



GOGIA CAPITAL SERVICES LIMITED

25TH ANNUAL REPORT

2018-19

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GOGIA CAPITALSERVICES LIMITED

CIN: L74899DL1994PLC059674

Corporate Information

BOARD OF DIRECTORS

Mr. Satish Gogia

Mr. Brijesh Saxena

Mr. Jatin

Mr. Rajiv Kapur

Mrs. Sonica Arora

Mr. Kishore Chand Garg

Mr. Jagmohan Singh Negi

Ms. Megha Bahel

Managing Director

Director

Director

Independent Director

Independent Director

Independent Director

Chief Financial Officer

Company Secretary & Compliance Officer

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 Subhash Kumar & Co.

Company Secretaries

25, Chauhan Mohalla, Sarai Pipalthalla

New Delhi – 110033

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
TRANSFER AGENT**

**SHARE 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 25th Annual General Meeting of the Members of Gogia Capital Services Limited will be held on Monday, 30th September, 2019 at 10:00 A.M at the Registered Office of the Company at 100A/1, Right Wing The Capital Court, Ground Floor, Shopping Centre, Munirka –III, New Delhi – 110067 to transact the following businesses:

Ordinary Businesses:-

1. **Adoption of Financial Statements.**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Report of the Board of Directors and the Auditors thereon.

2. **Appointment of Mr. Brijesh Saxena (DIN: 06645560) as a Director, liable to retire by rotation.**

To appoint Mr. Brijesh Saxena (DIN 06645560) as a Director, liable to retire by rotation and being eligible, offer himself for re-appointment.

3. **Appointment of Statutory Auditors to fill casual vacancy**

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(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Sandeep Kumar Singh & Co., Chartered Accountants (ICAI Registration no. 035528N), Delhi be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Bhatia & Bhatia, Chartered Accountants (ICAI Registration No.003202N).”

“RESOLVED FURTHER THAT M/s. Sandeep Kumar Singh & Co., Chartered Accountants (ICAI Registration no. 035528N), Delhi be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended

31st March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

Special Businesses:-

4. **Appointment of Mr. Kapoor Chand Garg as an Independent Director.**

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 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules and regulations made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Kapoor Chand Garg (DIN: 03627645), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th March, 2019 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Act, and in respect of whom, the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose Mr. Kapoor Chand Garg as a candidate for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a period of five years with effect from 15th March, 2019 to 14th March, 2024 and whose office shall not be liable to retire by rotation.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Re-appointment of Mr. Satish Gogia as Managing Director.**

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 Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to approval of Central Government and all other applicable regulatory approvals, consent and permissions, if any required, approval of the Members be and is hereby accorded to re-appoint Mr.

Satish Gogia (DIN: 00932987) as Managing Director (designated as Chairman and Managing Director) of the Company for a further term of three years with effect from 1st April, 2019, liable to retire by rotation with revised remuneration effective from 1st April, 2019 on the terms and conditions including remuneration as set out in the statement annexed to the notice with liberty to the Board of Directors (herein after referred to as the "Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit without referring the matter to the General Body in accordance with the Schedule V as amended/modified including any guidelines or notification or rules on managerial remuneration issued by the Central Government from time to time and as may be acceptable to Mr. Satish Gogia subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification or re-enactment thereof.

Resolved further that the Board be and is hereby authorised 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 of Directors

Date: 5th September, 2019

Place: New Delhi

Megha Bahel

Company Secretary & Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS

MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

3. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. MEMBERS/PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.
4. During the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and till the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
5. Members / proxies / authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
7. In 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. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 20th September, 2019 to Monday, 30th September, 2019 (both days inclusive) for the Meeting.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Company, for consolidation into a single folio.
10. 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 Meeting.

11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Meeting.
12. Members requiring any information/clarification on Annual Report / having any complaints are requested to address their queries at the Company's Registered Office at 100A/1, Right Wing, the Capital Court, Ground Floor, Shopping Centre, Munirka –III, New Delhi – 110067 or e-mail the queries to compliance@gogiacap.com. Queries on Annual Report may be sent to the company at least seven days before the date of the meeting so that requisite information is made available at the meeting.
13. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturday, during business hours up to the date of the Meeting.
14. The instructions and other information relating to E-voting are as under:
 - I. 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Friday, 27th September, 2019 (9.00 am) and ends on Sunday, 29th September, 2019 (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 of 23rd September, 2019, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :

- i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

- ii. Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- iii. Click on Shareholder – Login
- iv. Put your user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the company/depository participant(s) or mentioned in the postal ballot form) and verification code as displayed. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select "EVEN" of "Gogia Capital Services Limited".
- viii. Now you are ready for remote e-voting as Cast Vote page opens.