

Abhinav Capital Services Limited

Annual Report 2017-18



Registered Office :

**Athena House, Row House No.4, Rajnigandha, Gokuldhama, Goregaon (E.), Mumbai-400063.
Tel.: 28425907 • Fax: 28406189 • E-mail: info@abhinavcapital.com**

**Shareholder Information****Corporate**

Abhinav Capital Services Limited was incorporated in Mumbai, in 1994 under the Companies Act, 1956. The registered office of the company is situated at Athena house, Row house no 4, Rajnigandha, Gokuldharm, Goregaon (E), Mumbai- 400063, Maharashtra.

CIN: L65990MH1994PLC083603

Capital

Authorised capital : Rs. 8,00,00,000/-

Paid up capital : Rs. 6,92,46,000/-

Financial Year

The Company's financial year begins on April 1 and ends on March 31.

Annual General Meeting

Day : Wednesday

Date : September 26, 2018

Time: 11:00 am.

Venue : Athena house, Row house no 4, Rajnigandha,
Gokuldharm, Goregaon (E), Mumbai- 400063, Maharashtra.

E-voting date: September 23, 2018 to September 25, 2018

Book Closure date: September 21, 2018 to September 26, 2018

Listing: Bombay Stock Exchange &
Ahmedabad stock exchange



Board and Committees

The Board of Directors

Mr. Chetan Karia Chairman	Mr. Kamlesh Kotak Non –Independent Director
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Mr. Girish Desai Independent Director	Mrs. Gayatri Sonavane Independent Director
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Board committees

Audit committee

Stakeholder Relationship Committee

Bankers

Bank of India

Stock Exchange Branch, Mumbai – 400023.

Auditors

M/s. S C Mehra & Associates

Chartered Accountants

Office No. 9, Ground Floor, Radha Dalvi Society,

Opp Union Bank of India,

Kandivali (East), Mumbai – 400101.

Share Transfer Agent

Adroit Corporate Services Private Limited

19, Jaferbhoy Industrial Estate, Makwana Road,

Marol Naka, Andheri (East), Mumbai 400059.

Tel No.: 2859 4060 / 2859 6060

Fax No.: 2850 3748

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**NOTICE**

Dear Members,

You are cordially invited to attend the 24th Annual General Meeting of the members of Abhinav Capital Services Limited to be held on wednesday, September 26, 2018 at 11:00 a.m. IST at the registered office of the Company situated at Athena House, Row House No. 4, Rajnigandha, Gokuldhama, Goregaon (East), Mumbai - 400063, Maharashtra, India, to transact the following business

ORDINARY BUSINESS**ITEM NO. 1 :- Adoption of financial statements**

To consider and adopt the audited financial statements of the Company for the year ended on March 31, 2018 and the reports of the Board of Directors ("the Board") and auditors thereon.

ITEM NO. 2 :- Appointment of Mr. Chetan Rasik Karia as a director liable to retire by rotation

To appoint a director in place of Mr. Chetan Rasik Karia holding DIN: 00015113, who retires by rotation and, being eligible, seeks re-appointment.

""RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of Companies Act, 2013 the approval of the members of the company be and is hereby accorded to the reappointment of Mr. Chetan Rasik Karia (DIN: 00015113) as a director, to the extent that he is required to retire by rotation."

ITEM NO. 3 :- Ratification of appointment of auditor

To ratify the appointment of auditor of the company and to fix their remuneration payable for the financial year 2018-19 and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors and pursuant to the resolution passed by the members at the upcoming AGM, the appointment of M/s. S C Mehra & Associates, Chartered Accountants (Firm registration no 106156W) as the auditor of company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for financial year 2018-19 as may be determined by the audit committee in consultation with the auditors."

SPECIAL BUSINESS**ITEM NO. 4: Change in Object Clause of Memorandum of Association**

To Consider, and if thought fit, to pass with or without modification(s), the following as a special resolution:

"RESOLVED THAT pursuant to Section 4 and section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to substitute the existing Memorandum of Association of the Company by a new set of Memorandum of Association, as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

ITEM NO. 5: Adoption of Articles of Association as per Companies Act, 2013

To Consider, and if thought fit, to pass with or without modification(s), the following as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the



Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company by a new set of Articles of Association;.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

For and on behalf of the Board of Directors,
For Abhinav Capital Services Limited

Place: Mumbai
Date: August 08, 2018

Chetan Karia
Chairman

Note:

1. Proxies in order to be valid must reach to the Registered Office of the Company not less than 48 hours before the date of the meeting.
2. Members are requested to intimate immediately any change in the Residential Address of the Company.
3. The Register of members and Share Transfer Books of the Company will remain closed from September 21, 2018 to September 26 2018 (both days inclusive)
4. 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 their representative to attend and vote on their behalf at the Meeting.
5. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agents.
6. To support the green initiative of the Government, electronic copy of the Annual report for the year ended 31st March, 2018 is being sent to the members whose mail IDs are available with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2018 is being sent in the permitted mode. Please note that the annual report and the notice of the Annual General Meeting are also posted on the website “www.abhinavcapital.com” for download and copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting, if required.
7. In order to facilitate e-voting on the resolutions by members, electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

**8. Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

A. In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open email and open PDF file viz; "APL.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evotingindia.com/>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select Electronic Voting Event Number (EVEN) of Abhinav Capital Services 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 "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(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 etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jaydeep@lexstreet.in with a copy marked to evoting@cdslindia.com.

B. I) In case a Member receives physical copy of the Notice of AGM [for members those email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

i) Initial password is provided in the Attendance Slip for the AGM:

ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II) 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 Downloads section of www.evotingindia.com



- III) If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V) The e-voting period commences on September 23, 2018 (9:00 am) and ends on September 25, 2018 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of September 22, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 22, 2018.
- VII) Abhishek Walwaikar, Mumbai (Membership No. MAH/4147/2012) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII) The Scrutinizer shall within a period not exceeding 3(three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.abhinavcapital.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

9. The members are requested to:

- i. Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
- ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
- iii. Dematerialise the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialised form for all the investors.
- iv. Avail of the facility of nomination by nominating in the prescribed "NOMINATION FORM" a person to whom his/her shares in the Company shall vest in the event of his/her death.



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

ITEM NO. 4 :

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

Your directors' in its meeting held on August 08, 2018 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- a. Clause III(A) – Main Objects of the Company by way of insertion(s)/ deletion(s)/ alteration(s);
- b. Clause III(B) - Matters which are necessary for furtherance of the Objects specified in Clause 3(A) by way of insertion(s)/ deletion(s)/ alteration(s);
- c. Clause III(C) – Other objects have been deleted;
- d. Other amendments required to align the existing memorandum of association with the provisions of the Companies act, 2013.

The draft of the amended Memorandum of Association proposed for approval, are available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors recommend evoting for the above resolution as per companies amendment act, 2017.

Your Directors commend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 4.

ITEM NO. 5 :

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on August 08, 2018 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your Directors recommend evoting for the above resolution as per companies amendment act, 2017

Your Directors commend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 5.

For and on behalf of the Board of Directors,
Abhinav Capital Services Limited

Chetan Karia
Chairman

Date: August 08, 2018

Registered Office:

Abhinav Capital Services Limited

Athena House, Row House No. 4, Rajnigandha,
Gokuldhama, Goregaon (East), Mumbai 400 063

CIN: L65990MH1994PLC083603

Tel.: 28425907 | Fax: 28406189

Email: abhinavcapital@yahoo.co.in | complaint@abhinavcapital.com



Route Map

