

## **NOTICE**

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of the Members of Prestige Stocks and Bonds Limited will be held on **Saturday, 29<sup>th</sup> September 2018 at 12.30 PM** at **Conference Room, P- 4, "Tirumala Habitats", CTS 622B, Opp. S. H. Kelkar & Co., Balrajeshwar Road, Mulund (West), Mumbai – 400080**, to transact the following businesses:

### **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 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Aditya Kedia (DIN: 00802042), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To Appoint Auditors:

To consider and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:

“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 reappointed as the Statutory Auditors of the Company for a term of five financial years, i.e. from F.Y. 2018-19 to F.Y. 2022-23 and who shall hold office till the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company at such remuneration as may be agreed for each financial years.”

**By Order of The Board of Directors  
For Prestige Stocks and Bonds Limited**

**Place: Mumbai  
Date: 3<sup>rd</sup> September 2018**

**Sd/-  
Aditya Kedia  
Director  
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 2018 to 29<sup>th</sup> September 2018 (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 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, 5<sup>th</sup> floor, 23, RN Mukherjee Rd, Lal Bazar, Kolkata, West Bengal 700001.
11. The Securities and Exchange Board of India has vide its circular no SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 mandated updation of Permanent Account Number (PAN) and bank account details. RTA has already notified said requirements to Members.

Members are requested to send Self attested copy of pan card as proof of identity (all holders). Self attested copy of any one document such as Aadhaar/voter id/passport as proof of address (first holder only). Cancelled cheque leaf with Members name printed on the cheque leaf. If Members name is not printed thereon then, in addition, send us bank attested copy of passbook or bank statement (first holder only). Photocopy of share certificate/ copy of any letter received by you from the Company showing your Folio No. /counterfoil of dividend warrant/ copy of bank passbook or statement showing encashment of dividend issued to you by the Company (first holder only), Members are requested to send us your specimen signature duly attested by your banker (other than Co-operative bank) as per format provided by RTA with the name of the attesting official, his designation, employee code no. under the rubber-stamp of the bank (all holders). Above documents shall be forwarded to RTA.

9. 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.
10. 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.

11. 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).

12. 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:**

**How do I vote electronically using NSDL e-Voting system?**

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

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

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

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN,your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.bimlendu@gmail.com](mailto:cs.bimlendu@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### 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 Wednesday, 26<sup>th</sup> September 2018 and will end at 5:00 PM on Friday, 28<sup>th</sup> September 2018. 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 2018, 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, 2018 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 Forty Eighth Hours from the conclusion of Annual General Meeting of the Company 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 Report, 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.
13. 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 Registered Office of the Company.
  14. 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.
  15. 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.

16. 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 Directors Proposed to be Re-appointed

<b>Name of the Director</b>	Mr. Aditya Kedia
<b>Director Identification Number (DIN)</b>	00802042
<b>Date of Birth</b>	11/04/1976
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	30 <sup>th</sup> November, 1996
<b>No. of Meetings Board Meetings attended during year</b>	Six
<b>Qualifications</b>	President Management Program from Harvard Business School.
<b>Experience</b>	More than 16 years of experience.
<b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person</b>	Non-Executive Director without any Remuneration.
<b>Shareholding of Director</b>	1,32,500 Equity Shares held solely and 7,200 Equity Shares J/W Mrs. Alka devi Kedia.
<b>Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)</b>	One
<b>Chairmanships/Memberships of Other Board</b>	One
<b>Inter-se Relationship</b>	Spouse of Mrs. Radhika Kedia, Whole-time Director of the Company.
<b>Brief Profile</b>	He is a non-executive director in the Board of the Company. His responsibilities include marketing, fund raising, investment planning and business strategy.

**By Order of The Board of Directors  
For Prestige Stocks and Bonds Limited**

**Place: Mumbai  
Date: 3<sup>rd</sup> September 2018**

**Sd/-  
Aditya Kedia  
Director  
Din: 00802042**