



Gogia Capital Services Limited

Annual Report 2019-20

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CORPORATE INFORMATION

COMPANY NAME	GOGIA CAPITAL SERVICES LIMITED
CIN	L74899DL1994PLC059674
BOARD OF DIRECTORS	<div>Mr. Satish Gogia</div> <div>Managing Director</div> <div>Ms. Sonica Arora</div> <div>Independent Director</div> <div>Mr. Brijesh Saxena</div> <div>Director</div> <div>Mr. Rajiv Kapur</div> <div>Independent Director</div> <div>Mr. Jatin</div> <div>Director</div> <div>Mr. Jagmohan Singh Negi</div> <div>CFO</div>
BANKERS	Indusind Bank Limited
AUDITORS	<div>M/s Sandeep Kumar Singh & Co, Chartered</div> <div>Accountants (FRN: 035528N)</div>
SECRETARIAL AUDITOR	M/s Richa Dhamija & Company, (Practising Company Secretaries), C-553, Sector-19, Noida-201301
LEGAL ADVISORS	Luthra & Luthra 103, Ashoka Estate Barakhamba Road, New Delhi – 110001
REGISTERED OFFICE	100A/1 Right Wing, The Capital Court Ground Floor, Shopping Centre, Munirka-III New Delhi South West Delhi DL 110067
WEBSITE ADDRESS	www.gogiacap.com
REGISTRAR AND SHARE TRANSFER AGENT	<div>MAS SERVICES LTD.</div> <div>T-34, Second Floor, Okhla, Industrial Area, Phase II,</div> <div>New Delhi - 110 020</div>
INVESTOR COMPLIANT	<div>Ms. Meenakshi Kaushik</div> <div>Contact no.: 011- 49418868-69</div> <div>Email id: accounts@gogiacap.com</div>

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Gogia Capital Services Limited will be held on Wednesday, 30th September, 2020 at 12:00 P.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, 2020, together with the Report of the Board of Directors and the Auditors thereon.

2. Appointment of Mr. Jatin (DIN: 07869671) as a Director, liable to retire by rotation

To appoint Mr. Jatin (DIN 07869671) as a Director, liable to retire by rotation and being eligible, offer himself for re-appointment.

By order of the Board of Directors

**Sd/-
Meenakshi Kaushik
Company Secretary**

Delhi 5th September, 2020

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, are not attached as there was special business.
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 24th September, 2020 to 30th September, 2020 (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 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 27th September, 2020 (9.00 am) and ends on 29th 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 of 23rd September, 2020, 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.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail to hricha.dhamija24@gmail.com with a copy marked to evoting@nsdl.co.in and compliance@gogiacap.com.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD
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ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2020.

X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. 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 23rd September, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.

A person who is not a member as on the cut-off date should treat this notice for information purpose.

- XII. M/s Richa Dhamija and Company, Practicing Company Secretary been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the meeting at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. 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 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.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of NSDL 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 Stock Exchange.

By order of the Board of Directors

**Sd/-
Meenakshi Kaushik
Company Secretary**

Delhi 5th September, 2020

Annexure – A

Disclosure required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of ICSI:

Name	Jatin
Director Identification Number	07869671
Date of first Appointment on the Board	03/07/2018
Experience in Specific Functional Area	Overall management and planning of the company.
Qualifications	Graduate
Terms and Conditions of Appointment / Reappointment	As per Item No. 2
Details of remuneration sought to be paid	Nil
Last drawn remuneration	
Relationship with other Directors and Key Managerial Personnel	Not Applicable
Directorship in other Companies	Venmar Information Technologies Private Limited
Chairman/Member in the Committees of the Boards of other Listed companies	None
No. of Shares held in the Company	Nil

BOARDS' REPORT

To
The Members,

Your Directors are pleased to present their Twenty-Sixth Annual Report of the company for the year ended 31.03.2020.

Financial Results

The company's financial performance for the year ended 31.03.2020 is summarized below:
(Rs. in Lakhs)

Particulars	2019-20	2018-19
Revenue from Operations	459.69	363.51
Other Income	388.01	229.70
Total Revenue	847.70	593.21
Less: Total Expenses	325.19	350.75
Profit / (Loss) Before Tax and Exception item	522.51	242.46
Less: Current Tax	145.00	67.05
Less: Income Tax adjustments for earlier year	0.00	0.26
Less: Deferred Tax Asset/(Liability)	0.50	1.11
Profit / (Loss) after Tax	377.01	174.44

State of Affairs & Operations

During the financial year 2019-20, the total revenue of the Company stood at Rs. 847.70 Lakhs as compare to that of Rs. 593.21 Lakhs in the previous year 2018-19 resulting into more that 69.98% more revenue than that of previous year.

The Net Profit after Tax for the financial year 2019-20 stood at Rs. 377.01 Lakhs as against that of Rs. 174.44 Lakhs in previous year 2018-19.

Dividend

Based on the financial results and in order to conserve the resources, your Directors do not recommend payment of any dividend for the year ended 31.03.2020.

Transfer to Reserves

The Company do not propose to transfer any amount to general reserve for the financial year ended 31.03.2020.

Management Discussion and Analysis Report

Management Discussion and Analysis as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is presented in a separate section forming part of this Annual Report. It provides details about the overall industry structure, global and domestic economic scenarios and developments in business operations / performance of the Company's business.