

VANTAGE CORPORATE SERVICES LTD.

Regd Office : 502, Corporate Arena. D. P. Piramal Road, Goregaon-West, Mumbai- 400 104

CIN: L74140MH1991PLC061715, Tel: 67830020, Email: info@vantagecorp.in, Website: www.vantagecorp.in

To,
The Members,

NOTICE FOR EXTRAORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting of the Members of Vantage Corporate Services Limited will be held on Thursday, 15th February, 2018, at 11:00 AM at the registered office of the Company located at No. 502, Corporate Arena, DP Piramal Road, Goregaon West, Mumbai 400104 to transact the following business:

SPECIAL BUSINESS

1. ***Increase of Authorised Capital and Alteration of Memorandum of Association for the same.***

To consider and if thought fit, to pass with or without modification, the following resolutions 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 55,125,000/- (Rupees Five Crore Fifty One Lakhs Twenty Five Thousand only) divided into 5,512,500 (Fifty Five Lakhs Twelve Thousand Five Hundred only) equity shares of 10/- each to Rs. 110,000,000 (Rupees Eleven Crores only) divided into 11,000,000 (One Crore Ten 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 110,000,000 (Rupees Eleven Crores only) divided into 11,000,000 (One Crore Ten Lakh) equity shares of 10/- (Rupees Ten only) each”

RESOLVED FURTHER THAT amendment be made in Memorandum of Association of the Company by replacing the words ‘The Companies Act, 1956’ wherever it appears by the words ‘The Companies Act, 2013.’”

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, Director (DIN: 00786492) or Nimala Gala, Managing Director (DIN: 00894497) 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.”

2. **Preferential Issue of Equity Shares on Private Placement basis**

To consider and if thought fit, to pass with or without modification, the following resolutions as Special Resolution:

“RESOLVED THAT pursuant to: (i) the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”) including any statutory modification thereto or reenactment thereof for the time being in force); (ii) the Memorandum of Association and Articles of association of the Company (iii)the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (“ICDR Regulations”); (iii) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges and/or any other statutory / regulatory authority; (iv) the Listing Agreement entered into by the Company with the stock exchanges, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 5,000,000 (Fifty Lakh) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten) each (“Equity Shares”) at a price not less than the price as determined in accordance with SEBI (ICDR) Regulations, 2009 to the following Non Promoter subscribers, in accordance with ICDR Regulations, as detailed hereunder in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion on a preferential basis through private placement:

SI No	Name & Address of the subscribers	Category	PAN No.	Number of equity shares (proposed for allotment)	Consideration
1.	Kishor Dhirajlal Shah	Non Promoter	AAPPS2948L	750,000	Cash
2.	Rekha Kishor Shah	Non Promoter	ANLPS7406G	750,000	Cash
3.	Pankaj Hirji Dedhia	Non Promoter	AABPD8273H	500,000	Cash
4.	Vinod Manilal Gala	Non Promoter	AABPG4784C	500,000	Cash
5.	Mansukh Valji Boricha	Non Promoter	AAIPB6771H	500,000	Cash
6.	Shantaben Valji Boricha	Non Promoter	AABPB6271F	500,000	Cash
7.	Valji Gunshi Shah	Non Promoter	AADPS0688P	500,000	Cash
8.	Jayesh Malshi Rita	Non Promoter	AABPR0790B	500,000	Cash
9.	Hitesh Malshi Rita	Non Promoter	AABPR0791A	500,000	Cash

RESOLVED FURTHER THAT in accordance with the provisions of SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be 16th January, 2018, being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on 15th February, 2018 to approve this offer.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary/Statutory Auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the CA 2013.

RESOLVED FURTHER THAT the entire preissue shareholding of the allottees, if any, shall be under lock in from the relevant date upto a period of six months from the date of trading approval from the stock exchanges or such other period as may be applicable under the SEBI (ICDR) regulations. The lock-in of equity shares issued and allotted pursuant to this resolution shall be applicable for period specified under SEBI (ICDR) Regulations, 2009 from the date of trading approval.

RESOLVED FURTHER THAT the said Equity Shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI (ICDR) Regulations, 2009 as amended from time to time.

RESOLVED FURTHER THAT the said Equity Shares shall be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, any Director of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, any Director of the Company be and is hereby authorized to engage / appoint lead managers, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

3. To increase the Borrowing Powers of the Board of Directors

To consider and if thought fit, to pass with or without modification, the following resolutions as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the

Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 50 crores (Rupees Fifty Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Date : 17/01/2018
Place: Mumbai

By Order of the Board

---Sd/---

Mrs. Nirmala Gala
Managing Director
DIN: 00894497

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 :
 - 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.
 - Approach the Registrar and Transfer Agent of the Company for Consolidation of folios.
 - Avail of Nomination facility by filling in and forwarding the nomination form to the Registrar and Transfer Agent, if not already done.
 - Send all share transfer lodgements (Physical mode) / correspondence to the Registrar and Transfer Agent of the Company to Purva Sharegistry (I) Private Limited, at Purva Sharegistry (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 Extra Ordinary 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 10.30am to 12.30 pm on all working days except Saturdays, Sundays and Public Holidays until the date of the Extra Ordinary 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 have to update the member's PAN No., Phone No., e-mail address and signature in the records.
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 Sharegistry (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 10th February, 2018, are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on 12th February, 2018 and will end at 5.00 p.m. on 14th February, 2018. The Company has appointed M/s Kushla Rawat, Practising 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.

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:

- 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
- Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
- Click on "Shareholder - Login".
- 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
- Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- Select "EVEN" of Vantage Corporate Services Limited.
 - Note: e-Voting shall not be allowed beyond said time.
- Now you are ready for "e-Voting" as "Cast Vote" page opens.
- Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
- 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 EOGM by post:

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

- 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.
- 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.
- 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).
- 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 10th February, 2018.
- 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. 10th February, 2018, 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.
- A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM.
- 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 EOGM through ballot paper.
- 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 EOGM, 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. 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

---Sd/---

Mrs. Nirmala Gala
Managing Director
DIN: 00894497

Date : 17/01/2018
Place: Mumbai

EXPLANATORY STATEMENT TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

AS REQUIRED UNDER SECTION 102 OF COMPANIES ACT, 2013 AND SECRETARIAL STANDARD 2

Item No.1 - Increase in the Authorised Share Capital of the Company and Alteration of Memorandum of Association for the same

The Company is in need of additional funds for future growth and expansion. Accordingly, to enable the company to meet the objectives, it is proposed to issue further shares of the company on preferential basis.

The present authorized share capital of the Company is Rs. 80,000,000/- (Rupees Eight Crores Only) divided into 8,000,000 Equity Shares of Rs. 10/- each. To enable the Company to issue and allot further equity shares, it is proposed to increase the authorized share capital to Rs. 110,000,000/- (Eleven Crores Only) divided into 11,000,000 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. 1 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. 1 of the Notice, except to the extent of their shareholding in the Company if any.

Item No. 2- Preferential Issue of Equity Shares by Private Placement

Your Company is exploring opportunities for Growth and Expansion. In order to meet the future growth and expansion plans and to suffice the financial and operational requirement, the Board recommends raising funds by way of preferential issue on private placement of 5,000,000 Equity Shares of face value of Rs. 10/- each of the Company, at a consideration in cash of Rs. 10/- per equity share as per the SEBI ICDR Regulations. Some persons belonging to the non promoter group have expressed their willingness to subscribe to the proposed preferential issue. The proposed preferential issue and allotment would be strictly in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009.

The Company has received consent from the following subscribers:

SI No	Name & Address of the subscribers	Category	PAN No.	Number of equity shares (proposed for allotment)	Consideration
1.	Kishor Dhirajlal Shah	Non Promoter	AAPPS2948L	750,000	Cash
2.	Rekha Kishor Shah	Non Promoter	ANLPS7406G	750,000	Cash
3.	Pankaj Hirji Dedhia	Non Promoter	AABPD8273H	500,000	Cash
4.	Vinod Manilal Gala	Non Promoter	AABPG4784C	500,000	Cash
5.	Mansukh Valji Boricha	Non Promoter	AAIPB6771H	500,000	Cash
6.	Shantaben Valji Boricha	Non Promoter	AABPB6271F	500,000	Cash

7.	Valji Gunshi Shah	Non Promoter	AADPS0688P	500,000	Cash
8.	Jayesh Malshi Rita	Non Promoter	AABPR0790B	500,000	Cash
9.	Hitesh Malshi Rita	Non Promoter	AABPR0791A	500,000	Cash

Disclosure under Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, SEBI (ICDR) Regulations, 2009, SEBI (LODR), Regulations, 2015

- i. Object of the Issue:**
To fund the expansion of company's NBFC business. The funds raised shall be utilized for business expansion cum growth of the company.
- ii. The total no. of Equity Shares to be issued :** 5,000,000 Equity Shares
- iii. Pricing and Valuation of shares**
The Equity Shares are proposed to be issued at Rs. 10/- per share which is not less than the price arrived as per SEBI (ICDR) Regulation 2009.
- iv. Relevant date with reference to which the price has been arrived at:** 16th January, 2018
- v. The Class of persons to whom the allotment is proposed to be made:** Non Promoters
- vi. The proposal of the promoters / directors or key management personnel to subscribe to the offer:** None
- vii. The proposed time within which the allotment shall be completed:** The offer should be valid for a period of 15 Days from the date of Extraordinary General Meeting provided that where it is pending on account of any pendency of any approval of any regulatory authority or the central Government, in which case the allotment will be completed by the Company within 15 days from the date on which the Company receives all approvals from the concerned authorities.
- viii. Particulars of the proposed allottees and the identity of (the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

SI No	Name & Address of the subscribers/allotees	Category	Pre Issue Holding and % of Pre Issue Holding	Number of equity shares (Proposed for allotment)	Post Issue Holding	% of Post Issue Holding
1.	Kishor Dhirajlal Shah	Non Promoter	NIL	750,000	750,000	7.13
2.	Rekha Kishor Shah	Non Promoter	NIL	750,000	750,000	7.13
3.	Pankaj Hirji Dedhia	Non Promoter	NIL	500,000	500,000	4.76
4.	Vinod Manilal Gala	Non Promoter	NIL	500,000	500,000	4.76
5.	Mansukh Valji Boricha	Non Promoter	NIL	500,000	500,000	4.76
6.	Shantaben Valji Boricha	Non Promoter	NIL	500,000	500,000	4.76
7.	Valji Gunshi Shah	Non Promoter	NIL	500,000	500,000	4.76
8.	Jayesh Malshi Rita	Non Promoter	NIL	500,000	500,000	4.76
9.	Hitesh Malshi Rita	Non Promoter	NIL	500,000	500,000	4.76

- ix. No. of persons to whom allotment on preferential basis have already be made during the year, in terms of number of Securities as well as price:** Save and except the Preferential Issue as proposed in the resolution as set out in the accompanying Notice, the Company has made no other issue or allotment of equity shares / convertible securities on preferential basis during the year.
- x. The aforementioned allotment is made on cash basis and not for consideration other than cash.**
- xi. Lock-in:** The Equity Shares allotted pursuant to this special resolution shall be subject to 'lock-in' as per the SEBI (ICDR) Regulations, 2009.
- xii. The pre-issue and post issue shareholding pattern of the Company is as follows:**

Sr. No.	Category	Pre preferential issue		Post preferential issue	
		No of Shares	%	No of Shares	%
A	Promoter's holding (including Persons acting in Concert)				
1	Indian				
	Individual	1,522,511	27.62	1,522,511	14.48
	Bodies Corporate	318,711	5.78	318,711	3.03
2	Foreign Promoters	—	—	—	—
	Sub Total (A)	1,841,222	33.40	1,841,222	17.51
B	Non Promoters Holding				
1	Institutional Investors	2200	0.04	2200	0.02
2	Non Institutions				
	Private Corporate Bodies	53,269	0.97	53,269	0.51
	Indian Public – Individuals and HUF	3,607,060	65.43	8,607,060	81.87
	NRI's and OCB	900	0.02	900	0.01
	Clearing member	7,849	0.14	7,849	0.07
	Sub Total (B)	3,671,278	66.60	8,671,278	82.49
	Grand Total (A) + (B)	5,512,500	100.00	10,512,500	100.00

- xiii. Change in Control or Composition of the Board:** The proposed allotment would not result in any change in control over the Company or the management of the affairs of the Company and the existing Promoters / Directors of the Company will continue to be in control of the Company. However voting rights will change in accordance with the shareholding pattern.
- xiv. Certificate from Statutory Auditors:** The Company has received certificate from M/s J K Shah & Co, Chartered Accountants, Statutory Auditors of the Company, duly certifying that the proposed preferential issue of the Equity Shares is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009 for Preferential Issue. A copy of the said certificate is available for inspection by the shareholders at the registered Office of the Company on all working days.
- xv. Undertaking:**

The Company hereby undertakes that:

- (i) It shall re-compute the price of the specified securities in terms of the provisions of the SEBI (ICDR) Regulations, 2009, where it is required to do so.

- (ii) If the amount payable on account of the re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the specified securities shall be continue to be locked-in till the time such amount is paid by the proposed allottees.

As per Section 42 and 62(1)(c) of the Companies Act, 2013 and the provisions of the SEBI (ICDR) Regulations, 2009, approval of the shareholders is required for the issue of the shares by way of preferential allotment as stated in the resolution. Hence consent of the shareholders by way of special resolution is being sought for the issue of such Equity Shares on preferential basis.

Accordingly the Board recommends the resolution set out in Item No. 2 of this Notice, for approval of the members by Special Resolution.

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. 2 of the Notice except to the extent of their shareholding in the Company, if any.

Item No. 3- To increase the Borrowing Powers of the Board of Directors

Keeping in view the Company's existing and future financial requirements and expansion and growth plans to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits upto Rs.50 crores (Rupees Fifty Cores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

The Board recommends this resolution set out in Item no. 3 of this Notice, for the approval of the members as Special Resolution.

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. 3 of the Notice, except to the extent of their shareholding in the Company, if any.

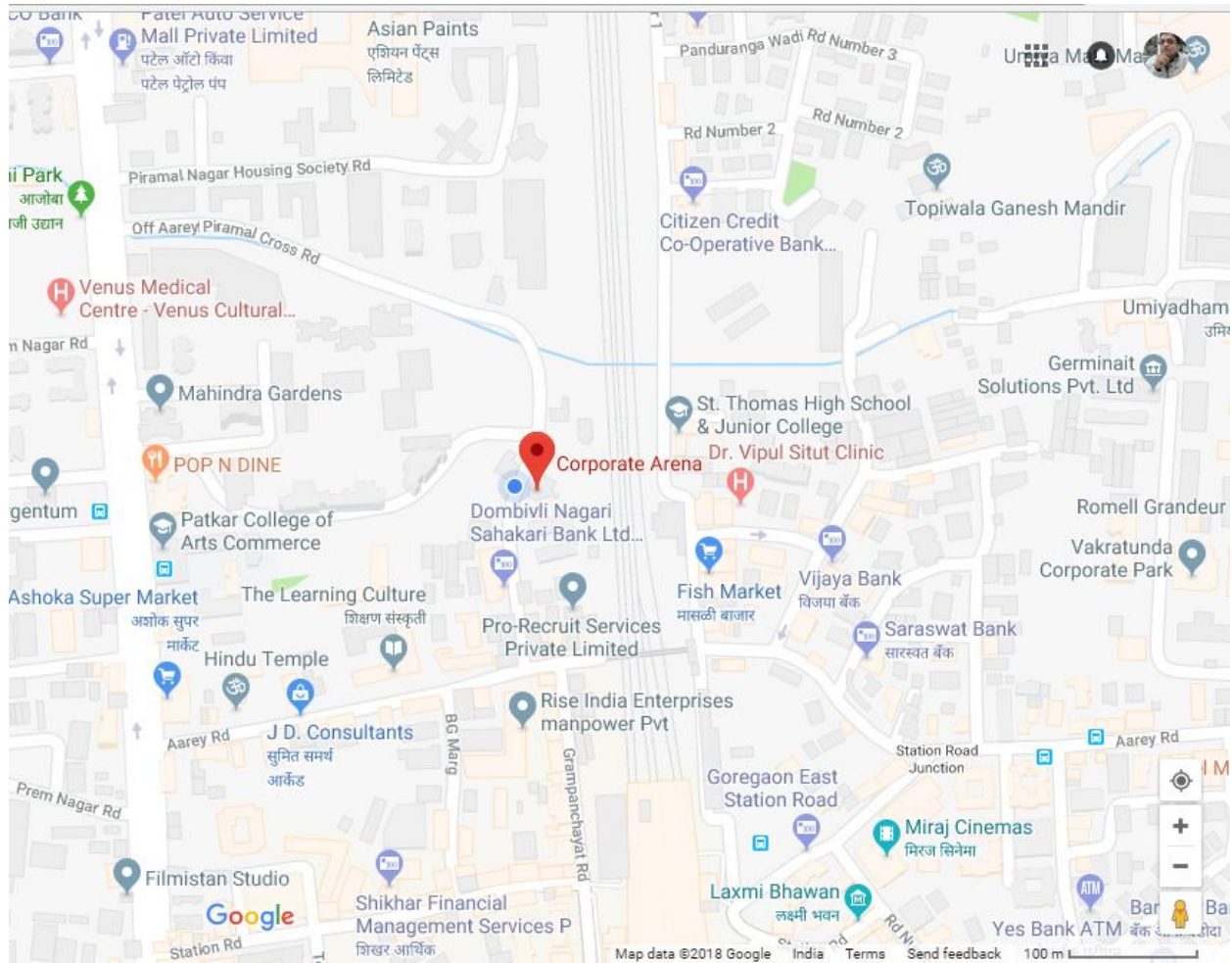
By Order of the Board

---Sd/---

Mrs. Nirmala Gala
Managing Director
DIN: 00894497

Date : 17/01/2018
Place: Mumbai

LOCATION OF THE EXTRA ORDINARY GENERAL MEETING



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]

CIN : L74140MH1991PLC061715
Name of the Company : Vantage Corporate Services Limited
Registered Office : 502, Corporate Arena, DP Piramal Road, Goregaon West, Mumbai 400104
:
Name of the member(s)
Registered address :
Email Id :
Folio No. / Client Id :
DP ID :

I/We, being the member (s) hold _____ shares of the above named company, hereby appoint

1. Name:

Address:

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

2. 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 **(EGM) Extra Ordinary General Meeting** of the members of **Vantage Corporate Services Limited** to be held on **Thursday, February 15th, 2018** at 11:00 a.m. at Registered office of the Company situated at **502, Corporate Arena, DP Piramal Road, Goregaon West, Mumbai 400104** and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To consider and approve the Alteration of Memorandum of Association for Increase in Authorised Share Capital		
2.	To Consider and approve preferential issue of Equity Shares on Private placement		
3.	To consider and approve Increase in Borrowing Limits of Board of Directors		

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

Member's Signature

Affix
Revenue
Stamp of
Rupee 1/-

Signature of 01st proxy Signature of 02nd proxy

Note: 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.

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDENCE 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 **Extraordinary General Meeting** of the members of **Vantage Corporate Services Limited** held on Thursday, **February 15th, 2018** at 11:00 a.m. at Registered office of the Company situated at **502, Corporate Arena, DP Piramal Road, Goregaon West, Mumbai 400104.**

Member's / Proxy Signature

INTENTIONALLY KEPT BLANK