



GOGIA CAPITAL SERVICES LIMITED
24th ANNUAL REPORT
2017-18

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GOGIA CAPITAL SERVICES LIMITED
CIN : L74899DL1994PLC059674

Corporate Information

BOARD OF DIRECTORS

Mr. Satish Gogia
Mr. Brijesh Saxena
Mr. Rajiv Kapur
Mrs. Sonica Arora

Managing Director
Director
Independent Director
Independent Director

BANKERS

IndusInd Bank (Mumbai)
Axis Bank (New Delhi)
Development Credit Bank Ltd (New Delhi)
HDFC Bank (New Delhi)
ICICI Bank (New Delhi)

AUDITORS

M/s Bhatia & Bhatia
Chartered Accountants
81, Hemkunt Colony
Level I, Opp. Nehru Place
New Delhi- 110048

SECRETARIAL AUDITOR

M/s Pramod Kothari & Co.
Company Secretaries
Shree Jee Complex, Sharma Market,
Sector - 5, Noida - 201 301

LEGAL ADVISORS

Luthra & Luthra
103, Ashoka Estate
Barakhamba Road,
New Delhi - 110001

REGISTERED OFFICE

100 A/1, The Capital Court,
Olof Palme Marg, Munirka,
New Delhi - 110067

WEBSITE ADDRESS

www.gogiacap.com

**REGISTRAR AND SHARE
TRANSFER AGENT**

Mas Services Limited
T - 34, 2nd Floor, Okhla Industrial Area,
Phase - II, New Delhi - 110 020
Phone No.: +91- 11 - 2638 7281, 82, 83,
Fax no.: +91 - 11 - 2638 7384
E-mail: info@masserv.com

NOTICE

Notice is hereby given that the 24th (Twenty Fourth) Annual General Meeting of the Members of Gogia Capital Services Limited ("The Company") will be held at the Registered Office of the Company situated at 100A/1, Right Wing The Capital Court, ground floor, Shopping centre, Munirka -III, New Delhi - 110067 on Saturday, September 29, 2018 at 11:00 A.M. to transact the following businesses:

Ordinary Businesses:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Brijesh Saxena DIN 06645560), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. Appointment of Statutory Auditors

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Bhatia & Bhatia, Chartered Accountants, (ICAI Registration No. 003202N) be and is hereby appointed as Statutory Auditors of the Company in place of retiring Auditors, M/s. Bhatia & Bhatia, Chartered Accountants, (ICAI Registration No. 003202N), to hold office from the conclusion of this 24th Annual General Meeting (AGM) until the conclusion of the 29th AGM of the Company, subject to ratification by the Members at every AGM till the 29th AGM, on such remuneration as may be mutually determined between the Statutory Auditors and Board of Directors of the Company."

Special Businesses:

5. **Regularization of Additional Director, Mr Jatin (DIN: 07869671) As Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, Mr Jatin, who was appointed as an Additional Director with effect from 3rd July, 2018 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Non- Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Satish Gogia, Managing Director and Mr. Jagmohan Singh Negi, Chief Financial Officer be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

6. To consider the following resolution proposed to be passed as Special Resolution for the adoption of Memorandum and Articles of Association as per applicable clauses under Companies Act, 2013:-

"RESOLVED THAT pursuant to the provisions of section 4 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant Rules framed thereunder, the existing Memorandum and Articles of Association of the Company be and is hereby replaced by a adoption of new set of Memorandum and Articles of Association of the Company after incorporating all the applicable clauses in conformity with the provisions of Companies Act, 2013 and the Rules made thereunder."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, Mr. Satish Gogia, Managing Director, Mr. Jagmohan Singh Negi, Chief Financial Officer and Ms. Megha Bahel, Company Secretary of the Company be and are hereby severally authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard."

7. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

"RESOLVED THAT pursuant to Section 13, 61 and other applicable provisions if any, of the Companies Act, 2013 (Act) and rules made there under (including any amendment thereto or re-enactment thereof) and the rules framed there under and the Article of Association on the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 5,60,00,000 (Rupees Five Crore Sixty Lakh only) divided into 56,00,000 (Fifty Six Lakh) Equity Shares of Rs. 10/- each to Rs. 7,50,00,000 (Rupees Seven Crores Fifty lakh Only) divided into 75,00,000 (Seventy Five lakh) Equity Shares of Rs. 10/- each ranking pari-passu with the existing shares of the company.

RESOLVED FURTHER THAT the Memorandum of Association of the company be and is hereby altered by substituting the existing clause V thereof by the following clause V:

The Authorized share capital of the Company is Rs. 7, 50, 00,000 (Rupees Seven crore Fifty Lakh) divided into 75, 00,000 (Seventy Five lakh) Equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Board of Directors Mr. Satish Gogia, Managing Director, Mr. Jagmohan Singh Negi, Chief Financial Officer and Ms. Megha Bahel, Company Secretary are authorized to prepare, file, execute, sign any applications, forms in electronic mode, explanations, documents, papers etc. and to make any amendments / additions/ deletions/ in the applications/ forms/ explanations/ documents/ papers filed/ to be filed with the Registrar of the Companies, NCT of the Delhi & Haryana and remit the requisite fee."

8. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the "Bombay Stock Exchange") and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion,

the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, on a preferential basis upto 40,00,000 equity shares of face value of Rs. 10/- each (the "Equity Shares"), at a price of Rs.10/- (Rupees Ten) and premium of Rs 39/- (Rupees Thirty Nine) each aggregating up to 4,00,00,000 (Rupees Four Crore only), at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion to the following:-

Sr No.	Name & Address of the proposed allottees	No. of Shares (Face value of Rs. 10/- per share)	If Allottee Is Not A Natural Person, Identity Of The Natural Person Who Are The Ultimate Beneficial Owner Of The Shares Proposed To Be Issued, If Applicable	Amount (In Rs.)
1.	Satish Gogia Flat No -4701 392-Marsa Dubai -34004	15,00,000		1,50,00,000
2.	Gogia Commodity Trading Private Limited S-15, Baani Square, Block-A, Hilton Garden Inn, Sector-50, Gurgaon- 122018	10,00,000	Satish Gogia, Director Flat No -4701 392-Marsa Dubai -34004	1,00,00,000
3.	Nexpact Limited C/o Amicorp(Mauritius) Limited 6 th Floor, Tower 1, Nexteracom Building, Ebene, Maurittius	15,00,000	Saleem Aziz Habib Al Balushi, Director House 4131/1 Way 1954, Block PH10, Welayih Area Adeeb, Al Mawaleh, Muscat, Sultanate of Oman	1,50,00,000
Total		40,00,000		4,00,00,000

RESOLVED FURTHER THAT the aforementioned issue and allotment shall be made on the following terms and conditions:

1. The Equity Shares shall be allotted in favour of the subscribing person/entity against receipt of the subscription price, which shall be paid by the subscribing person/entity on or before expiry of 180 days from the date of passing of special resolution in the general meeting of the Company or such other time as may be extended by the Board.
2. The Equity Shares shall be allotted within sixty (60) days from the receipt of the share application money.
3. These Equity Shares shall rank pari-passu in all respects with the existing fully paid up equity shares of the Company.
4. No fresh offer or invitation shall be made on private placement basis unless the allotments with respect to this offer or invitation have been completed or the offer or invitation has been withdrawn or abandoned by the Company.

5. The Company shall not utilise monies raised through private placement unless allotment is made and return of allotment is filed with the registrar in accordance with provisions of sub section (8) of Section 42(4) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, stabilizing agent, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT Mr. Satish Gogia, Managing Director, Mr. Jagmohan Singh Negi, Chief Financial Officer and Ms. Megha Bahel, Company Secretary be and are hereby severally authorized to execute all documents, communications and to issue the offer letter and to do all further acts, deeds and things as may be required in this connection including the filings with any governmental Authority and the Registrar of Companies and to comply with all other requirements in this regard."

Registered Office

100A/1, The Capital Court
Munirka, New Delhi – 110067

By order of the Board of Directors
for, **Gogia Capital Services Limited**



Megha Bahel
Company Secretary & Compliance Officer

Place: New Delhi

Date: September 21, 2018

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses under Item Nos. 5 to 8 of the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is 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 person or shareholder.
The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.
During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
3. Members/Proxies are requested to bring their Attendance slip/proxy form duly filled and signed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send in advance a duly certified copy of the board resolution/power of attorney authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Sunday, September 23, 2018 to Saturday, September 29, 2018 (both days inclusive) and same will be re-opened from Sunday, September 30, 2018 onwards.
7. The route map showing directions to reach the venue of the 24th AGM is provided at the end of this Notice.
8. 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 period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. **The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Mas Services Limited (MSL). Members are further requested to update their current signature in MSL system. The Performa of updation of Shareholder information is provided at the end of Annual Report.**
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
11. The Securities and 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 MSL.
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact MSL for assistance in this regard.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to MSL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the MSL. Members holding shares in physical form may submit the same to MSL. Members holding shares in electronic form may submit the same to their respective depository participant.

15. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and MSL to enable us to send you the communications via email.
16. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses 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 addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.gogiacap.com.
17. The Company has not declared any dividend. Further, the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2017-18. Therefore, the Company is not required to upload the details of Unpaid and unclaimed dividend amounts. Further, during the year, the Company has not transferred any amount to fund established under Section 125 of the Companies Act, 2013.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
19. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
20. In pursuance to the provisions of Section 110 of the Act and the Rules framed there under, as amended from time to time, the Company is required to provide the facility to vote by electronic means under section 108.
21. All documents specifically referred to in this Notice and the Explanatory Statement are open for inspection at the Registered office of the Company during business hours on all working days (except Saturdays and Sundays) up to the date of AGM.

22. E-VOTING

Information and other instructions relating to e-voting are as under:

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting (SS-2), the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services.
- ii. Mr. Ranjeet Kumar Verma, Practicing Company Secretary (Membership No. F6814) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- iii. The Chairman shall, at the AGM, 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" for all those members who are present at the AGM.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the 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 the voting forthwith.

- v. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz; www.gogiacap.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
23. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment or re-appointment as Director under Item No.4 of the Notice are provided hereunder;

Particulars	Mr. Jatin
Date of Birth	August 25, 1988
Date of Appointment at current designation and term	July 3, 2018
Educational Qualifications	Post Graduate
Expertise in specific functional areas - Job profile and suitability	He is having Knowledge and experience in the field of share trading for more than 2 years.
Directorships held in other public companies*	Venmar Information Technologies Pvt. Ltd
Memberships / Chairmanships of committees of public companies*	No
Inter-se Relationship with other Directors.	No Relation

Annexure to Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("The Act")

Item No. 5

In accordance with the provisions of Section 152 and 161 of the Companies Act, 2013 of the Company, the following director was appointed as additional director:-

1. Mr. Jatin (DIN- 07869671), w.e.f 3 July 2018.

Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 the above director holds office up to the date this Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing all above candidatures for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of these two directors on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions.

The Board recommends resolution under Item No. 5 to be passed as ordinary resolution.