

ADHARSHILA CAPITAL SERVICES LIMITED

[Corporate Identity Number : L74899DL1993PLC056347]

Regd. Off. : 7C, 1st Floor, 'J' Block, Shopping Centre,
Saket, New Delhi-110 017

23rd Annual Report
2015-2016

ADHARSHILA CAPITAL SERVICES LIMITED

[CORPORATE IDENTITY NUMBER (CIN): L74899DL1993PLC056347]

CORPORATE INFORMATION

BOARD OF DIRECTORS

1. MRS. AMITA ADLAKHA
2. MR. RAJENDRA KUMAR KHANNA
3. MR. JOGINDER SINGH DHIKKAR
4. MR. HARNAND TYAGI
5. MR. SANJAY MONGA

Company Secretary & CFO:

Mr. Pradeep Kumar Sharma

Auditors:

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

Registrar & Share Transfer Agent

M/s Skyline Financial Services
Pvt. Ltd.
D-153A, Ist Floor, Okhla Industrial
Area Phase-1, New Delhi - 110020

Bankers

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

Registered Office

7-C, Ist Floor, 'J' Block Shopping Centre
Saket, New Delhi-110017
Email: adharshilacapital@gmail.com
Website: www.adharshilacapital.in

Corporate Office

C/o. Uttam Toyota
A-11, Meerut Road, Industrial
Area, Ghaziabad, U.P. 201003

C O N T E N T S

Notice	1-8
<hr/>	
Director's Report	9-25
<hr/>	
Corporate Governance Report	26-42
<hr/>	
Management Discussion & Analysis	43-45
<hr/>	
Auditors Report	46-52
<hr/>	
Balance Sheet	53-53
<hr/>	
Profit and Loss Statement	54-54
<hr/>	
Cash Flow Statement	55-55
<hr/>	
Notes	56-68
<hr/>	
Attendance Slip & Proxy Form	69-70
<hr/>	

ADHARSHILA CAPITAL SERVICES LIMITED

[CORPORATE IDENTITY NUMBER (CIN): L74899DL1993PLC056347]

Regd. Office: 7C, 1st Floor, 'J' Block Shopping Centre, Saket, New Delhi-110017

Corporate Office: C/o Uttam Toyota, A-11, Meerut Road Industrial Area, Ghaziabad-201003, (U.P.)

Tel. No.: 0120 - 4193799, 4152766

Email: adharshilacapital@gmail.com; Website: www.adharshilacapital.in

NOTICE OF 23rd ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of the Company will be held on Friday, the 19th day of August, 2016 at 12:30 P.M. at "Shree Agrasen Bhawan" Vivek Vihar, Delhi – 110 095" to transact the following business(es):

ORDINARY BUSINESS(ES)

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and Profit and Loss Statement for the year ended on that date and the Reports of Directors and Auditors thereon.

2. Re-appointment of Mrs. Amita Adlakha (DIN: 00050772) as a Director liable to Retire by Rotation

To appoint Mrs. Amita Adlakha (DIN: 00050772), who retires by rotation and is eligible for re-appointment.

3. Appointment of Statutory Auditor

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, the continuance of the appointment of M/s B. K. Kapur & Company, Chartered Accountants (Firm Registration No. 000852C), as Auditors of the Company, be and is hereby ratified till the conclusion of Annual General Meeting to be held in the year 2017"

SPECIAL BUSINESS(ES)

4. Alteration in the Memorandum and adoption of new sets of Articles of Association as per Companies Act, 2013

To consider and if thought fit to pass with or without modification(s), the following resolution(s) as **SPECIAL RESOLUTION(s)**:

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with the rules made thereunder and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded for alteration in the Memorandum of Association of the Company by deletion of existing Clause III(B) and III(C) and by insertion of new Clause III(B)- **"MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)"** in the Memorandum of Association as per Companies Act, 2013 and the altered Memorandum of Association placed before the meeting be and is hereby approved and adopted as new sets of Memorandum of Association of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the rules made thereunder and all other applicable provisions, if any, (including any statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles of Association as per new Companies Act, 2013 submitted to this meeting, be and is hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**Place: Ghaziabad
Dated: 20th July, 2016**

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

Registered Office:

7C, 1st Floor,
'J' Block Shopping Centre,
Saket, New Delhi-110017
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. A Proxy form is enclosed herewith.

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. 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 12th August 2016 to 19th August, 2016 (both days inclusive).
3. 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.
4. 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.
5. Members are requested to bring their copies of Annual Report to the Meeting.
6. 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.
7. 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.
8. Members / Proxies are requested to bring the attendance slip sent with Annual Report duly filled in for attending the meeting.
9. As per green initiative of Ministry of Corporate Affairs (MCA), members are requested to provide their email addresses to the Registrar & Share Transfer Agent of the Company namely M/s Skyline Financial Services Pvt. Ltd., in order to receive the various Notices and other Notifications from the Company, in electronic form.
10. Members may also note that the Notice of Annual General Meeting and the Annual Report 2015-16 are also be available on Company's website: www.adharshilacapital.in

11. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide the facility to members to exercise their right to vote at the 23rd 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):

That the facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by e-voting shall be able to vote at the meeting through Ballot Paper.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period commences on 16th August, 2016 (9.00 am) and ends on 18th August, 2016 (5.00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/record date i.e. 12th August, 2016 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. * 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach to 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 Corporates.
 - 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.

12. Mr. Akshat Garg, Practicing Company Secretary (Membership No. ACS 22637) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer Report shall be placed on the website of the Company viz. www.adharshilacapital.in and shall also be communicated to the Stock Exchange where the Company's Equity Shares are listed i.e. BSE Limited.

13. The Chairman shall, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of "ballot paper" or "polling paper" for all those Members who are present at the annual general meeting but have not cast their votes by availing the remote e-voting facility.
14. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than three days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.
15. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date/record date i.e. 12th August, 2016.
16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
17. Explanatory Statements setting out all material facts relating to Special Businesses contained in item No. 4 as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.

RE-APPOINTMENT / APPOINTMENT OF DIRECTORS (ANNEXURE TO NOTICE)

(A brief particulars in respect of the proposed re-appointment/appointment of Directors is given below in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015)

1. **Mrs. Amita Adlakha (DIN : 00050772):**

Mrs. Amita Adlakha, aged 53 years is a graduate. She has an overall experience of over 28 years in the field of general administration.

Qualification : Graduate

Directorship held in other Companies

- a) Pariksha Fin-Invest-Lease Limited
- b) Telma Trading Private Limited
- c) Divine Grace Enterprises Private Limited
- d) Uttam Energy Systems Limited
- e) Pri Metals Private Limited

Membership in committees in other Companies

Nil

Relationships between Director inter-se

Mrs. Amita Adlakha is not related to any other Directors of the Company.

Number of Shares held in the Company

Mrs. Amita Adlakha is holding 7,00,000 (12.73%) Equity Shares in the company.

Details of Shareholding/other convertible instruments of Non-Executive Directors of the Company

(Pursuant to Clause 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)

SI No.	Name of Director	No. of Equity Shares	Other Convertible Securities
1	Sh. R. K. Khanna	Nil	Nil
2	Sh. J. S. Dhikkar	Nil	Nil
3	Sh. H.N. Tyagi	Nil	Nil
4	Sh. Sanjay Monga	Nil	Nil