

# SPEEDAGE TRADE LIMITED

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

Phones: 91-33-2230 4571; Fax: 91-33-2248 7669; 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 Second Annual General Meeting of the Shareholders of **SPEEDAGE TRADE LIMITED** will be held at its Registered office at 34/1, D. H. Road, Kolkata - 700 027, on Tuesday, 21st day of August, 2018 at 11: 30 A.M. to transact the following business: -

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. the Audited Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Directors, Auditors and Secretarial Auditor.
  - b. the Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Bhaskar Guha (DIN: 07932960), who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

**To consider and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** Mr. Bhaskar Guha (DIN: 07932960), who is liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013 and other applicable provisions if any, and who has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company.”

3. To ratify the appointment of M/s. ARSK & Associates, Chartered Accountants, (FRN 306033E) as Statutory Auditors and to fix remuneration.

**To consider and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. ARSK & Associates, Chartered Accountants (FRN 306033E), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of Third Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

### **SPECIAL BUSINESS:**

4. *Re-Appointment of Mr. Bhaskar Guha (DIN: 07932960) as Whole-Time Director*

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

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**“RESOLVED THAT** pursuant to the provisions of Section 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and related rules of the Companies Act, 2013 or any amendment or re-enactment thereof and subject to such other approval as may be necessary, the consent of shareholders be and is hereby accorded for re-appointment of Mr. Bhaskar Guha (DIN: 07932960) as Whole- Time Director of the Company for a further period of two years with effect from 1<sup>st</sup> October, 2018 on the terms and conditions as specifically mentioned in the draft Agreement, to be executed between the Company and Mr. Bhaskar Guha, and at remuneration, details of which are given below:

Salary: Rs. 10,000/- per month

Mr. Bhaskar Guha shall not be entitled to provident fund and gratuity benefits.

Mr. Bhaskar Guha shall not be paid sitting fees for attending the meetings of the Board of Directors and Committee thereof, as payable to other Directors.

Reimbursements: The Company shall bear/reimburse all travelling, entertainment and other out-of-pocket business promotion expenses actually and properly incurred by Mr. Bhaskar Guha in the course of the legitimate business of the Company in accordance with rules and regulations of the Company in force from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee constituted by the Board) is entitled to revise the remuneration payable to Mr. Bhaskar Guha at any time, such that the aggregate of salary and perquisite/allowances in any financial year shall not exceed the overall ceiling laid down in Sections 196, 197 read with Schedule V of the Companies Act, 2013 including any statutory modification(s), re-enactment thereof or any amendment made thereto.”

**“RESOLVED FURTHER THAT** in pursuance of Section 197(3) of the Companies Act, 2013, where, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to Mr. Bhaskar Guha including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.”

**“RESOLVED FURTHER THAT** Mr. Kanchan Kumar Dey (DIN: 02402571), and Mr. Shwetaank Nigam (DIN: 07137061), Directors of the Company be and are hereby severally authorized to execute an Agreement with Mr. Bhaskar Guha, on behalf of the Company, make necessary changes if required and make necessary filings in regard to above appointment and to do all acts, deeds and things including making filings with the Registrar of Companies, necessary to give effect to the above resolution.”

Regd. Office:  
34/1, D. H. Road,  
Kolkata - 700 001

**By Order of the Board of Directors  
Speedage Trade Limited**

**Dated: 30<sup>th</sup> May, 2018**

**Kanchan Kumar Dey  
Director  
DIN: 02402571**

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## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

As per Section 105 of the Companies Act, 2013 and Rules framed there under, a person can act as a Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
4. Members are requested to notify immediately any change of address to the Company at its registered office in respect of their share, if any quoting their folio number.
5. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
6. A route map showing directions to reach the venue of the 2<sup>nd</sup> Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
7. The disclosures required pursuant to Secretarial Standard 2 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are given as an Annexure to this Notice.

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## **Explanatory Statement u/s 102 (1) of Companies Act, 2013**

### **Item No. 3**

Pursuant to Section 203 of the Companies Act, 2013, every listed Company is required to mandatorily appoint a Managing Director/CEO/Whole- Time Director/ /Manager.

The Board of Directors of the Company at their meeting held on 13<sup>th</sup> September, 2017 has appointed Mr. Bhaskar Guha as a Whole-time Director for a period of 1 (One) Year commencing from 1<sup>st</sup> October, 2017. As his term will expire on 30<sup>th</sup> September, 2018, at recommendation of Nomination and Remuneration Committee the Board of Directors at their meeting held on 30<sup>th</sup> May, 2018 and keeping in the view the expertise and experience of Mr. Bhaskar Guha, it is proposed to re- appoint him as Whole- time Director of the Company for a further period of two years with effect from 1st October, 2018.

Mr. Bhaskar Guha has completed his education from St. Xaviers College, Kolkata and is a qualified Chartered Accountant. He has 30 years of progressive experience in finance and accounts, regulatory compliances, IT, cross functional project leadership and team building. He also has experience in handling taxation matters. His appointment as Whole- Time Director in the Company will enable the Company to manage its regulatory compliances and financing activities very well.

The proposed remuneration offered to Mr. Bhaskar Guha as Whole-time Director is as under:

**Salary:** Rs. 10,000/- per month

Mr. Bhaskar Guha shall not be entitled to provident fund and gratuity benefits.

Mr. Bhaskar Guha shall not be paid sitting fees for attending the meetings of the Board of Directors and Committee thereof, as payable to other Directors.

**Reimbursements:** The Company shall bear/reimburse all travelling, entertainment and other out-of-pocket business promotion expenses actually and properly incurred by Mr. Bhaskar Guha in the course of the legitimate business of the Company in accordance with rules and regulations of the Company in force from time to time.

**Overall Remuneration:** The Board of Directors (which term shall be deemed to include the Nomination and Remuneration committee or any other Committee constituted by the Board) is entitled to revise the remuneration payable to Mr. Bhaskar Guha at any time, such that the aggregate of salary and perquisite/allowances in any financial year shall not exceed the overall ceiling laid down in Sections 196, 197 read with Schedule V of the Companies Act, 2013 including any statutory modification(s), re-enactment thereof or any amendment made thereto.

**Minimum Remuneration:** Where, during the term of employment of Mr. Bhaskar Guha, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to Mr. Bhaskar Guha including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Section II of Part II of Schedule V to the Companies Act, 2013

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or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of re-appointment pursuant to Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Persons of the Company and their relatives except Mr. Bhaskar Guha is concerned or interested in the above resolution.

## **Information Pursuant to Part II Section II of Schedule V of the Companies Act, 2013**

### **A) General Information**

**1) Nature of Industry:** FMCG goods and trading in stainless steel

**2) Date of Commencement of Commercial Production:** The Company is not involved in any production.

**3) Financial Performance:**

(in million)

Particulars	Year Ended March 31, 2018
Revenue from operations (net)	-
Other Income	-
Gross Income	-
Profit/(Loss) before Taxation	<b>(78.47)</b>
Less: Tax including Deferred Tax (Net)	-
Net Profit/(Loss)	<b>(78.47)</b>

**4) Export Performance and Net Foreign Exchange Collaborations:** The Company does not have any export performance.

**5) Foreign Investments and Collaborators:** The Company does not have any Foreign Investments or collaborations.

### **II) Information about Mr. Bhaskar Guha**

**1) Background Details:** Mr. Bhaskar Guha has completed his education from St. Xaviers College, Kolkata and is a qualified Chartered Accountant. He has 30 years of progressive experience in finance and accounts, regulatory compliances, IT, cross functional project leadership and team building. He also has experience in handling taxation matters.

**2) Past Remuneration:** Mr. Bhaskar Guha was entitled to similar remuneration in the past.

**3) Recognition or Awards:** None

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- 4) **Job Profile and Suitability:** Mr. Bhaskar Guha is a Chartered Accountant having rich experience of 30 years in the field of accounts, finance and taxation. He also has good communication skill, multi-business exposure in various roles, and strong execution rigor to his work. His presence and expertise will help the Company to achieve growth.
- 5) **Remuneration Proposed:** It has been proposed to appoint him as Whole Time Director at a remuneration as more fully described in the resolution.
- 6) **Comparative Remuneration Profile-** The proposed remuneration commensurate with the size of the Company and the scale of its operation.
- 7) **Pecuniary Relationships-** Mr. Bhaskar Guha does not have any pecuniary relationship with Company apart from receiving remuneration.

## III Other Information

- 1) **Reasons for loss or inadequate profit-** The Company has not yet started its operation.
- 2) **Steps taken/proposed to be taken for improvement-** Not Applicable.
- 3) **Expected increase in productivity and profits in measurable terms-** It is difficult to forecast the productivity and profitability in measurable terms.

## IV Disclosures

- 1) **Remuneration package of the managerial personnel –** As set out in the resolution
- 2) **Disclosures to be mentioned in the Board of Director's Report under the head "Corporate Governance", if any, attached to the Annual Report –** Not Applicable

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**By Order of the Board of Directors  
Speedage Trade Limited**

**Dated: 30<sup>th</sup> May, 2018**

**Kanchan Kumar Dey  
Director  
DIN: 02402571**

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## **Details of Directors seeking appointment/ re-appointment at the Annual General Meeting**

<b>Name of Director</b>	<b>Mr. Bhaskar Guha (DIN: 07932960)</b>
Date of Birth	27/02/1959
Qualifications	Chartered Accountant
Brief resume and expertise in specific functional area	He has 30 years of progressive experience in finance and accounts, regulatory compliances, IT, cross functional project leadership and team building. He also has experience in handling taxation matters.
Date of appointment on the Board	13/09/2017
Directorships held in other companies as on 31.03.2018	NIL
Membership/ Chairmanship of Committees of Board of Directors of the Company as on 31.03.2018	Nil
Membership/ Chairmanship of Committees of other companies as on 31.03.2018	Nil
Shareholding in the Company	Nil
Relationship with other Directors/ KMP	Nil
No. of Board Meetings attended during FY 2017-18 [out of 8 (Eight)] held	2
Terms and conditions of Appointment or Re-appointment	Re-appointed as Whole- Time Director liable to retire by rotation for a further term of Two years
Details of Remuneration sought to be paid and the Remuneration last drawn	Mr. Bhaskar shall be paid remuneration as more fully described in the resolution

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## Route Map for 2<sup>nd</sup> Annual General Meeting

**SPEEDAGE TRADE LTD**

**Venue: 34/1, D. H. Road, Kolkata – 700 027**





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## Proxy form

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Venue of the meeting: 34/1, D. H. Road, Kolkata - 700 027

Date & Time: Tuesday, 21st day of August, 2018 at 11:30 A.M.

CIN :	U51909WB2016PLC218728
Name of the Company :	Speedage Trade Limited
Registered Office :	34/1, D. H. Road, Kolkata – 700 027
Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No. / DP ID / Client ID :	

I/We, being the member(s) holding \_\_\_\_\_ (number) shares of the above named company, hereby appoint:

Name :	E-mail Id:
Address:	
Signature of Proxy:	

OR FAILING HIM

Name :	E-mail Id:
Address:	
Signature of Proxy:	

OR FAILING HIM

Name :	E-mail Id:
Address:	
Signature of Proxy:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Second Annual General Meeting of the Company, to be held on Tuesday, 21<sup>st</sup> day of August, 2018 at 11:30 A.M. at 34/1, D. H. Road, Kolkata - 700 027 and at any adjournment thereof in respect of such resolutions as are indicated below:

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Sl. No.	Resolution(s)	Vote	
		For	Against
<b>ORDINARY BUSINESS</b>			
Resolution 1.	Receive, consider and adopt i) the Audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Directors, Auditors and Secretarial Auditor.  (ii) the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2018 together with the Report of the Auditors thereon.		
Resolution 2.	Re- appointment of Mr. Bhaskar Guha (DIN: 07932960), who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment		
Resolution 3.	Ratification of appointment of M/s. ARSK & Associates, Chartered Accountants, (FRN 306033E) as Statutory Auditors and to fix remuneration		
<b>SPECIAL BUSINESS</b>			
Resolution 4.	Re-Appointment of Mr. Bhaskar Guha as Whole- Time Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder: \_\_\_\_\_

Signature of Proxyholder: \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note:**

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. The proxy need not be a member of the company.

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## ATTENDANCE SLIP

### SECOND ANNUAL GENERAL MEETING

**Tuesday, 21st day of August, 2018 at 11:30 A.M. at its Registered office at 34/1, D. H. Road, Kolkata - 700 027**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

Name and Address of the Equity Shareholder (IN BLOCK LETTERS):

.....  
.....  
.....  
.....

Name and Address of the Proxy (IN BLOCK LETTERS, to be filled in by the proxy attending instead of the Equity Shareholder):

.....  
.....  
.....  
.....

I hereby record my presence at the Second Annual General Meeting of the company, to be held on Tuesday, 21<sup>st</sup> day of August, 2018 at 34/1, D. H. Road, Kolkata - 700 027.

Folio No. / DP ID / Client ID :	Number of Shares held :
Signature of the Shareholder/ Proxy/Representative present	