclusion of next AGM of the Company, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **To change the name of the Company from “VANTAGE CORPORATE SERVICES LIMITED” to “ANUPAM FINSERV LIMITED” and Consequent Alteration of Memorandum of Association and Alteration of Association of the company.**

To consider and if thought fit to pass the following resolution as Special resolution

“RESOLVED THAT pursuant to Section 13 read with section 4, Section 14 & 15 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Stock Exchange, Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company for changing the name of the Company from **“VANTAGE CORPORATE SERVICES LIMITED”** to **“ANUPAM FINSERV LIMITED”** as made available by the Registrar of Companies, Mumbai, Maharashtra.

RESOLVED FURTHER THAT pursuant to Section 14, 21 and other applicable provisions, if any, of the Companies Act, 2013, (including any modification or re-enactment thereof) and upon receipt of fresh Certificate of Incorporation consequent upon change of Name, the Old Name **'Vantage Corporate Services Limited'** be substituted with the new name **'Anupam Finserv Limited'** and Clause I of the Memorandum of Association of the Company be substituted by the following clause:

- i. The name of the Company is **“Anupam Finserv Limited”**.

RESOLVED FURTHER THAT the following article be inserted in the Articles of Association of the Company:

2(1)(d) “Company” means **“Anupam Finserv Limited”**.

RESOLVED FURTHER THAT subject to the above, the name of the company wherever it appears in the Memorandum of Association and the Articles of Association of the Company be substituted by the new name **“Anupam Finserv Limited”**.

RESOLVED FURTHER THAT the Company Secretary or any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the board to secure any further consent or approval of members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. **To ratify appointment of Pravin Gala (DIN 00786492) as Chairman and Whole Time Director and to approve Managerial Remuneration payable to him.**

To consider and if thought fit to pass the following resolution as Special resolution

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Pravin Gala, (DIN 00786492) as Chairman and Whole Time Director of the Company for a period of five years, liable to retire by rotation, on the terms and conditions as specified in the Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows:

“RESOLVED FURTHER THAT remuneration of Rs. 300,000/- (Rupees Three Lakhs) per annum subject to maximum of Rs. 6,00,000/- per annum be payable to Mr. Pravin Gala (DIN 00786492) as Whole Time Director of the Company.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or such other competent authority or members of the Company.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Whole Time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Whole Time Director, the above remuneration excluding commission amount payable on profits earned as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Company Secretary or any Director of the Company, be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient.

6. To ratify appointment of Mr. Siddharth Gala (DIN 08128110) as Executive Director and to approve Managerial Remuneration payable to him.

To consider and if thought fit to pass the following resolution as Special resolution

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Siddharth Gala, (DIN08128110) as Executive Director of the Company, 2018, liable to retire by rotation, on the terms and conditions as specified in the Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows:

“RESOLVED FURTHER THAT remuneration of Rs. 300,000/- (Rupees Three Lakhs) per annum subject to maximum of Rs. 6,00,000/- per annum be payable to Mr. Siddharth Gala (DIN 08128110) as Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or such other competent authority or members of the Company.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Director, the above remuneration excluding commission amount payable on profits earned as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Company secretary or any Director of the Company, be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient.

7. To increase the Authorised Capital of the Company and to alter the Memorandum of Association for the same.

To consider and if thought fit to pass the following resolution as Special resolution

“RESOLVED THAT pursuant to provision of Section 61, 64 of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under, SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 including any amendment thereto or re-enactment thereof and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs only) equity shares of 10/- each to Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing equity shares.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded under provisions of section 13 of the Companies Act, 2013 to amend the existing Clause V of Memorandum of Association of the Company by substituting first three lines by following lines as mentioned here under:

- V. The Authorised Share Capital of the Company is 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakh) equity shares of 10/- (Rupees Ten only) each

RESOLVED FURTHER THAT pursuant to provisions of Section 15 of the Companies Act, 2013 and the rules framed thereunder (including any statutory amendment made thereto or re-enactment thereof), the above alteration in the articles be and is hereby noted in each copy of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT Mr. Pravin Gala, Whole Time Director (DIN: 00786492) or Sheetal Dedhia (ACS 52175), Company Secretary or any other Director of the Company as delegated by the Board, be and are hereby authorized to sign, execute all the documents and file relevant forms with the Registrar of Companies, Stock Exchanges and to do all such acts, deeds and things on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution without being required to seek further consent or approval of the Shareholders of the Company in General Meeting.”

**By Order of the Board of Directors
For Vantage Corporate Services Limited**

**SD/-
Sheetal Dedhia
Company Secretary
ACS 52175**

Mumbai, 31st August, 2018

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE.
2. Members who hold Shares in dematerialized form are required to write their Client ID and DP ID No and those who hold shares in Physical form are required to write their Folio No in the attendance slip while attending the Meeting for easy identification of attendance at the Meeting.
3. Members are required to :
 - a. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Auditors Accounts for the financial year ended 31st March 2018, so as to enable the Company to keep the information ready.
 - b. Bring their copy of the Annual Report and the Attendance Slip at the Annual General Meeting.
 - c. Intimate to Registrar and Transfer Agent of the Company immediately, about any change in their addresses, where the shares are held in electronic form such change is to be informed to the Depository participants (DP) and not to the Company or to the Registrar and Transfer Agent.
 - d. Approach the Registrar and Transfer Agent of the Company for Consolidation of folios.
 - e. Avail of Nomination facility by filling in and forwarding the nomination form to the Registrar and Transfer Agent, if not already done.
 - f. Send all share transfer lodgments (Physical mode) / correspondence to the Registrar and Transfer Agent of the Company to Purva Shareregistry (I) Private Limited, at Purva Shareregistry (India) Pvt. Ltd. Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011. Timing : 10 a.m. to 6 p.m Tel : 91-22-2301 6761 / 8261 Fax : 91-22-2301 2517 Email : busicomp@gmail.com.
4. Members / Proxies are required to bring the Attendance Slip duly filled up for attending the Meeting.
5. Corporate Members are required to forward a certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. The Company has listed its shares at BSE Ltd.

7. All the documents referred to in the Notice are open for inspection at the Registered office of the Company between 10.30 am to 12.30 pm on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournments thereof.
8. Since the trading of shares is allowed only in dematerialized form, in the Stock Exchange, members are advised to get their physical shareholding dematerialized.
9. To comply with Ministry of Corporate Affairs (MCA), Government of India's circular No.17/2011 dated 21-04-2011, and circular no.18/2011 dated 29-04-2011, read with Section 136 of the Companies Act, 2013 and Rule 11 of the Companies (Accounts) Rules, 2014 towards the green initiative in Corporate Governance, for paperless working, members are requested to furnish their email id for the purpose of serving the documents in electronic mode to RTA, M/S Purva Share Registry (I) Private Limited by mail at "busicomp@vsnl.com".
10. To comply with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory for all the investors including transferors to complete their KYC information. Company has to update the member's PAN No., Phone No., e-mail address and signature in the records. The form for sending the response is annexed at the end of the Annual Report.
11. Kindly furnish the same via email at "info@vantagecorp.in" or via hand delivery or courier the same to the registered office of the Company or directly to the RTA, M/S Purva Share Registry (I) Private Limited by mail and any other mode.
12. **E voting**
Pursuant to Section 108 of the Companies Act, 2013 and 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 the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 20th September, 2018, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on 24th September, 2018 and will end at 5.00 p.m. on 26th September, 2018. The Company has appointed Ms. Kushla Rawat, Practicing Company Secretary, (Membership No. 33413) to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e voting given hereinafter.

13. PROCEDURE FOR E-VOTING

The procedure with respect to e-voting is provided below:

A) In case of Members receiving notice by e-mail from NSDL:

- i. Open e-mail and open the attached PDF file viz: "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
- 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 noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
- v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- vi. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- vii. Select "EVEN" of Vantage Corporate Services Limited.
 - a. Note: e-Voting shall not be allowed beyond said time.
- viii. Now you are ready for "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. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 kushlarawat@gmail.com with a copy marked to evoting@nsdl.co.in.

B) In case a Member receiving physical copy of the Notice of AGM by post:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM)
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) above, to cast vote.
 - I. 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.

- II. 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.
- III. 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).
- 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, 2018.
- 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. 20th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- VI. 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.
- VI. 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.
- VII. 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 ballot paper.
- VIII. 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour 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.
- IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.vantagecorp.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, Mumbai.
14. Members seeking any information with regard to accounts are requested to write to the company at least one week in advance so as to enable the management to keep the information ready.
15. Proxies, in order to be effective, forms must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the meeting.

**By Order of the Board of Directors
For Vantage Corporate Services Limited**

**SD/-
Sheetal Dedhia
Company Secretary
ACS 52175**

Mumbai, 31st August, 2018

ANNEXURE TO NOTICE

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)

Item No: 4

To approve change of name of the Company

The Board of Directors of the Company in its meeting held on 17th July, 2018 decided to change the name of the Company from "VANTAGE CORPORATE SERVICES LIMITED" to "ANUPAM FINSERV LIMITED" since it better reflects the line of business of the Company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused. It will also increase the business prospects of the Company.

The name "Anupam Finserv Limited" has been duly approved and made available for changing the name by the Registrar of Companies, Mumbai vide its name approval letter dated 30th August, 2018 which is valid for 60 days. The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Upon receipt of fresh Certificate of Incorporation from MCA, the name of the Company, wherever it appears in the Memorandum of Association and Articles of Association of the Company, shall be substituted by the new name 'Anupam Finserv Limited'.

As per the provisions of Sections 13 and 14 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval.

A copy of the proposed altered Memorandum and Articles of Association of the Company would be available for inspection for the members at the registered office of the Company during the office hours on any working day, except Saturday and Sunday, between 11.00 a.m. to 12.30 a.m. upto the conclusion of the AGM.

The Board recommends the resolution as set out in Item No. 4 of the notice for approval of Members as Special Resolution.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

Item No:5

To ratify appointment Mr. Pravin Gala (DIN 00786492) as Chairman and Whole Time Director and to approve payment of managerial remuneration to him.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 17th July 2018, has appointed of Mr. Pravin Gala (DIN: 00786492) as Chairman and Whole Time Director of the Company, liable to retire by rotation for a period of 5 years in terms of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Act and subject to the approval of the Members.

In view of the duties performed by him, the Board is of the view that the designation of Mr. Pravin Gala be changed from Executive Director to Whole Time Director and his appointment as the Whole Time Director on terms & conditions as mentioned below including remuneration will be in the interest of the Company.

The main terms and conditions relating to the appointment of Mr. Pravin Gala as Whole Time Director will be as follow:-

Tenure from 17th July, 2018 to 16th July, 2023

Nature of Duties – The Whole Time Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him subject to superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company.

Remuneration- Remuneration of Rs. 300,000/- (Rupees Three Lakhs) per annum subject to a maximum of Rs. 600,000/- (Rupees Six lakhs) per annum payable to Mr. Pravin Gala (DIN 00786492), as Whole Time Director of the Company, subject to the approval of the shareholders in the General Meeting. Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder as Annexure to this Notice.

The payment of remuneration was approved by the Board based on industry standards, responsibilities to be handled by the Whole Time Director of the Company. However, due to the amount of remuneration exceeding 5% of net profit, the Managerial remuneration paid/payable needs to be approved by the members by way of Special Resolution. The details of Mr. Pravin Gala are mentioned in Annexure. Approval of the shareholders is sought for approval of appointment and remuneration payable.

The Board recommends the resolution as set out in Item No. 5 of the notice for approval of Members as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Pravin Gala himself and Mrs. Nirmala Gala and Siddharth Gala as relatives of Mr. Pravin Gala, is concerned or interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

Item No: 6

To ratify appointment of Mr. Siddharth Gala (DIN: 08128110) as Executive Director and to fix managerial remuneration payable to him.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 17th July 2018, has appointed Mr. Siddharth Gala (DIN: 02974332) as Additional Director of the Company, liable to retire by rotation.

The Board is of the view that Mr. Siddharth Gala has rich knowledge in Finance, Operations and Data Analysis and his appointment as the Executive Director on terms & conditions as mentioned below including remuneration will be in the interest of the Company.

The main terms and conditions relating to the appointment of Mr. Siddharth Gala as the Executive Director will be as follow:-

Nature of Duties – The Managing Director shall devote his time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him subject to superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company.

Remuneration- Remuneration of Rs. 300,000/- (Rupees Three Lakhs) per annum subject to a maximum of Rs. 600,000/- (Rupees Six lakhs) per annum payable to Mr. Siddharth Gala (DIN 08128110), as Executive Director of the Company, subject to the approval of the shareholders in the General Meeting. Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder as Annexure to this Notice.

The payment of remuneration was approved by the Board based on industry standards, responsibilities to be handled by the Director of the Company. However, due to the amount of remuneration exceeding 5% of net profit, the Managerial remuneration paid/payable needs to be approved by the members by way of Special Resolution. The details of Mr. Siddharth Gala are mentioned in Annexure. Approval of the shareholders is sought for approval of appointment and remuneration payable.

The Board recommends the resolution as set out in Item No. 5 of the notice for approval of Members as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Siddharth Gala himself and Mr. Pravin Gala and Mrs. Nirmala Gala as relatives of Mr. Siddharth Gala, is concerned or interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

Item No: 7

To increase the Authorised Capital of the Company and to alter the Memorandum of Association and Articles of Association for the same.

The present authorized share capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 Equity Shares of Rs. 10/- each. For further future expansion plans, it is proposed to increase the authorized share capital to Rs. 12,00,00,000/- (Twelve Crores Only) divided into 1,20,00,000 Equity Shares of Rs. 10/- (Ten Rupees Only) each.

According to Section 61 and section 13 of the Companies Act 2013, for increasing the authorized share capital of the company and consequential amendments to the Capital clause i.e. Clause V of the Memorandum of Association of the Company, approval of members is required by way of Special Resolution.

Your Directors recommend the resolution set out at item No. 7 of this Notice, for the approval of the members as Special Resolution.

The Memorandum of Association of the Company is available for inspection by the members at the Registered Office of the Company during business hours on any working day upto the date of the Meeting and will be kept open at the place of the meeting during the continuation of the meeting.

None of the Directors and/or Key Managerial Persons of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice, except to the extent of their shareholding in the Company if any.

**By Order of the Board of Directors
For Vantage Corporate Services Limited**

**SD/-
Sheetal Dedhia
Company Secretary
ACS 51275**

Mumbai, 31st August, 2018

THE ANNUAL REPORT IS AVAILABLE ON THE WEBSITE OF THE COMPANY www.vantagecorp.in

KINDLY NOTE THAT NO GIFT(S) WILL BE DISTRIBUTED IN THE ANNUAL GENERAL MEETING

Disclosures as per Regulation 36 (3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 for appointment /reappointment of Directors at the 27th Annual General Meeting:

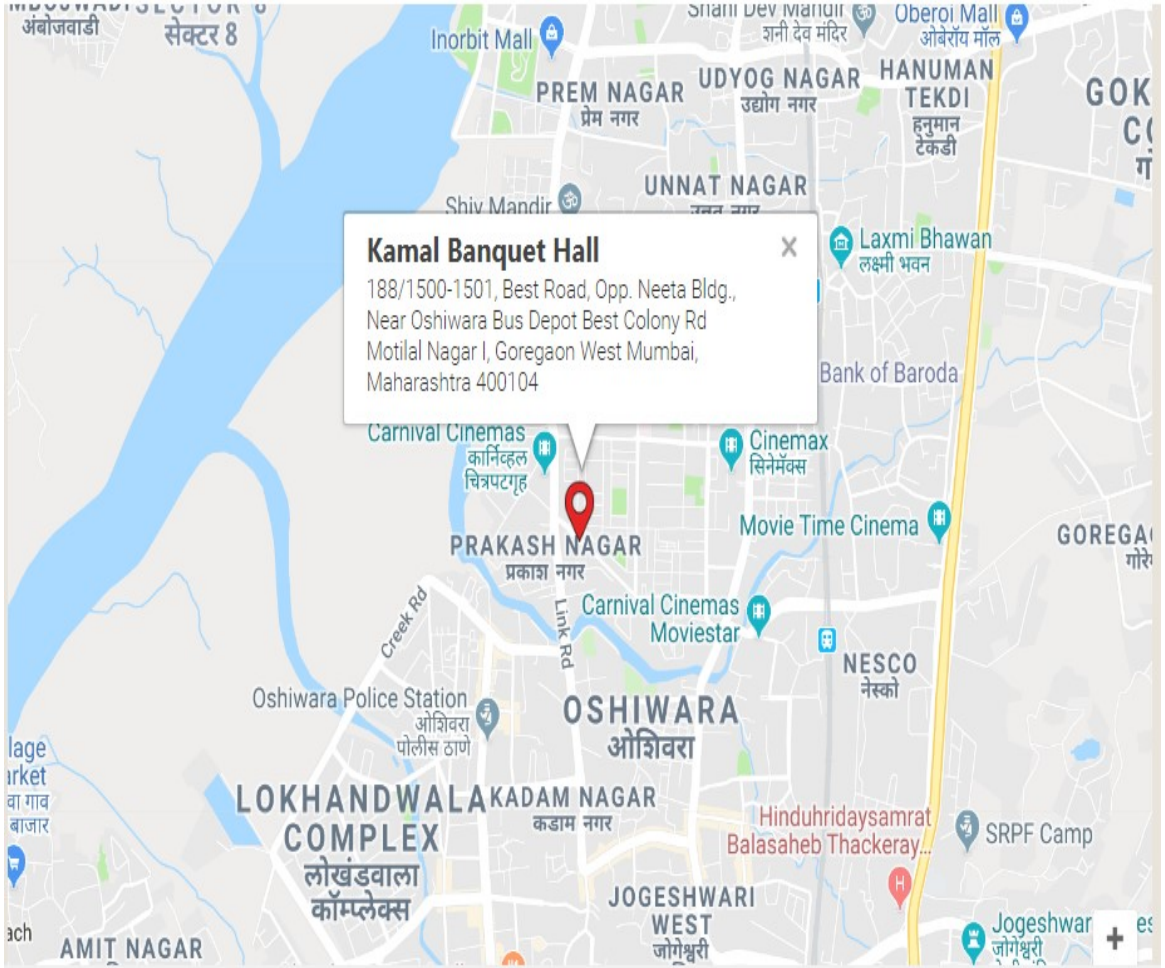
Name of Director	Mrs. Nirmala Gala	Mr. Pravin Gala	Mr. Siddharth Gala
Date of Birth	13-10-1965	02-11-1964	10-05-1991
Age	53	54	27
Qualification	She has completed Higher Secondary education	Chartered Accountant from Institute of Chartered Accountants of India	BE in Computer Engineering from University of Mumbai, MSC in Financial Engineering from Stevens Institute of Technology
Experience	5 years of Business Experience	35 years of Experience in Finance and Capital Markets	3 years of Experience in Data Analytics
Terms & Condition of reappointment/regularization	Managing Director and Woman Director of the Company, liable to retire by rotation	Whole Time Director of the Company, liable to retire by rotation	Executive Director of the Company, liable to retire by rotation
Details of Remuneration sought to be paid	Nil	Rs. 300,000/- to Rs. 600,000/- per annum	Rs. 300,000/- to Rs. 600,000/- per annum
Last Remuneration Drawn	Nil	Nil	Nil
Date of First Appointment on Board	28-04-2017	28-04-2017	17-07-2018
Directorships held in other companies (excluding section 8 and foreign companies) as on 31 st March, 2018	One	Three	Nil
Memberships of committees across other companies (includes only Audit & Shareholders'/Investors' Grievance Committee)	Nil	Nil	Nil
Number of Shares held in the Company	153,036 equity shares	15,97,511 equity shares	81,540 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	She is the spouse of Mr. Pravin Gala and mother of Mr. Siddharth Gala	He is the spouse of Mrs. Nirmala Gala and father of Mr. Siddharth Gala	He is the son of Mr. Pravin Gala and Mrs. Nirmala Gala
Number of Board Meetings attended in F Y 2017-2018	6 (Six)	6 (Six)	NA

**By Order of the Board of Directors
For Vantage Corporate Services Limited**

**SD/-
Sheetal Dedhia
Company Secretary
ACS 51275**

Mumbai, 31st August, 2018

ROUTE MAP TO THE VENUE OF AGM



VANTAGE CORPORATE SERVICES LIMITED
 Regd Off.: 502, Corporate Arena, DP Piramal Road, Goregaon West, Mumbai 400104
CIN:L74140MH1991PLC061715

FORM 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 of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) **Vantage Corporate Services Limited** hold _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____ Signature _____, or failing him

2. Name: _____

Address: _____

E-mail Id: _____ Signature _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the company, to be held on Thursday, 27th day of September, 2018 at Kamal Banquet Hall, 188/1500-1501, BEST Road, Opp Neeta Bldg, Near Oshiwara Bus Depot, BEST Colony Road, Motilal Nagar-1, Goregaon West, Mumbai 400104 at 10:00 a.m. and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To consider and adopt Audited Financials as on 31 st March 2018.		
2.	To Appoint Mrs. Nirmala Gala as a Director who retires by rotation and being eligible for reappointment.		
3.	To Appoint Auditors and Fix their remuneration.		
4.	To Change the name of the Company.		
5.	To ratify appointment of Pravin Gala as Chairman and Whole Time Director and to approve Managerial Remuneration payable to him		
6.	To ratify appointment of Mr. Siddharth Gala as Executive Director and to approve Managerial Remuneration payable to him		
7.	To Increase the Authorised Capital of the Company		

Signed this..... day of..... 20....

Member's Signature

 Signature of 01st proxy

 Signature of 02nd proxy

Affix Revenue Stamp of Rupee 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. This form needs revenue stamp to be affixed.

VANTAGE CORPORATE SERVICES LIMITED

CIN:L74140MH1991PLC061715

Regd Off.: 502, Corporate Arena, DP Piramal Road, Goregaon West, Mumbai 400104

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the attending Member _____

Member's Folio Number _____

DP ID _____

Client ID _____

Name of the Proxy (In Block Letters) _____

(To be filled in if the Proxy attends instead of the Member)

(No. of Shares held: _____)

I hereby record my presence at the 27th Annual General Meeting of the company at Kamal Banquet Hall, 188/1500-1501, BEST Road, Opp Neeta Bldg, Near Oshiwara Bus Depot, BEST Colony Road, Motilal Nagar-1, Goregaon West, Mumbai 400104 held on Thursday, 27th September, 2018 at 11.00 am or at any adjournment thereof.

Member's / Proxy Signature