

COMPLEX TRADING CO LTD

119, PARK STREET, GROUND FLOOR, KOLKATA (W.B.) 700016

CIN:L01409WB1981PLC033261

NOTICE

Notice is hereby given that the Annual General Meeting (AGM) of the shareholders of Complex Trading Co Ltd will be held on 8TH August ,2023 at 2.00 pm at the registered office of the Company, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and approve the Audited Financial Statement of the Company for the financial year ended 31st March, 2023 together with Reports of Directors and Auditors thereon.
2. Appoint a Director in place of Mrs Nehal Chheda who retires by rotation and being eligible offer herself for re-appointment

SPECIAL BUSINESS:

3. APPOINTMENT OF MR ASHOK VERMA AS DIRECTOR OF THE COMPANY

“RESOLVED THAT Mr. Ashok Kumar Verma (DIN [10219662](#)), who was appointed as an Additional Director of the Company with effect from July 17, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Ashok Kumar Verma (DIN [10219662](#)), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, as a Non Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 17th July , 2023 , up to 16th July, 2028, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Ashok Kumar Verma (DIN [10219662](#)) shall be entitled to receive the remuneration/ fees/ commission as permitted to be

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received in a capacity Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

4. APPOINTMENT OF MR KRISHNA KANT KHANDELWAL AS MANAGING DIRECTOR OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (the “Act”), and the Companies (Appointment and Remuneration of Managerial Personnel), 2014, Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended and rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), subject to the provisions of the Articles of Association (“AoA”) of the Company and also appointed as an Additional Director by the Board of Directors with effect from 17th July, 2023 and holds office upto the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, approval of the Members of the Company, be and is hereby accorded for appointment of Mr. KRISHNA KANT KHANDELWAL (DIN: [10222450](#)) as the Managing Director (“MD”) and Key Managerial Personnel of the Company for a period of Five (5) years commencing from 17th July , 2023 up to 16th July , 2028, liable to retire by rotation, on such terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Act;

RESOLVED FURTHER THAT any one of the Director(s) be and are hereby severally authorized to sign and execute the appointment letter/ MD contract (and any other agreement relating to compensation and benefits) between the Company and Mr. Krishna Kant Khandelwal inter-alia containing terms and conditions of appointment;

RESOLVED FURTHER THAT the Board of Director(s) of the Company be and are hereby authorised to alter and vary the terms and conditions as may deem appropriate in relation to the said appointment on the recommendations of Nomination & Remuneration Committee of the Company subject to terms as specified in explanatory statement, and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 of the Act read with the rules made thereunder and other applicable laws;

5. APPOINTMENT OF MRS SHAKHA KHANDELWAL AS DIRECTOR OF THE COMPANY

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“RESOLVED THAT Mrs Shakha Khandelwal (DIN: 10222456), who was appointed as an Additional Director in the capacity of ‘Non-Executive Director’ of the Company w.e.f. 17th July, 2023 in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

By Order of the Board of Directors
For, Complex Trading Co Ltd

Sd/-
Nehal Chheda
Director

Reg Office : 119 park, street gr ground floor, kolkata (w.b.) 700016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO 3

The Board of Directors also in their meeting on July 17, 2023 took note the expertise of Mr. Ashok Kumar Verma, in areas of strategy, finance & governance, as required and appointed them as Additional Directors in the category of Independent Directors, not liable to retire by rotation for a term of Five (5) consecutive years beginning from July 17, 2023, subject to approval of Shareholders of the Company. The Company has received from Mr. Ashok Kumar Verma (i) Consent to act as Directors in Form DIR-2; (ii) Intimation in Form DIR8, to the effect that they are not disqualified to be appointed as Directors under Section 164 of the Act; (iii) Declarations to the effect that they meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b)of the Listing Regulations; and (iv) Certificates stating that they are not debarred from appointment pursuant to any order of SEBI or any other Authority.

The Company has also received notice(s) under Section 160 of the Act from Shareholder proposing candidature of Mr. Ashok Kumar Verma as Director of the Company. In the opinion of the Board, Mr. Ashok Kumar Verma is independent from the management and fulfil the

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conditions specified in the Act & the rules made thereunder and Listing Regulations for appointment as Independent Director of the Company. The Board recommends the resolutions set out at item no. 3 of this AGM Notice, for approval of the Shareholders by way of Special Resolutions for appointment of Mr. Ashok Kumar Verma as Independent Directors for a period of Five (5) years from July 17, 2023 till 16 July , 2028. Additional information, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard for General Meetings (SS-2) in respect of Director(s) recommended for appointment is annexed with this notice. Except Mr. Ashok Kumar Verma and their respective relatives (to the extent of their shareholding, if any) none of the other Directors or Key Managerial Personnel (KMPs) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution(s) set out at Item No. 3 of this AGM Notice.

ITEM NO 4

The Board of Directors in its meeting held on 17th July,2023 based on the recommendation of Nomination and Remuneration Committee appointed Mr. KRISHNA KANT KHANDELWAL (DIN: [10222450](#)) as an additional director with effect from 17th July , 2023 upto the Annual General Meeting of the Company for five years .

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature of Mr. KRISHNA KANT KHANDELWAL (DIN: [10222450](#)) as the Managing Director of the Company, to be appointed under the provisions of Section 196 of the Companies Act, 2013. The Company has received requisite consent/declarations for appointment of Mr. KRISHNA KANT KHANDELWAL (DIN: [10222450](#)) as required under the Act and rules made thereunder. This explanatory statement and the resolution at Item No. 4 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

The Board recommends the resolution set forth in Item No. 4 relating to the appointment of Mr. KRISHNA KANT KHANDELWAL (DIN: [10222450](#)) as the Managing Director of the Company, for the approval by the Members by way of an Ordinary Resolution. In compliance with the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

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No other director and Key Managerial Personnel or their relatives, except Mr. KRISHNA KANT KHANDELWAL AND Mrs Shakha Khandelwal to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO 5

Mrs Shakha Khandelwal (DIN: 10222456), has been appointed as an Additional Director in the capacity of a Non-Executive Director of the Company with effect from 17th July , 2023. In terms of the provisions of Section 161 of the Companies Act, 2013, She holds office up to the next Annual General Meeting (AGM) and as such the approval of the shareholders is required to be taken at the next AGM only to be held in the year 2023 in terms of the provisions of the Companies Act, 2013. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company have recommended appointment of Mrs Shakha Khandelwal as the Director in the capacity of a Non-Executive Director of the Company.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.5. Except for Mrs. Shakha Khandelwal being the appointee and Mr Krishna Kant Khandelwal, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL AND TO VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM IS ATTACHED. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

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2. The Register of Members and Share Transfer Books of the Company will remain closed from 2nd August, 2023 to 8th August, 2023 (both days inclusive) for the purpose of the Annual General Meeting for the year ended 31st March, 2023.
3. 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 maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
4. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days i.e. Monday to Friday between 3.00 p.m. to 5.00 p.m. up to the day of Annual General Meeting.
5. Members who hold shares under more than one folio in name(s) in the same order, are requested to send the relative Share Certificate(s) to the Company's for consolidating the holdings into one account. The Share Certificate(s) will be returned after consolidation.
6. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling form SH-13.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in information to Company as soon as possible. Periodic statement of holdings should be obtained from the concerned person in Company and holdings should be verified.

By Order of the Board
Complex Trading Co Ltd.

Sd/-
Nehal Chheda
Director

Contact No.:92291-21502
Email ID: ck.motta@simplexengg.in

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Date :25.05.2023