

25TH ANNUAL REPORT 2014-2015

 **Cubical Financial Services Limited**



BOARD OF DIRECTORS

Shri Ashwani K. Gupta	<i>Managing Director</i>
Mr. Ashish Bhala	<i>Director</i>
Mr. NSR Prasad Raju	<i>Director</i>
Mr. Rakesh Kumar	<i>Director</i>
Mrs. Manju Anil Goyal	<i>Additional Director</i>

COMPANY SECRETARY

Mrs. Manisha Agrawal

CHIEF FINANCIAL OFFICER

Mr. P.C. Sharma

AUDITORS

M/s. Krishan Rakesh & Co.
Chartered Accountants
8/14 Kalkaji Extension,
New Delhi-110 009

SECRETARIAL AUDITOR

Mukesh Agarwal & Co.
Company Secretaries
3029, Sant Nagar, Pitampura,
New Delhi-110034

BANKERS

HDFC Bank Ltd.
Aggarwal Millennium Tower-II,
Netaji Subhash Place,
Pitampura, Delhi-110 034

REGISTERED OFFICE

456, Aggarwal Metro Heights,
Netaji Subhash Place,
Pitampura, Delhi-110 034

REGISTRAR & SHARE TRANSFER AGENTS

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Center,
New Delhi-110 062

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NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of Company will be held on Wednesday, 30th September, 2015 at 10:00 A.M. at Multipurpose Community Centre, Ghoga Village, Near Main Bus Stop, New Delhi-110039 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Ashwani Kumar Gupta (DIN: 00348616), who retires by rotation, and being eligible offers himself for the re-appointment.
3. **RATIFICATION OF AUDITORS APPOINTMENT**

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 Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, as amended from time to time and pursuant to the resolution passed by the Members at the 24th Annual General Meeting (AGM) held on 30th September, 2014 in respect of appointment of the auditors, **M/s Krishan Rakesh & Co. (Firm Reg. No.009088N)** till the conclusion of the AGM to be held in the year 2018, the Company hereby ratifies and confirms the appointment of **M/s Krishan Rakesh & Co. (Firm Reg. No.009088N)** as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 28th AGM of the Company to be held in the year 2018 to examine and audit the Accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. APPOINTMENT OF MRS. MANJU ANIL GOYAL AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 160, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mrs Manju Anil Goyal (DIN 07143651) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March, 2015 and who holds office upto the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Manju Anil Goyal as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. APPOINTMENT OF MR. ASHISH BHALA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ashish Bhala (DIN 00009996), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years with effect from 30th September 2015.”

**6. APPOINTMENT OF MR. NSR PRASAD RAJU AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr.NSR Prasad Raju (DIN 00360237), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years with effect from 30th September 2015.”

By Order of the Board
For **CUBICAL FINANCIAL SERVICES LIMITED**

Sd/-

(Ashwani K. Gupta)

Managing Director

DIN NO. 00348616

Place : New Delhi

Date : 29.08.2015

NOTES :

1. The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item No. 4-6 forms part of this notice. Additional information, pursuant to Clause 49 of the Listing Agreement with the stock exchanges and Secretarial Standards issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is furnished as annexure to the Notice.
2. **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 in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Companies, Societies etc must be supported by appropriate Resolutions/ Authority as applicable. A person can act as proxy on behalf of Members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other shareholder.
3. The Register of Members and Share Transfer of the Company will remain closed From Thursday 24th September, 2015 to Wednesday 30th September, 2015 (both days inclusive).
4. The Company's shares have been notified for compulsory dematerialization w.e.f. June 22, 2002. Accordingly trading of shares of the company will be allowed only in de-mat form.
5. Member are requested to notify immediately any change of address to their Depository Participants (DP's) in respect of their electronic share account and the Company's Registrar & Share Transfer Agents & to the Company at its Registered Office in respect of their physical share folios, if any.
6. Members/Proxies are requested to produce at the entrance the enclosed attendance slip duly completed and signed for admission to meeting place.
7. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members who hold shares in de-materialized form are requested to bring their client I.D. & DP I.D. Nos. for easier identification of attendance at the meeting.
9. Members are requested to bring their copies of the Annual Report to the meeting.
10. Company's equity shares are listed on the following Stock Exchanges:



- a) Delhi Stock Exchange Limited,
DSE House, 3/1, Asaf Ali Road, New Delhi-110 002
 - b) Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
11. No Gift/Gifts Coupon shall be provided to the members.
 12. Relevant documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
 13. Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode whose e- mail address are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e- mail address, physical copies are being sent by the permitted mode.
 14. To support Green Initiative the Members who have not registered their e-mail addresses are requested to register the same with the Company/ Depository.
 15. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to shareholders holding shares as on 23rd September, 2015 being the cut-off date fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL). The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 23rd September, 2015.
 16. Ms. Rakhi Bhattacharya, Practicing Company Secretaries (Membership No. 33989), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 17. The facility for voting, through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 18. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 19. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
 20. Route map of the venue of the Meeting (including prominent land mark) is annexed.

INSTRUCTION FOR E-VOTING

(A) In case of members receiving e-mail:(For members whose email IDs are registered with the Company/DP)

The e-voting period commences on Saturday, 26th September, 2015 (9.00 a.m. IST) and ends on Tuesday , 29th September 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form as on 23rd September, 2015 i.e. cut off date may cast their vote electronically. A person who is not a Member as on the cut-off date should treat this Notice for information only. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.

(B) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on cut off date i.e. 23rd September, 2015 .A person, whose name is



recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting through ballot.

- (1) The shareholders should log on to the e-voting website www.evotingindia.com.
- (2) Click on Shareholders.
- (3) 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.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) 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.
- (6) 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> <p>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 Demat Account 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. Eg. If your name is Khushal Joshi with sequence number 1 then enter KH00000001 in the PAN field.</p>
Dividend Bank Details	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.
OR Date of Birth (DOB)	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 the instruction (v).

- (7) After entering the details appropriately, click on "SUBMIT" tab.
- (8) 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.
- (9) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (10) Click on the EVSN for the relevant **"CUBICAL FINANCIAL SERVICES LIMITED"** on which you choose to vote.
- (11) 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.



- (12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (13) 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.
- (14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take out a print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (16) If the 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.
- (17) 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.
- (I) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. may follow the same instructions as mentioned above for e-Voting.
- (II) 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.

Other Instructions:

- (i) The e-voting period commences on Saturday, 26th September 2015 (9.00 a.m. IST) and ends on Tuesday , 29th September 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on September 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- (ii) The voting rights of the Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 23, 2015.
- (iii) The Scrutinizer(s) shall immediately after the conclusion of voting at the meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast 2(two) witnesses not in the employment of the Company. The Scrutinizer(s) shall submit a consolidated Scrutinizers’ Report of the votes cast in favour or against, if any, not later than 3



(three) days of conclusion of the meeting to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by him in writing shall declare the results of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cubicalrealtors.com and on the website of CDSL www.evoting.cdsi.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") & Delhi Stock Exchange where the shares of the Company are listed.

By Order of the Board
for **CUBICAL FINANCIAL SERVICES LIMITED**

Date: 29.08.2015
Place : New Delhi

Sd/-
(Ashwani K. Gupta)
Managing Director
(DIN: 00348616)

Registered Office:

456, Aggarwal Metro Heights, Netaji Subhash Place
Pitampura, New Delhi-110034
CIN : L65993DL1990PLC040101
E-mail : cubfinser@yahoo.com

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 to 6 of the accompanying Notice:

ITEM NO.4.

Mrs. Manju Anil Goyal was appointed as an Additional Director of the Company by the Board of Directors on 31st March, 2015. Accordingly, she shall hold office upto the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Act from Members alongwith required deposit proposing the candidature of Mrs. Manju Anil Goyal for the office of Director of the Company.

Mrs. Manju Anil Goyal is a graduate in Arts.

Further details in respect of Directorship/ membership in other Board's and other details as required by the Listing Agreement and the Secretarial Standards are provided under **Annexure to the Notice**.

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors, KMP and their relatives is in any way concerned or interested financially or otherwise, in the Resolution as mentioned under item no. 4 of the accompanying Notice.

ITEM NO.5.

Mr. Ashish Bhala aged 32 is the Fellow Member of the Institute of Chartered Accountant India and has around 14 years of financial experience.

In the opinion of the Board, Mr. Ashish Bhala fulfils the conditions specified in the Act and the Rules framed thereunder for appointment of Independent Director and they are independent of the management.



Further details in respect of Directorship/ membership in other Board's and other details as required by Secretarial Standards are provided under **Annexure to the Notice**.

None of the Directors, KMP and their relatives is in any way concerned or interested financially or otherwise, in the Resolution as mentioned under item no. 5 of the accompanying Notice.

ITEM NO 6

Mr. NSR Prasad Raju aged 55 is a post graduate in Arts and has around 30 years of experience.

In the opinion of the Board, Mr. NSR Prasad Raju fulfils the conditions specified in the Act and the Rules framed thereunder for appointment of Independent Director and they are independent of the management.

Further details in respect of Directorship/ membership in other Board's and other details as required by Secretarial Standards are provided under **Annexure to the Notice**.

None of the Directors, KMP and their relatives is in any way concerned or interested financially or otherwise, in the Resolution as mentioned under item no. 6 of the accompanying Notice.

Annexure to the Notice

Details of Directors seeking appointment/re-appointment in the Annual General Meeting.

(As provided under Listing Agreement and Secretarial Standards)

Particulars	MANJU ANIL GOYAL	ASHISH BHALA	NSR PRASAD RAJU
Age	51	32	55
Date of first Appointment	31.03.2015	07.06.2010	19.08.2013
Qualification	Graduate	C.A.	M.A.
Experience	—	14	30
Directorships held in other Companies (excluding foreign Companies)	NIL	Rajgul Securities Private Limited Rajgul commtrade Private Limited	NIL
Memberships/Chairmanship of Committees of other Companies	—	—	—
Number of shares held in the Company	NIL	72240	NIL
Number of the Meeting of the Board attended during the year	—	8	8
Relationship with Other Directors/KMP's	Yes	NA	NA
Remuneration	NIL	NIL	NIL
Terms of appointment	Liable to retire by rotation	Not Liable to retire by rotation	Not liable to retire by rotation