

25TH

ANNUAL REPORT

2018-2019

ADCON CAPITAL SERVICES LIMITED

BOARD OF DIRECTORS

Mr. Manjit Jajoo	-	Independent Director
Mr. Sandeep Jha	-	Independent Director
Mr. Sanjay Minda	-	Non-Executive Director
Mrs. Chetna S. Minda	-	Non-Executive Women Director
Mr. Manojkumar Mishra	-	Chief Executive Officer
Mr. Sanjay Vishwakarma	-	CFO and Company Secretary (upto 17.07.2019)

BANKERS

Kotak Mahindra Bank Limited

STATUTORY AUDITORS

M/s Gupta Saharia & Co.(Chartered Accountants)

REGISTERED OFFICE

417, Chetak Centre NX, Near Hotel Shreemaya,
RNT Marg, Indore - 452001 Madhya Pradesh

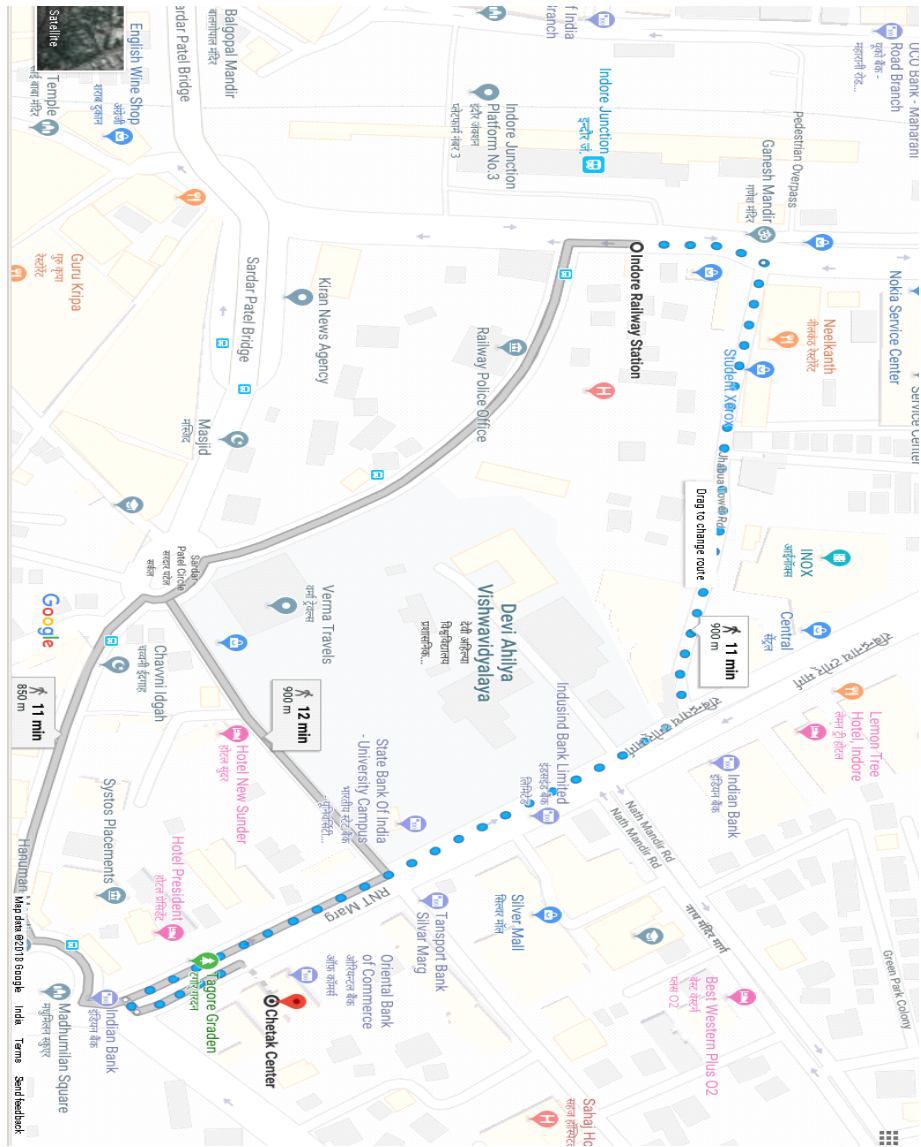
SECRETARIAL AUDITORS

M/s Jain Rahul & Associates
(Company Secretaries)

CORPORATE OFFICE

117, Hubtown Solaris,
N. S. Phadke Marg,
Near East – West Flyover,
Andheri (East),
Mumbai – 400 069,
Maharashtra

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**Registered Office: 417, Chetak Centre NX, Near Hotel Shreemaya, RNT Marg,
Indore - 452001 Madhya Pradesh.**

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ADCON CAPITAL SERVICES LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 23, 2019 AT 12:30 P.M. AT ITS REGISTERED OFFICE AT 417, CHETAK CENTRE NX, NEAR HOTEL SHREEMAYA, R.N.T. MARG, INDORE – 452 001, MADHYA PRADESH TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2019 and reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Minda, (DIN: 00034029) who retires by rotation and being eligible, offers himself for reappointment.
3. To approve the Re-appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or reenactment thereof, for the time being in force), the Re-appointment of M/s. Gupta Saharia & Co., Chartered Accountants (Firm Reg. No. 103446W) as the Statutory Auditors of the Company to hold the office from the conclusion of this 25th Annual General Meeting till the conclusion of the 27th Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To approve Re-appointment of Mr. Manjit Jajoo, (DIN: 01988243) as Independent Director.

To consider and if thought fit to pass following resolution with or without modification as **Special Resolution**;

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meeting held on March 25, 2019 and pursuant to provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the

Companies Act, 2013 ("Act") and the rules framed thereunder, read with provisions of Schedule IV to the Act and of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), as amended from time to time, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Manjit Jajoo (DIN: 01988243), whose current period of term was expired on March 31, 2019 and who has submitted a declaration confirming the criteria of Independence under section 149(6) of the Act and rules made thereunder and LODR Regulations, for a period of 5 years i.e., from April 1, 2019 to March 31, 2024 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to take all such steps as may be required to fulfill requirements as may arise to complete the aforesaid resolution."

**By order of the Board of Directors
For Adcon Capital Services Limited**

**Sanjay Minda
Director
DIN : 00034029**

Place: Mumbai
Date: 14.08.2019

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the registered office of the Company not less than forty eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 16, 2019 to Monday, September 23, 2019 (both days inclusive).
3. Members/proxies should fill the attendance slip for attending the meeting.
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
5. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.

6. The Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated submission of Permanent Account Number (PAN) and Bank Account details of all securities holders holding securities in physical form to the RTA / Company, therefore members are, requested to submit following documents immediately; Self certified copy of PAN; Copy of address proof of First Holder (Preferably Aadhar Card) and Copy of cancelled cheque of First Holder.
7. Further, as per SEBI's notification the physical transfer of shares will not be allowed and shareholders accordingly requested to dematerialize their holding in the Company.
8. In terms of the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is providing the facility to its members as on cut-off date, being Monday, 16th September, 2019 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of remote e-voting along with the User ID and Password are being mentioned herein below.
9. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on **Friday, 20th September, 2019 at 9.00 a.m.** IST and ends on **Sunday, 22nd September, 2019 at 5.00 p.m.** IST during this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Monday, 16th September, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders):</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details Or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (In dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (190827035) for the relevant <Adcon Capital Services Limited> on which you choose to vote.

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians;**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Note: In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

10. The Company has appointed CS Ramesh C. Bagdi, Practicing Company Secretary, (FCS - 8276), to act as the Scrutinizer to scrutinize the electronic voting and voting through poll / ballot process at the meeting in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
11. The Scrutinizer shall immediately after the conclusion of the remote e-voting period and the Annual General Meeting unblock the votes in the presence of at least two (2) witnesses who are not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the chairman of the Company.
12. The Results shall be declared within the 48 hours of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also intimated to Stock Exchanges and will be placed on the website of the Company and on www.evotingindia.com within prescribed period.

By order of the Board
For **Adcon Capital Services Limited**

Place : Mumbai
Date : 14.08.2019

Sd/-
Sanjay Minda
Director
DIN : 00034029

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE**

Item No. 4

Pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 20th Annual General Meeting held on September 30, 2014, Mr. Manjit Jajoo was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto March 31, 2019. Since, Mr. Manjit Jajoo has completed his initial term as an Independent Director of the Company on March 31, 2019 and he is eligible for re-appointment for one more term.

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Mr. Manjit Jajoo for his appointment as Director. The Company has received from Mr. Manjit Jajoo confirmation to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

As per recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their meeting held on March 25, 2019, subject to approval of Members at this Annual General

Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and LODR Regulations and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company is sought for re-appointment of Mr. Manjit Jajoo (DIN 01988243) as an Independent Director of the Company, for the second term of 5 years w.e.f. April 1, 2019 upto March 31, 2024, Further Mr. Majit Jajoo shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Mr. Manjit Jajoo aged 33 years is Bachelor of Commerce from Mumbai University and he has experience of about 7 years in Capital Market and Finance.

The terms and conditions of re-appointment of Mr. Manjit Jajoo shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The Resolution set out at item No.4 of the notice is recommended to the Shareholders as a special resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for re-appointment of Mr. Manjit Jajoo as an Independent Director.

Except Mr. Manjit Jajoo, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Details of Director seeking appointment / re-appointment at the forthcoming Annual General Meeting Pursuant (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges)

Name of the Director	Mr. Sanjay Minda	Mr. Manjit Jajoo
Director Identification Number	00034029	01988243
Date of Birth	15.08.1967	27.08.1985
Date of first Appointment on the Board of the Company	19.04.2010	02.12.2010
Expertise in specific functional area	Income Tax, Corporate Restructuring, Capital Market, Acquisition and Takeovers and related matters	Capital Market and Finance
Qualification	B.Com, FCA	B.Com
No. of Equity Shares held in the Company	Nil	Nil
Directorship in other Listed Companies as on 31.03.2019	1	Nil
Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2019	1	Nil

