

## NOTICE

Notice is hereby given that the Annual General Meeting of the Members of Prestige Stocks and Bonds Limited will be held on Friday, 29<sup>th</sup> September 2017 at 5.00 PM at **209, 2<sup>nd</sup> Floor, Hubtown Solaris, Prof. N. S. Phadke Marg, Off Western Express Highway, Andheri (East), Mumbai – 400069**, to transact the following businesses as:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2017 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Radhika Kedia (DIN: 01675158), who retires by rotation, and being eligible, offers herself for re-appointment.
3. To re-appoint the retiring auditors:

RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Shambhu Gupta & Co., Chartered Accountants, (Firm Registration No: 007234C) be and are hereby appointed as the Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR PRESTIGE STOCKS AND BONDS LIMITED**

**PLACE: MUMBAI  
DATE: 2<sup>ND</sup> SEPTEMBER 2017**

**SD/-  
ADITYA KEDIA  
DIN: 00802042**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the Proxy, in order to be effective, should be deposited, duly complete and signed, at the Registered Office of the Company not less than (48) Forty-Eight hours before the scheduled start of the meeting.

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 (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Members/Proxies are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report to the Meeting. A route map of the venue of the Annual General Meeting is also provided.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e. from 22<sup>nd</sup> September 2017 to 29<sup>th</sup> September 2017 (both day inclusive).
6. Members are requested to furnish their email, updated email address/ correspondence address to Company or its Registrar and Share Transfer Agent.
7. Brief resume of the director who is proposed to be appointed/re-appointed is provided and forms part of this Notice.

8. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
9. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent Maheshwari Datamatics Private Limited, 6, Mangoe Lane, 2<sup>nd</sup>Floor, Kolkata - 700 001.
11. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
12. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses either with the Company or with the Depository. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request letter in this respect to the Company/Registrar & Share Transfer Agents, Maheshwari Datamatics Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
13. The Notice of the AGM and Attendance Slip is being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered a request for a hard copy of the same. Physical copy of the Notice of AGM and Attendance Slip is being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s).
14. Voting through electronic means

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and applicable provisions of the SEBI (LODR) Regulation, 2015, the Company is pleased to provide facility

to the members to exercise their right to vote at the Annual General Meeting by electronic means. The Company has engaged the services of National Securities Depository Limited (NSDL) in respect of all the business to be transacted at the aforesaid Annual General Meeting. E-voting is optional.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

**The instructions/procedure for E-Voting:**

- (a) In case of Members receiving an email from NSDL.
  - (i) Open the PDF file attached to the e-mail using your Client ID/ Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the password provided in PDF is an 'Initial Password.'
  - (ii) Launch an Internet browser and open <https://www.evoting.nSDL.com/>
  - (iii) Click on Shareholder- login.
  - (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
  - (v) Password change menu will appear. Change the password with a new password of your choice. Please keep a note of the new password. It is strongly recommended not to share your password with any person and take utmost care to keep it confidential.
  - (vi) Home page of e-voting will open. Click on e-Voting – Active Voting Cycles.
  - (vii) Select 'EVEN' of Prestige Stock and Bonds Limited.
  - (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 click on 'Confirm' when prompted.
  - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xi) Upon confirmation, the message 'Vote cast successfully' will be displayed.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter along with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at [cs.bimlendu@gmail.com](mailto:cs.bimlendu@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (b) In case of shareholders receiving physical copy of the Notice of AGM and Attendance Slip
  - (i) EVEN (E-Voting Event Number) is 107143. Initial Use Id and Password is provided in the separate sheet along with Notice
  - (ii) Please follow all steps from Sr. No. (ii) to (xii) above, to cast vote.

Other Instructions:

- I. The Notice of the AGM of the Company, inter alia, indicating the process and manner of e-voting process alongwith printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or <http://www.prestigestocks.co.in/>
- II. The Companies (Management & Administration) Rules, 2014 provides that the electronic voting period shall be completed within three days prior to the date of AGM. Accordingly, the voting period shall commence at 10:00 AM on Tuesday, 26<sup>th</sup> September 2017 and will end at 5:00 PM on Thursday, 28<sup>th</sup> September 2017. The e-voting module shall be disabled by NSDL at 5:00 PM on the same day.
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 22<sup>nd</sup> September 2017, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- IV. Since the company is required to provide members facility to exercise their right to vote by electronic means, the shareholders of the company, holding shares either in physical form or in dematerialized form, as on cut-off date of 22<sup>nd</sup> September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- V. The Company has appointed Mr. Bimlendu Kumar, Company Secretary in Practice, to act as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall, immediately after the conclusion of the voting at the Annual General Meeting, would count the vote cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two persons not in the employment of the company and make not later than two days and make a consolidated scrutinizers report of the votes cast in favour of or against, if any, to the Chairman or any other Director authorized in this behalf, who shall countersign the same.
- VII. Chairman or other Director authorized in this behalf shall forthwith on receipt of the consolidated scrutinizer, declare the results of the voting. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website <http://www.prestigestocks.co.in/> and on the website of NSDL within two (2) days of passing of the resolutions at the AGM and

communication of the same to the Stock Exchanges, where the equity shares of the Company are listed.

- VIII. In case of any queries, you may refer to 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - IX. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
  - X. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
  - XI. Your Login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are shareholder.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection on all working days between 11.00 AM to 2.00 PM upto the date of Annual General Meeting at the Annual General Meeting at the Registered Office of the Company.
16. Relevant documents referred to in the accompanying Notice, as well as Annual Accounts are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 11.00 AM to 2.00 PM upto the date of Annual General Meeting at the Registered Office of the Company.
17. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.
18. Company has connectivity of both NSDL and CDSL. The ISIN is INE346S01011. Members are requested to approach their Depository Participant to get the shares dematerialized.

**PROFILE OF MRS.RADHIKA KEDIA**

<b>Name of the Director</b>	<b>Mrs. Radhika Kedia</b>
<b>Director Identification Number (DIN)</b>	01675158
<b>Date of Birth</b>	23/08/1978
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	30 <sup>th</sup> March 2015
<b>No of Meetings Board Meetings attended during year</b>	6 (Six)
<b>Qualifications and Expertise</b>	Graduate Financial Expertise
<b>Shareholding of Director</b>	NIL
<b>Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)</b>	NIL
<b>Chairmanships/Memberships of Committee</b>	NIL
<b>Inter-se Relationship</b>	Spouse of Mr. Aditya Kedia, Promotor of the Company

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR PRESTIGE STOCKS AND BONDS LIMITED**

**PLACE: MUMBAI**

**DATE: 2<sup>ND</sup> SEPTEMBER 2017**

**SD/-**

**ADITYA KEDIA**

**DIN: 00802042**