

2019-20

ANNUAL REPORT

ADHARSHILA CAPITAL SERVICES LIMITED

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ADHARSHILA CAPITAL SERVICES LIMITED

[CORPORATE IDENTITY NUMBER (CIN): L65100DL1993PLC056347]

CORPORATE INFORMATION

BOARD OF DIRECTORS

1. Mrs. Amita Adlakha
2. Mr. Rajindar Kumar Khanna
3. Mr. Joginder Singh Dhikkar
4. Mr. Harnand Tyagi
5. Mr. Harish Kumar Dhingra

AUDITORS

M/S Rajendar K. Kumar & Associates
57, Navyug Market,
Ghaziabad – 201001 (U.p.)

REGISTRAR & SHARE TRANSFER AGENT

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

BANKERS

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

REGISTERED OFFICE

7C, 1st 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

NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of the Company will be held on Friday, the 11th Day of September, 2020 at 12:00 Noon through Video Conferencing / Other Audio Visual Means to transact the following business (es):

ORDINARY BUSINESS(ES):**1. Adoption of Financial Statements**

To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2020 including the audited Balance Sheet as at 31st March, 2020, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

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

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

**By Order of the Board
For ADHARSHILA CAPITAL SERVICES LTD.**

Place : Ghaziabad

Dated : 14.08.2020

**(HARNAND TYAGI)
DIRECTOR, DIN 00159923
R/O: G-232, PATEL NAGAR-III,
GHAZIABAD-201001**

Notes:

1. In view of COVID-19 pandemic outbreak, Ministry of Corporate Affairs allowed conducting of Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with the requirement of personal presence of the members at the meeting. Accordingly, 27th Annual General Meeting (AGM) of the members will be held through VC/OAVM as allowed by the Ministry of Corporate Affairs through various circulars viz Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 20 and available at the Company's website i.e. www.adharshilacapital.in.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.
3. Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 05th September, 2020 to Friday, 11th September, 2020 (both days inclusive).
6. Any query relating to Accounts must be sent to Company's at adharshilacapital@gmail.com.
7. The Company has paid the Annual Listing Fees for the year 2020-21 to the Stock Exchange viz. BSE Limited on which the Company's Securities are presently listed.
8. The Securities & Exchange Board of India (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 Company/Company's RTA.
9. Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send their share certificates to our RTA for consolidation into a single folio.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave

their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

11. Pursuant to the circulars issued by Ministry of Corporate Affairs (MCA), the Notice of AGM alongwith Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Please take note that that Notice and Annual Report 2019-20 has been uploaded on the website of the Company i.e. **www.adharshilacapital.in**. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at **www.bseindia.com** and the AGM Notice is also available on the website of CDSL (agency for providing the e-Voting facility) i.e. **www.evotingindia.com**.
12. As per the green initiative of Ministry of Corporate Affairs (MCA), members are requested to provide their e-mail addresses to the Registrar & Share Transfer Agent of the Company namely M/s Skyline Financial Services Pvt. Ltd. D-153A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi - 110020., in order to receive the various Notices and other Notifications from the Company in electronic form.

13. Voting through electronic means

- In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended upto date and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is pleased to provide facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the 27th Annual General Meeting AGM which will be provided by CDSL.
- Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 04th September, 2020 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- The facility for voting through e-voting shall also be made available at the Meeting & Members attending the meeting who has not already cast their vote by remote e-voting shall be able to vote at the meeting through e-voting.

14. The Instructions for Shareholders for remote e-voting are as under:

- The remote e-voting period commences on Tuesday, 08th September, 2020 (9.00 am) and ends on Thursday, 10th September, 2020 (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. Friday, 04th September, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- Mr. Akshat Garg, Practicing Company Secretary (Membership No. FCS 9161) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- In case of any concern related to e-voting, the members may contact Mr. Tushar Malhotra (Company Secretary & Compliance officer of the Company) at the following address:

Adharshila Capital Services Limited

A-11, Meerut Road, Industrial Area

Ghaziabad -201003 (UP)

Tel. :- 0120-4152766

Email: adharshilacapital@gmail.com

Section A: Voting Process

- (i) The shareholders need to visit the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Annual Report.
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. <ul style="list-style-type: none"> 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).

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

(vii) Members Holding shares in Physical Form

Members holding shares in physical form will then reach directly to the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Members Holding shares in Demat Form

Shareholders holding shares in physical form will then directly reach the Company selection screen. 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.

- (ix) Click on the EVSN for **Adharshila Capital Services Limited**.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note:** 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Section B: Other instructions regarding Remote e-voting

(i) 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.

ADHARSHILA CAPITAL SERVICES LIMITED

- 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.
- (ii) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (iii) 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.
- (iv) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 04th September, 2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Share Transfer Agent's email id at info@skylinerta.com.
- 15.** The results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, alongwith the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.adharshilacapital.in under the section 'Investors' and on the website of CDSL; such results will also be forwarded to the Bombay Stock Exchange (BSE) Limited.
- 16.** All documents referred to in the accompanying Notice and other statutory records/registers (as may be applicable) shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days, up to and including the date of the Annual General Meeting of the Company.
- 17.** 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. Friday, 04th September, 2020.
- 18.** Members are requested to always quote their Folio No. / Client ID & DP ID in all correspondence with the Company's Registrars and the Company. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agent of the Company at the following address :-

Skyline Financial Services Private Limited

D-153A, 1st Floor,
Okhla Industrial Area Phase-1,
New Delhi - 110020.
Tel. :- 011-26812683
Email: info@skylinerta.com

19. Process For Those Shareholders Who Wish To Obtain login Credentials For E-Voting For The Resolutions Proposed In This Notice But Whose Email Addresses Are Not Registered With The Depositories:

For Physical shareholders: Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, and copy of PAN card to info@masserv.com

For Demat shareholders: Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

20. Instructions for members for attending the AGM through VC / OAVM are as under:

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

- | | |
|-------------------------------|--|
| In the "Name" field | - Put your name. |
| In the "last name" field | - Enter your folio no. as informed in e-mail |
| In the "Email ID" field | - Put your email ID |
| In the "Event password" field | - Put the password as "cdsl@1234" |

Click join now button.

Event will start and you will be in the AGM through Video conferencing.

- (a) You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:

- ✓ Windows 7, 8 or 10
- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

- ✓ Please download webex application from play store

NOTE: IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.

PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

- i. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>.

Below screen will be appear.



- ii. Press Shareholders/Members tab, after which the below screen will be appear.

The screenshot shows the CDSL e-Voting portal. The browser address bar displays "test.evotingindia.com/login_BO.jsp?t=11". The page has a navigation bar with links: Home, About Us, Group Sites, Registration, Help, Contact Us, Terms of Use. Below the navigation bar, there is a "Shareholders / Members" section. It contains a message: "Please enter the userid as communicated to you and replicate the image text(code) you see below for validation. After entering the login details you would be able to select the Company for which you intend to vote." The form includes a "User ID" field with the value "818433" displayed below it, a "Play Audio" button, and a "Refresh" link. There is also a "Enter the Characters Displayed" field with a "CAPTCHA" image. Below this is a checkbox for "Click to use Virtual Keyboard". At the bottom of the form are "Login" and "Forgot Password" buttons. To the right of the form is a promotional box for the "m-Voting" mobile app, stating: "Shareholders may log-in to m-voting using their e-voting credentials to vote for company resolutions. Download the m-Voting app on your version based mobile phones, today!" with download links for Google Play and the App Store.

- iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.

Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.

The screenshot shows the CDSL e-Voting portal after successful character validation. The browser address bar displays "test.evotingindia.com/login_BO.jsp?t=11". The page has a navigation bar with links: Home, About Us, Group Sites, Registration, Help, Contact Us, Terms of Use. Below the navigation bar, there is a "Shareholders / Members" section. It contains a message: "Character Validation was successful. Kindly enter other login details to proceed." The form includes a "User ID" field with the value "IN30074910242015" and a "Password" field. Below the password field are "Submit" and "Forgot Password" buttons. There is also a checkbox for "Click to use Virtual Keyboard". At the bottom of the form are "Field Mandatory" and "Any one field should be mandatorily entered" labels. To the right of the form is a promotional box for the "m-Voting" mobile app, stating: "Shareholders may log-in to m-voting using their e-voting credentials to vote for company resolutions. Download the m-Voting app on your version based mobile phones, today!" with download links for Google Play and the App Store.