

# SPEEDAGE TRADE LIMITED

Regd. Office: 34/1, D H Road, Kolkata-700 027.

Phones: 91-33-7105 6200/01; Fax: 91-33-4007 6630; CIN No.: U51909WB2016PLC218728

Email: [speedagetrade@gmail.com](mailto:speedagetrade@gmail.com); Website: [www.speedagetrade.com](http://www.speedagetrade.com)

## **NOTICE**

**NOTICE** is hereby given that the Fifth Extra Ordinary General Meeting of the Shareholders of **SPEEDAGE TRADE LIMITED** will be held at the Registered Office of the Company at 34/1, D H Road, Kolkata – 700 027 on Friday, the 23<sup>rd</sup> day of December, 2017, at 11:30 A.M. at shorter notice to transact the following business:-

### **SPECIAL BUSINESS**

1. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

#### **Issue of 0% Unsecured Compulsorily Convertible Debentures (Unlisted)**

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to offer, issue and allot 12,00,000 (Twelve Lac) 0% Unsecured Compulsory Convertible Debentures (Unlisted) (“CCDs”) of Rs. 100/- (Rupees Hundred) each, on private placement, at par aggregating up to Rs. 12 Crore (Rupees Twelve Crore Only), to Mr. Mayank Jalan in one or more tranches.”

“**RESOLVED FURTHER THAT** the said 0% Unsecured CCDs (Unlisted) shall be issued on following terms and conditions:

#### **Mode of Offer:**

Through issuance of Private Placement Offer Letter in the prescribed Form PAS-4 under Rule 14(1) of the Companies (Prospectus & Allotment) Rules, 2014. The allotment shall be made in one or more tranches, as and when the debenture application money is received.

#### **Issue Size**

Rs. 12 Crore (Rupees Twelve Crore Only) consisting of 12,00,000 nos. of 0% Unsecured Compulsorily Convertible Debentures (Unlisted) of face value of Rs. 100/- each.

#### **Transferability**

The 0% Unsecured Compulsorily Convertible Debentures (Unlisted) shall be non-transferable.

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## Tenure & Conversion/Redemption

The 0% Unsecured Compulsorily Convertible Debentures (Unlisted) shall have a tenure of 5 (five) years.

The 0% Unsecured Compulsorily Convertible Debenture (Unlisted) can be redeemed at any time, either at the option of the Company or debenture holder, after expiry of 12 months from the date of allotment by way of conversion into equity shares of the company at a price to be determined in accordance with the Valuation Report of Registered Valuer at the time of conversion."

**"RESOLVED FURTHER THAT** in connection with the above, Mr. Bhaskar Guha (DIN: 07932960), Whole- time Director cum CFO and Mr. Kanchan Kumar Dey (DIN: 02402571), Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

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**By Order of the Board of Directors**

**Dated: 7<sup>th</sup> December, 2017**

**Kanchan Kumar Dey**  
**Director**  
**DIN: 02402571**

## Notes:

1. A Member entitled to attend and vote at the Extra Ordinary General Meeting (EoGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

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. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.

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## **Explanatory Statement U/s 102 of the Companies Act, 2013**

### **Agenda Item No. 1**

The Company is engaged in trading of FMCG goods and stainless steel. The Company has issued 15% Secured Non Convertible Debentures to Mandala Food Co- Investment I Limited. Therefore the Company is in regular need of funds to service its debentures. Further the Company also desires to augment its share capital and net-worth. Hence the Board of Directors of the Company in their meeting dated 7<sup>th</sup> December, 2017 has proposed to raise funds through the issue of 0% Unsecured Compulsory Convertible Debentures (Unlisted) in one or more tranches. The amount to be raised by way of issue of 0% Unsecured Fully Convertible Debentures on a private placement basis however shall not exceed Rs. 12 Crores (Rupees Twelve Crores Only) in aggregate. The said issue is being done at face value.

It may be noted that Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 and section 71 of the Companies Act, 2013, requires a Company to get prior approval of members of the Company in General Meeting by Special Resolution before making any allotment.

Consent of the Members is therefore sought in connection with the aforesaid issue of debentures on private placement basis upto Rs. 12 Crores (Rupees Twelve Crores Only) as stipulated above.

The Board recommends the Special Resolution set forth in Item No.1 of the Notice for approval of the Members.

None of the Directors/Key Managerial Personnel or their relatives are considered as concerned or interested in the said Special Resolution.

### **Information pursuant to Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014**

Objects of the Issue	For servicing its debentures and augmenting share capital and network
No. of securities to be issued	12,00,000 0% Unsecured Compulsory Convertible Debentures (Unlisted)
Price at which the allotment is proposed	Rs. 100/- per 0% Unsecured Compulsory Convertible Debentures
Basis on which price has been arrived at along with report of registered valuer	The securities are being offered at face value
Relevant date with reference to which the price has been arrived at	Not Applicable
Class of person to whom the allotment is proposed to be made	Individual
Intention of promoters/directors/KMP to subscribe to the offer	The promoters of the Company intends to subscribe to the proposed offer

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Proposed time within which the allotment shall be completed	The allotment shall be made in one or more tranches. However the last allotment shall be completed by on or before 21 <sup>st</sup> December, 2018.
Names of proposed allottee and % of post preferential offer capital held by them	Mr. Mayank Jalan. % of post preferential offer capital held by them- Nil
Change in control if any, in the company that would occur consequent to the preferential offer	Since debentures are issued, there will be no change in control of the Company. However the control of the Company may change after conversion of such debentures into equity shares.
No. of persons to whom allotment on preferential basis have already been made during the year, in terms of securities as well as price	No allotment on preferential basis has been made during the year
Pre Issue & Post Issue shareholding pattern of the Company	As given below

Sr.No	Category	Pre Issue Holding		Post Issue Holding	
		No. of Shares	% of total paid up capital	No. of Shares	% of total paid up capital
<b>A</b>	<b>Promoter's holding</b>				
1	Indian:				
	Individuals	6	0.06	6	0.06
	Bodies Corporate	9994	99.94	9994	99.94
	<b>Sub Total (A)</b>	<b>10,000</b>	<b>100</b>	<b>10,000</b>	<b>100</b>
<b>B</b>	<b>Non Promoter's holding</b>				
1	Institutional Investors	-	-	-	-
2	Non Institutional Investors:				
	Private Corporate Bodies	-	-	-	-
	Directors & Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others	-	-	-	-
	<b>Sub Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Grand Total (A+B)</b>	<b>10,000</b>	<b>100</b>	<b>10,000</b>	<b>100</b>

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**By Order of the Board of Directors**

**Dated: 7<sup>th</sup> December, 2017**

**Kanchan Kumar Dey**  
**Director**  
**DIN: 02402571**