

ADHARSHILA CAPITAL SERVICES LIMITED

[Corporate Identity Number : L74899DL1993PLC056347]

Regd. Off.: 109, Choudhary Complex

9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

21st Annual Report
2013 - 2014

ADHARSHILA CAPITAL SERVICES LTD.

Board of Directors:

1. Shri Rajendra Kumar Khanna
2. Shri Joginder Singh Dhikkar
3. Shri Harnand Tyagi
4. Shri Sanjay Monga

Company Secretary:

Mr. Pradeep Kumar Sharma

Auditors:

M/s B.K. Kapur & Company
17, Navyug Market,
Ghaziabad (U.P.)

Bankers:

State Bank of India
SIB, Navyug Market,
Ghaziabad (U.P.)

Regd. Office:

109, Choudhary Complex,
9, Veer Savarkar Block,
Shakarpur, Delhi – 110 092
Tel. No. 011-22022598
Email id : adharshilacapital@gmail.com

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NOTICE OF 21st ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of the Company will be held on Tuesday, the 30th day of September, 2014 at 10:00 a.m. at "Shree Agrasen Bhawan" Vivek Vihar, Delhi – 110 095 to transact the following business(s) :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit and Loss Statement for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of section 139 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s B. K. Kapur & Company, Chartered Accountants (Firm Registration No.000852C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor."

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION(s)**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Joginder Singh Dhikkar (DIN: 00050606), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years commencing from this Annual General Meeting upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019, whose period of office will not be liable to retire by rotation."

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION(s)**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any

statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Harnand Tyagi (DIN: 00159923), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years commencing from this Annual General Meeting upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019, whose period of office will not be liable to retire by rotation."

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION(s)**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajendra Kumar Khanna (DIN: 00183593), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years commencing from this Annual General Meeting upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019, whose period of office will not be liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION(s)**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sanjay Monga (DIN: 03057031), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years commencing from this Annual General Meeting upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019, whose period of office will not be liable to retire by rotation."

**By Order of the Board
For ADHARSHILA CAPITAL SERVICES LIMITED**

**Sd/-
(PRADEEP KUMAR SHARMA)
COMPANY SECRETARY
Membership No. FCS-6836**

**Place: Ghaziabad
Dated: 05.09.2014**

Registered Office:

109, Choudhary Complex,
9, Veer Savarkar Block, Shakarpur,
Delhi-110 092
CIN : L74899DL1993PLC056347

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS 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.** The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of this meeting. A proxy shall not vote except on a poll.

Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

2. Explanatory Statement setting out all material facts relating to special businesses contained in item No. 3 to 6 as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.
3. Pursuant to Section 91 of the Companies Act, 2013, the Share Transfer Books and the Register of Members of the company will remain closed from 29th September, 2014 to 30th September, 2014 (both days inclusive).
4. In terms of notification issued by Securities and Exchange Board of India, Equity Shares of the Company are under compulsory demat trading by all investors w.e.f. 2nd January, 2002. Shareholders are, therefore, advised to dematerialize their shareholding to avoid inconvenience in future.
5. Members desiring any information regarding Accounts of the Company are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready, as far as possible, at the Meeting.
6. Members are requested to bring their copies of Annual Report to the Meeting.
7. Members are informed that in the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members are requested to always quote their Folio No. / Client ID & DP ID in all correspondence with the Company's registrar and the Company. Members are requested to notify any change of address to the Company or its Registrar i.e. M/s Skyline Financial Services Pvt. Ltd. D-153A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi - 110 020.
9. Members / Proxies are requested to bring the attendance slip sent with Annual Report duly filled in for attending the meeting.

Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting

1. MR. JOGINDER SINGH DHIKKAR (DIN : 00050606)

Mr. Joginder Singh Dhikkar, aged 65 years, he has done Diploma in Mechanical Engineering. He has an overall experience of over 45 years in the field of general Administration and Management.

Directorship held in other Companies

- a) Deepjyoti Electronics Pvt. Ltd.
- b) Param Hi-Tech Private Limited
- c) Uttam Car Wash Private Limited

Membership in committees in other Companies

Nil

Relationships between Director inter-se

Mr. Joginder Singh Dhikkar is not related to any other directors of the Company.

2. MR. HARNAND TYAGI (DIN : 00159923)

Mr. Harnand Tyagi, aged 62 years, is a Law Graduate. He has an overall experience of over 38 years in the field of Finance, Accounts and Legal.

Directorship held in other Companies

- 1. New Castle Finance and Leasing Private Limited
- 2. Pariksha Fin-Invest-Lease Limited

Membership in committees in other Companies

Member of Audit Committee of Pariksha Fin-Invest-Lease Limited

Number of Shares held in the Company

NIL

Relationships between Director inter-se

Mr. Harnand Tyagi is not related to any other directors of the Company.

3. MR. RAJENDRA KUMAR KHANNA (DIN : 00183593)

Mr. Rajendra Kumar Khanna, aged 57 years, he has done Diploma in Mechanical Engineering. He has an overall experience of over 33 years in the field of general Administration and Management.

Directorship held in other Companies

1. Uttam Car Wash Private Limited
2. Shubham Sugars Limited
3. Soar Networks Private Limited

Membership in committees in other Companies

Nil

Number of Shares held in the Company

Nil

Relationships between Director inter-se

Mr. Rajendra Kumar Khanna is not related to any other directors of the Company.

4. MR. SANJAY MONGA (DIN : 03057031)

Mr. Sanjay Monga, aged 48 years, he is graduate. He has an overall experience of over 28 years in the field of Finance, Accounts and general Administration.

Directorship held in other Companies

1. New Castle Finance and Leasing Private Limited
2. Soar Networks Private Limited

Membership in committees in other Companies

Nil

Number of Shares held in the Company

Nil

Relationships between Director inter-se

Mr. Sanjay Monga is not related to any other directors of the Company.

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

Item No. 3, 4, 5 & 6

Mr. Joginder Singh Dhikkar, Mr. Harnand Tyagi, Mr. Rajendra Kumar Khanna and Mr. Sanjay Monga were appointed as Independent Directors on the Board of the Company within the definition of Independent Directors under Clause 49 of the Listing Agreements entered with the Stock Exchanges.

Pursuant to the provisions of section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, *who are not liable to retire by rotation*.

Mr. Joginder Singh Dhikkar, Mr. Harnand Tyagi, Mr. Rajendra Kumar Khanna and Mr. Sanjay Monga have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director and they are independent of the management.

The Board considers that the continued association of Mr. Joginder Singh Dhikkar, Mr. Harnand Tyagi, Mr. Rajendra Kumar Khanna and Mr. Sanjay Monga would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors of the Company.

A brief profile of Mr. Joginder Singh Dhikkar, Mr. Harnand Tyagi, Mr. Rajendra Kumar Khanna and Mr. Sanjay Monga has already been provided under the heading *"Re-Appointment / Appointment of Directors (Annexure to Notice)"*.

The Board of Directors recommends the resolution for approval of Members by way of Ordinary Resolutions.

Except Mr. Joginder Singh Dhikkar being the appointees, none of the other Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolutions at Item No.3.

Except Mr. Harnand Tyagi being the appointees, none of the other Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolutions at Item No.4.

Except Mr. Rajendra Kumar Khanna being the appointees, none of the other Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolutions at Item No.5.

Except Mr. Sanjay Monga being the appointees, none of the other Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolutions at Item No.6.

**By Order of the Board
For ADHARSHILA CAPITAL SERVICES LIMITED**

**Place: Ghaziabad
Dated: 05.09.2014**

**Sd/-
(PRADEEP KUMAR SHARMA)
COMPANY SECRETARY
Membership No. FCS-6836**

ADHARSHILA CAPITAL SERVICES LIMITED

[Corporate Identity Number (CIN) : L74899DL1993PLC056347]

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Tel.: 011 – 22022598, email id: adharshilacapital@gmail.com

DIRECTORS' REPORT

TO THE MEMBERS

The Directors have pleasure in presenting the Twenty First Annual Report and the Audited Statements of Accounts of your Company for the year ended 31st March 2014.

FINANCIAL RESULTS

	(In Rupees)	
	Year Ended	Year Ended
	<u>31.03.14</u>	<u>31.03.13</u>
Revenue from Operations	11,19,105	18,16,130
(Loss)/Profit Before Depreciation & Tax	(3,31,180)	(4,39,832)
<u>Less:</u>		
Depreciation	16,475	29,783
<u>Less:</u> Provision for tax:-		
-Earlier Year	---	(167)
-Deferred Tax	(4,24,820)	19,199
(Loss)/Profit after Taxation	<u>77,165</u>	<u>(4,88,647)</u>
Balance Brought Forward	24,43,617	29,32,264
Surplus carried to Balance Sheet	<u>25,20,782</u>	<u>24,43,617</u>

The working of your company for the year under review resulted in profit of Rs.77,165/- as against loss of Rs.4,88,647/- in the previous year.

DIVIDEND

In the absence of inadequacy of Profits in the current Financial Year, your Directors have not recommended any dividend for the Financial Year 2013-14.

FIXED DEPOSITS

Your Company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 and rules made thereunder.

DIRECTORS

Appointment of Mr. Joginder Singh Dhikkar (DIN: 00050606):

In compliance of Clause 49 of Listing Agreement, Mr. Joginder Singh Dhikkar (DIN: 00050606) was appointed as an Independent Director of the Company. Now, Board of Directors in compliance of the provisions of Section 149 of the Companies Act, 2013 proposes to appoint Mr. Joginder Singh Dhikkar as Independent Director to hold office for a period of 5 (five) consecutive years commencing from this Annual General