

ADCON CAPITAL SERVICES LIMITED

27TH ANNUAL REPORT

(2020 – 2021)

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. Nikhil Borana	-	Company Secretary & Compliance Officer

BANKERS

Kotak Mahindra Bank Limited

STATUTORY AUDITORS

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

SECRETARIAL AUDITORS

M/s Jain Rahul & Associates
(Company Secretaries)

REGISTERED OFFICE

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

CORPORATE OFFICE

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

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ADCON CAPITAL SERVICES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCE (“VC”) / OTHER AUDIO VISUAL MEANS (“OVAM”) ON MONDAY, SEPTEMBER 20, 2021 AT 12.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2021 and reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjaykumar Minda, (DIN: 00034029) who retires by rotation and being eligible, offers herself for reappointment.
3. To approve the 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), consent of the members be and is hereby accorded to the appointment of M/s. Singhvi & Sancheti, Chartered Accountants (Firm Reg. No. 110286W) as the Statutory Auditors of the Company to hold the office from the conclusion of 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.”

RESOLVED FURTHER THAT Board of Directors be and are hereby authorised to take all suitable steps in respect of implementation of the aforesaid resolution.”

SPECIAL BUSINESS:

4. Re-classification of Promoter & Promoter Group as Public category, 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 Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of Listing Regulations and other applicable laws, subject to necessary approvals from Stock Exchanges and for other appropriate statutory authorities, as may be necessary, the consent of the Members of Company be and is hereby accorded to remove / re-classify Mr. Awadesh Kumar Pandey, Promoter (hereinafter Applicant) of the Company from “Promoter and Promoter Group Category” to “Public Category”.

RESOLVED FURTHER THAT the applicant seeking re-classification is not: (i) together, hold more than ten percent of the total voting rights in the Company; (ii) exercise control over the affairs of the Company directly or indirectly; (iii) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements; (iv) be represented on the board of directors (including not having a nominee director) of the Company; (v) act as a key managerial person in the Company; (vi) be a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines; (vii) be a fugitive economic offender.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to take such steps expedient or desirable to give effect to this resolution including to submit the application for reclassification to Stock Exchange, wherein the securities of the company are listed or any other regulatory body, as may be required.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution.”

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

**Place: Mumbai
Date: 10th August, 2021**

**Sd/-
Nikhil Borana
Company Secretary**

NOTES:

1. The details under Regulation 26(4), Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the person seeking re-appointment as Director at the AGM, is annexed hereto.
2. In view of the current extraordinary circumstances due to outbreak of the COVID-19 pandemic requiring social distancing, the Ministry of Corporate Affairs vide Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020 and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” (collectively referred to as “SEBI Circulars”) has permitted conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and accordingly in compliance with applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the said MCA Circulars and the SEBI Circular in this behalf, the 27th Annual General Meeting (AGM) of the Company will be held through VC / OAVM.
3. The personal presence of the Members at the meeting has been dispensed with and Members can attend and participate in the AGM through VC / OAVM only. In terms of Circular No. 14/2020 dated 8th April, 2020, the facility to appoint Proxy to attend and vote on behalf of the Members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and vote on their behalf. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF/JPG Format) of their Board or governing body’s Resolution/Authorization, authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at shreyanscs@gmail.com with a copy marked to company on adconcap@gmail.com or RTA on support@purvashare.com.
4. For the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013, the attendance of the Members attending the AGM through VC / OAVM will be counted.
5. In terms of the said Circulars and the SEBI Circular dated 12th May, 2020 and 15th January, 2021, the Notice of AGM alongwith Annual Report for the Financial Year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice alongwith the Annual Report for the Financial Year 2020-21 has been uploaded on the website of the Company www.adconcap.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
6. Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also provide their email address and mobile number to the Company’s Registrar and Share Transfer Agent, Purva Shareregistry India Private Limited on support@purvashare.com.

7. Alternatively, member may send an e-mail request at the email id support@purvashare.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
8. Since the AGM will be held through VC / OAVM, route map is not annexed to the Notice.
9. Members can join the AGM through VC / OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein. The facility for participation at the AGM through VC / OAVM will be made available for 1,000 members on first come, first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Compensation & Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. The business set out in the Notice will be transacted inter-alia through remote e-voting facility being provided by the Company through the e-voting platform of www.evotingindia.com in accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The communication relating to remote e-voting containing details about User ID and password, instructions and other information relating to e-voting are given in this Notice.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names as per Register of Members of the Company will be entitled to vote.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Monday 13th September, 2021 to Monday 20th September 2021.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN details to their DPs. Members holding shares in physical form are requested to submit their PAN details to the Company / Purva.
14. Members are requested to promptly intimate any change in their name, postal address, email address, contact numbers, PAN, nominations, mandates, bank details, etc. to their DPs for equity shares held in dematerialized form and to Purva Shareregistry India Private Limited, the Registrar and Share Transfer Agent.
15. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above and to eliminate the risks associated with physical shares, Members are advised to dematerialise shares held by them in physical form.
16. Members desirous of having any information regarding Accounts of the Company are requested to e-mail their queries to adconcap@gmail.com with 'Query on Accounts' in the subject line, atleast 7 days before the date of the meeting, so that requisite information is made available at the meeting.

17. REMOTE E-VOTING (E-voting) INSTRUCTIONS:

- i. In terms of the provisions of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is providing the facility to its members holding shares as on cut-off date, being **Monday, 13th September, 2021** 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 e-voting along with the details of User ID and Password are being sent to all the Members alongwith the notice.
- ii. The members who have cast their vote by e-voting may also attend the meeting but shall not be entitled to cast their vote again. The facility for voting through e-voting voting system shall be also made available during the Meeting.
- iii. The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the agency to provide e-voting facility.
- iv. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- v. The Board of director of the Company has appointed CS Shreyans Jain, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner and he has communicated his consent to be appointed as Scrutinizer.
- vi. The voting period begins on Friday, 17th September, 2021 at 9.00 a.m. to Sunday, 19th September 2021 at 5.00 p.m. 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, 13th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- vii. **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

A. Applicable only for Individual members holding securities in Demat form.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in Demat mode are allowed to vote through their demat accounts/ websites of Depositories / Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

I. Individual Members (holding securities in demat mode) login through Depository

Login method for Individual members holding securities in demat mode is given below:

1. Existing user who have opted for Easi / Easiest
 - i. URL: <https://web.cdslindia.com/myeasi/home/login> or URL: www.cdslindia.com
 - ii. Click on New System Myeasi
 - iii. Login with user id and password.
 - iv. Option will be made available to reach eVoting page without any further authentication.

- v. Click on e-Voting service provider name to cast your vote.
- 2. User not registered for Easi/Easiest
 - i. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/> Easi Registration
 - ii. Proceed with completing the required fields.
- 3. By visiting the e-Voting website of CDSL
 - i. URL: www.cdslindia.com.
 - ii. Provide demat Account Number and PAN No.
 - iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
 - iv. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.

II. Individual Members (holding securities in demat mode) login through their depository participants:

Individual Member can also login using the login credentials of his / her demat account through his / her Depository Participant registered with CDSL for e-Voting facility. Once login, the member will be able to see e-Voting option. Click on e-Voting option the member will be redirected to CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and the member will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.

Help lines for login issues:

Members can use the following helplines of CDSL to retrieve User ID/ Password in case they forget User ID and Password:

Members facing any technical issue- CDSL:

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

B. Applicable for Non-Individual members and members holding shares in physical form:

Non-individual shareholders viz Mutual Funds, Foreign Portfolio Investors, Banks/Financial Institutions, Insurance Companies, Bodies Corporates etc. and shareholders holding physical shares can directly login through <https://evoting.kfintech.com> for casting votes during the e-voting period. Procedure and Instructions for remote e-voting are as under:

- a. Initial password is provided in the body of the email.

- b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. / DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, use your existing User ID and password for casting your votes.
 - d. After entering the details appropriately, click on LOGIN.
 - e. You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. You need to login again with the new credentials.
 - g. On successful login, the system will prompt you to select the EVENT i.e. Adcon Capital Services Limited.
 - h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - k. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also 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 at shreyanscs@gmail.com with a copy marked to support@purvashare.com on or before 5 PM of 15th September, 2021.
- 18. Information and other instructions for Members voting on the day of the AGM through the e-voting system:**
- i. Only those Members, who attend the AGM through VC / OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, are eligible to vote through

e-voting in the AGM.

- ii. If any votes are cast by Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members participating in / attending the meeting.
 - iii. The procedure for e-voting on the day of the AGM is same as remote e-voting. Please refer to the instructions for remote e-voting mentioned above.
 - iv. However, Members who have voted through remote e-voting will be eligible to attend the AGM.
19. The Scrutinizer shall immediately after the conclusion of AGM verify and count the votes casted at AGM and unblock the votes of e-voting in the presence of at least two (2) witnesses who are 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.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company www.adconcap.com; www.evotingindia.com i.e. service provider within prescribed period and submitted to the Stock Exchange

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

Sd/-
Nikhil Borana
Company Secretary

Place: Mumbai
Date: 10th August, 2021