

VANTAGE CORPORATE SERVICES LTD.

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

Tel.: 022-6783 0000, CIN.: L74140MH1991PLC061715,

E-Mail – mail@vantagein.co.in, www.inin.co.in

Date: 01/08/2017

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Script Code-530109

Dear Sir,

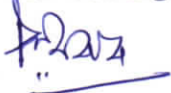
Sub: - Notice of 26th Annual General Meeting pursuant to Section Regulation 30 of the SEBI (LODR) Regulations, 2015

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed a copy of the Notice of the 26th Annual General Meeting (AGM) of the Company to be held on Saturday, the 30th September, 2017 at 11.30 a.m. at LN College, Room No. 10, Opp. Gen. Kariappa Flyover, Borivli (E), Mumbai - 400066.

This is for your information and record please.

Thanking you,

For Vantage Corporate Services Limited



Pravin Gala
Director.



NOTICE OF ANNUAL GENERAL MEETING 2017

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the shareholders of Vantage Corporate Services Limited will be held on the 30th day, September, 2017, at LN College, Room no. 10, Opp. Gen. Kariappa Flyover, Borivli (E), Mumbai - 400066, the registered office of the company at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone financial statements of the Company for the financial year ended March 31, 2017

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2017 as per Ind-AS including reports of the Board and Auditors' thereon be and are hereby received, considered and adopted"

2. Appointment of Mr. Pravin Nanji Gala (DIN: 00786492) as a Director liable to retire by rotation.

"RESOLVED THAT Mr. Pravin Nanji Gala, director in the Company (DIN: 00786492), who retires at this meeting by rotation and being eligible, has offered himself for re-appointment, be and is hereby appointed as director of the Company."

3. Appointment of M/s. J K Shah & Co, Chartered Accountants, Mumbai (Registration No. 109606W) as the Statutory Auditors of the Company

"RESOLVED THAT in accordance with the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. J K Shah & Co, Chartered Accountants, (FRN: 109606W) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting held in the year 2018-19 at such remuneration plus service tax, out-of pocket, travelling and living expenses, etc., as may be agreed upon by mutual consultation.

SPECIAL BUSINESS

4. To appoint Mr. Pravin Nanji Gala (DIN: 00786492) as an Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions 149,152 and other applicable provisions of Companies Act 2013, Mr. Pravin Nanji Gala (DIN: 00786492) who was appointed as an Additional Director of Company w.e.f 28th April 2017 on the Board of the Company in terms of Section 161 of Companies Act 2013 and as per Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting, and in respect to whom a notice has been received from herself in writing, under section 160 of Companies Act 2013, proposing her candidature for the office of Director, be and is hereby appointed as the Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to implement this resolution."

5. To appoint Mr. Rajendra Tokarshi Shah (DIN: 00022112) as an Independent Non Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 149 and 152 Schedule IV and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder, Mr. Rajendra Tokarshi Shah (DIN: 00022112), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th April 2017 and who hold office till the date of the ensuing AGM, in terms of section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from Mr. Rajendra Tokarshi Shah (DIN: 00022112) under Section 160 of the Companies Act, 2013 signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 27th April, 2022, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to implement this resolution."

6. To appoint Mr. Dhirubhai Bavabhai Desai (DIN: 00340309) as an Independent Non Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 149 and 152 Schedule IV and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder, Mr. Dhirubhai Bavabhai Desai (DIN: 00340309), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th April 2017 and who hold office till the date of the ensuing AGM, in terms of section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from Mr. Dhirubhai Bavabhai Desai (DIN: 00340309) under Section 160 of the Companies Act, 2013 signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 27th April, 2022, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to implement this resolution."

7. To appoint Mrs. Nirmala Pravin Gala (DIN: 00894497) as the Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

RESOLVED THAT, pursuant to the provisions of Sections 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the appointment of Mrs. Nirmala Pravin Gala, as a Managing Director of the Company for a period of five years, with effect from 31st July 2017, 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:

I. "RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 and other applicable provisions, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the said act and to the consent of the members of the Company to be obtained at a General Meeting and subject to such other approvals as may be necessary in this regard, Mrs. Nirmala Pravin Gala (DIN: 00894497) be and is hereby appointed as the Managing Director of the Company, liable for retire by rotation for the period with effect from 31st July 2017 to 30th July 2022 with Nil Remuneration. The Company may pay to the Managing Director, a minimum remuneration if any approved by the Board subject to approval of Remuneration Committee.

The Company may pay to the Managing Director, a minimum remuneration above and in additions thereto the perquisites benefits expressly exempt from the aforesaid limit as specified under section IV of the Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and passed on the prevailing Effective Capital Of the Company from time to time.

RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorized to determine, abrogate and modify within the overall limit of remuneration as per Section 196,197 and 203 of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the said act, the term and condition of the above mentioned remuneration or any constituent thereof, payable to Mrs. Nirmala Pravin Gala (DIN: 00894497), Managing Director.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

8. To Adopt new set of the Articles of Association and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the new set of the Articles of Association of the Company, be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

9. To approve the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to anybody corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more trenches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 15,00,00,000 (Indian Rupees Fifteen Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By Order of the Board of Director

For Vantage Corporate Services Limited


(Pravin Nanji Gala)
Director
DIN: 00786492



Mumbai, 31st July 2017

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. The register of members and the share transfer books shall remain closed on 25/09/2017 to 30/09/2017 (both days inclusive)
4. 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 2017, 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 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
5. Members / Proxies are required to bring the Attendance Slip duly filled up for attending the Meeting.
 6. 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.
 7. The Company has listed its shares at BSE Ltd., and Ahmedabad Stock Exchange Ltd.
 8. 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 Annual General Meeting or any adjournments thereof.
 9. Since the trading of shares is allowed only in dematerialized form, in the Stock Exchange, members are advised to get their physical shareholding dematerialized.
 10. 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".
 11. 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.

The form for sending the response is annexed at the end of the Annual Report.

12. Kindly furnish the same via email at "mail@vantagein.co.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.
13. **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 23rd September, 2017, 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 27th September, 2017 and will end at 5.00 p.m. on 29th September, 2017. 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:

- 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 23rd September, 2017.

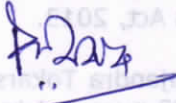
- IV. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- V. However, if you are 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.inin.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, 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 Director

For Vantage Corporate Services Limited


(Pravin Nanji Gala)
Director
DIN: 00786492



Mumbai, 31st July 2017

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 10 of the accompanying Notice:

Item No.4

Mr. Pravin Nanji Gala was appointed as an Additional Director of the Company w.e.f 28th April 2017 pursuant to the provisions of section 161 of Companies Act 2013, he holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received notice under section 160 of Companies Act 2013 proposing candidature of Mr. Pravin Nanji Gala for the office of Director under the provisions of section 160 of the Companies Act 2013. Mr. Pravin Nanji Gala an eminent professional brings rich and varied experience to the Board.

Save and except Mr. Pravin Nanji Gala none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice

The Directors recommended the Ordinary Resolution of Item No. 4 for approval by the members.

Item No: 5

The Board of Directors, at its meeting held on 28th April 2017, appointed Mr. Rajendra Tokarshi Shah (DIN: 00022112) as an Additional Director of the Company with effect from 28th April 2017, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Rajendra Tokarshi Shah will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Rajendra Tokarshi Shah for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Rajendra Tokarshi Shah (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Rajendra Tokarshi Shah as an Independent Director of the Company for a period up to 27th April 2022 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Rajendra Tokarshi Shah, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Rajendra Tokarshi Shah as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of Members.

Save and except Mr. Rajendra Tokarshi Shah, none of the other Directors, Key Managerial Personnel of the Company or their respective Relative is in any way concerned or interested in the said Resolution. The explanatory statement may also be regarded as a disclosure under Regulation 30(7) of SEBI (LODR) Regulation, 2015 with the Stock Exchanges.

Item No: 6

The Board of Directors, at its meeting held on 28th April 2017, appointed Mr. Dhirubhai Bavabhai Desai (DIN: 00340309) as an Additional Director of the Company with effect from 28th April 2017, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Dhirubhai Bavabhai Desai will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Dhirubhai Bavabhai Desai for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Dhirubhai Bavabhai Desai (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Dhirubhai Bavabhai Desai as an Independent Director of the Company for a period up to 27th April 2022 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Dhirubhai Bavabhai Desai, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Dhirubhai Bavabhai Desai as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for the approval of Members.

Save and except Mr. Dhirubhai Bavabhai Desai, none of the other Directors, Key Managerial Personnel of the Company or their respective Relative is in any way concerned or interested in the said Resolution. The explanatory statement may also be regarded as a disclosure under Regulation 30(7) of SEBI (LODR) Regulation, 2015 with the Stock Exchanges.

Item No: 7

The Board of Directors of the Company had appointed pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Nirmala Pravin Gala (DIN: 00894497) as an Additional Director of the Company with effect from 28th April 2017, liable to retire by rotation.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 28th May 2017 had appointed Mrs. Nirmala Pravin Gala (DIN: 00894497) as the Managing Director of the Company, liable for retire by rotation for a period of 5 years with effect from 31st July 2017 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.

The Board is of the view that Mrs. Nirmala Pravin Gala has vast experience and knowledge and his appointment as the Managing 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 Mrs. Nirmala Pravin Gala as the Managing Director are as follow:-

Tenure from 31st July 2017 to 30th July 2022

Nature of Duties – The Managing 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 – The remuneration details are the same as mentioned in the above resolution Item No. 7 of the Notice

The Board commends the Ordinary Resolution set out at Items Nos. 7 of the Notice for the approval of Members.

Mrs. Nirmala Pravin Gala is interested in the Resolution mentioned at Item Nos. 7 of the Notice with regard to his appointment.

Except as provided above, none of the other Directors, Key Managerial Personnel of the Company or their respective Relative is in any way concerned or interested in the said Resolutions. The explanatory statement may also be regarded as a disclosure under Regulation 30(7) of SEBI (LODR) Regulation, 2015 with the Stock Exchanges.

Item 8

With the promulgation of the Companies Act, 2013, together with various Schedules thereto and the Rules framed hereunder (collectively referred to as "Act") in replacement of the Companies Act, 1956 and the various amendments thereto, it has become necessary to amend the existing Articles of Association of the Company by adoption of new Articles of Association, so as to have the effect of bringing the Articles in consonance with the provisions of the Act, to the extent they are repugnant to and/or at variance with the provisions thereof.

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Company by way of a Special Resolution at a general meeting.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

A copy of the proposed new Articles of Association of the Company would be available for inspection by the Members at the Registered Office of the Company on all working days.

The Board recommends the Special Resolution set out at Item No.8 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions as item No. 8.

Item 9

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

The Company had, from time to time, made investments in securities of bodies corporate which includes Treasury Bills, Call Money Market, Term Deposit, Mutual Funds and Short Term Rated Papers or for giving loans, guarantees or providing securities to any body corporate or other person.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

The Board recommends the Special Resolution set out at Item No.9 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions as item No.9.

For Vantage Corporate Services Limited


(Pravin Nanji Gala)
Director
DIN: 00786492



Mumbai, 31st July 2017

VANTAGE CORPORATE SERVICES LTD
 Regd. Office: 502, Corporate Avenue, D.P. Prasad Road, Goregaon (W), Mumbai - 400104
 Tel. No. 022-8782000 Email: mail@vantagein.co.in Website: www.vantagein.co.in
 CIN: L24100MH1981PLC06172

PROXY FORM

(Form No. MCT - 11)

Pursuant to section 105(b) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

OF THE COMPANY

VANTAGE CORPORATE SERVICES LTD

Regd. Office: 502, Corporate Avenue, D.P. Prasad Road, Goregaon (W), Mumbai - 400104

Name of the member(s):

Registered Address:

Share No. / Class ID:

DP ID:

Email ID:

Name of the member(s) of _____ (Share of the above named Company hereby appoints)

I. Name:

Address:

E-mail ID:

or calling number

Signature

I. Name:

Address:

E-mail ID:

or calling number

Signature

I. Name:

Address:

E-mail ID:

or calling number

Signature

VANTAGE CORPORATE SERVICES LTD.

Regd. Office: 502, Corporate Arena, D.P. Piramal Road, Goregaon (W), Mumbai - 400104

Ph. No.: 022-67830000 Email: mail@vantagein.co.in Website: www.inin.co.in

CIN: L74140MH1991PLC061715

ATTENDANCE SLIP

(to be presented at the entrance of the Annual General Meeting)

26TH ANNUAL GENERAL MEETING ON SATURDAY, 30TH SEPTEMBER, 2017 AT 11.30 A.M.

Mr./Mrs./Miss _____

Address _____

Folio No. (Physical holding) _____ DP ID (Demat holding) _____ Client ID _____ No. of Shares held _____

I/We certify that I am/we are registered Shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 26th Annual General Meeting of the Company on Saturday, the 30th day of September, 2017 at 11.30 a.m. at LN College, Room No. 10, Opp. Gen. Kariappa Flyover, Borivli (E), Mumbai - 400066.

[Signature of Shareholders/Proxy(s)] _____

- Notes: 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
2) Member's Signature should be in accordance with the specimen signature registered with the Company.
3) Please bring your copy of the Annual Report for reference at the Meeting.

VANTAGE CORPORATE SERVICES LTD.

Regd. Office: 502, Corporate Arena, D.P. Piramal Road, Goregaon (W), Mumbai - 400104

Ph. No.: 022-67830000 Email: mail@vantagein.co.in Website: www.inin.co.in

CIN: L74140MH1991PLC061715

PROXY FORM

(Form No. MGT – 11)

[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 Company: VANTAGE CORPORATE SERVICES LTD.

Regd. Office: 502, Corporate Arena, D.P. Piramal Road, Goregaon (W), Mumbai - 400104.

Name of the member(s): _____

Registered Address: _____

Folio No. / Client ID: _____

DP ID: _____

Email ID: _____

I/We, being the member(s) of _____ 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 _____ or failing him/her

3. Name _____

Address _____

E-mail ID _____ Signature _____ or failing him/her

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on Saturday, the 30th day of September, 2017 at 11.30 a.m. at LN College, Room No. 10, Opp. Gen. Kariappa Flyover, Borivli (E), Mumbai - 400066.

Resolution Number	Description of Resolutions	Assent	Dissent
ORDINARY BUSINESS			
1.	Adoption of audited Financial statements for the year ended 31/03/2017, the reports of the directors' and auditors' thereon.		
2.	Reappointment of Mr. Pravin Gala, a director in the Company who retires at this meeting by rotation.		
3.	To appoint M/s. J K Shah & Co, Chartered Accountants, be and is hereby re-appointed as Statutory Auditors of the Company.		
SPECIAL BUSINESS			
4.	To appoint Mr. Pravin Nanji Gala as an Executive Director		
5.	To appoint Mr. Rajendra Tokarshi Shah as an Independent Non Executive Director		
6.	To appoint Mr. Dhirubhai Bavabhai Desai as an Independent Non Executive Director		
7.	To appoint Mrs. Nirjala Pravin Gala as the Managing Director		
8.	To Adopt new set of the Articles of Association		
9.	To approve the limits for the Loans and Investment by the Company		

Signed on this _____ day of _____ 2017.

Signature of Shareholder _____ Signature of Proxy holder(s) _____

Affix One
Rupee
Revenue
Stamp

Notes:

- 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) A proxy need not be a member of the Company.
- 3) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.
- 4) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.