

AARCON FACILITIES LIMITED
(Formerly Known As R. B. GUPTA FINANCIALS LIMITED)

21ST ANNUAL REPORT

2013-2014

: BOARD OF DIRECTORS :

MR. BHARAT R. GUPTA

(Managing Director)

Mrs. ANUPAMA B. GUPTA

(Director)

MR. KAMAL BACHUBHAI PANDYA

(Director)

MR. RAMESH N. CHAUHAN

(Director)

MR. NARENDRA C. PATEL

(Director)

: BANKERS :

BANK OF INDIA
INDUSIND BANK

: AUDITORS :

M/S. AMIN PARIKH & CO.

Chartered Accountant

206-206, Ujjval Complex, Nr. Akota Stadium, Vadodara
Ph. No. : 0265-2350746, Email: aminparikh@yahoo.com

: Registered Office :

401, 402, Earth Complex, Opp. Vaccine Institute,
Old Padra Road, Vadodara, Gujarat, 390015
Ph. No. 0265-233 3677 / 233 6277, Email: rbgfin@gmail.com

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the members of AARCON FACILITIES LIMITED (Formerly known as R B GUPTA FINANCIALS LIMITED) will be held at 9.00 a.m. on Monday, 29th September, 2014 at 401, 402, Earth Complex, Opp. Vaccine Institute, Old Padra Road, Vadodara, Gujarat, 390015 to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Reports of Directors and Auditors thereon.
2. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration with the Auditors.

Special business:

3. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:
RESOLVED THAT Mr. Rameshbhai Narshinhbhai Chauhan be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years upto 29th September, 2019.
4. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:
RESOLVED THAT Mr. Narendrakumar Chandubhai Patel be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years upto 29th September, 2019.
5. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:
RESOLVED THAT Mr. Kamal Bachubhai Pandya be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years upto 29th September, 2019.

Date: 14.08.2014

Regd. Office:
401, 402, Earth Complex,
Opp. Vaccine Institute,
Old Padra Road,
Vadodara, Gujarat, 390015

By Order of the Board

Bharat R. Gupta
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL ONLY TO VOTE INSTEAD OF HIM. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PROXY FORM IS SENT HEREWITH
A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company.
Proxy submitted on behalf of the companies, Societies etc. must be supported by an appropriate resolution/ authority as applicable.
2. Members register and share transfer book of the company will remain closed from Thursday, 25th September, 2014 to Monday, 29th September, 2014.
3. Voting through electronic means : E-voting : The Company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative for all the members of the Company to enable them to cast their votes electronically. The instructions for E-voting are attached herewith.
4. Explanatory statement setting out all material facts concerning the special business u/s 102 of the Companies Act, 2013 is annexed hereto.

Explanatory statement in respect of the special business u/s 102 of the Companies Act, 2013

Item No.3

Mr. Rameshbhai Narshinhbhai Chauhan was appointed as Independent Director at the meeting of the Board of Directors of the Company on 1st October, 2001. He is graduate in arts and has varied and rich experience of over 20 years in accounts and administration. Mr. Rameshbhai Narshinhbhai Chauhan retires by rotation at the ensuing AGM under the provisions of erstwhile Companies Act, 1956. Mr. Rameshbhai Narshinhbhai Chauhan is an Independent Director of the Company and has held the position as such for more than five years. Mr. Rameshbhai Narshinhbhai Chauhan being eligible and seeking re-appointment, is proposed to be appointed as Independent Director for a term of five years from the date of ensuing AGM, not liable to retire by rotation, at the ensuing annual general meeting.

The company has received from Mr. Rameshbhai Narshinhbhai Chauhan (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Your Board is of the opinion that Mr. Rameshbhai Narshinhbhai Chauhan proposed to be appointed as Independent Director fulfils the conditions specified in the Act and the rules made there under and that he is independent of the management. A copy of the draft letter for appointment of Mr. Rameshbhai Narshinhbhai Chauhan as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the company.

The Board considers that his appointment as Independent Director of your company is in the interest of the Company. Your Board recommends his appointment as Director of your Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Rameshbhai Narshinhbhai Chauhan is directly or indirectly concerned or interested in the above resolution except to the extent of his shareholding (including his relatives), if any, in the Company.

Item No.4

Mr. Narendrakumar Chandubhai Patel was appointed as Independent Director at the meeting of the Board of Directors of the Company on 16th December, 2010. He is graduate in commerce and has varied and rich experience of over 14 years in accounts. Mr. Narendrakumar Chandubhai Patel is an Independent Director of the Company and has held the position as such for more than three years. Mr. Narendrakumar Chandubhai Patel being eligible and seeking re-appointment, is proposed to be appointed as Independent Director for a term of five years from the date of ensuing

AGM, not liable to retire by rotation, at the ensuing annual general meeting.

The company has received from Mr. Narendrakumar Chandubhai Patel (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Your Board is of the opinion that Mr. Narendrakumar Chandubhai Patel proposed to be appointed as Independent Director fulfils the conditions specified in the Act and the rules made there under and that he is independent of the management. A copy of the draft letter for appointment of Mr. Narendrakumar Chandubhai Patel as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the company.

The Board considers that his appointment as Independent Director of your company is in the interest of the Company. Your Board recommends his appointment as Director of your Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Narendrakumar Chandubhai Patel is directly or indirectly concerned or interested in the above resolution except to the extent of his shareholding (including his relatives), if any, in the Company.

Item No.5

Mr. Kamal Bachubhai Pandya was appointed as Independent Director at the meeting of the Board of Directors of the Company on 31st March, 2012. He is graduate in law and has varied and rich experience of over 25 years in legal field. He is Director in other company also. Mr. Kamal Bachubhai Pandya is an Independent Director of the Company and has held the position as such for more than two years. Mr. Kamal Bachubhai Pandya being eligible and seeking re-appointment, is proposed to be appointed as Independent Director for a term of five years from the date of ensuing AGM, not liable to retire by rotation, at the ensuing annual general meeting.

The company has received from Mr. Kamal Bachubhai Pandya (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Your Board is of the opinion that Mr. Kamal Bachubhai Pandya proposed to be appointed as Independent Director fulfils the conditions specified in the Act and the rules made there under and that he is independent of the management. A copy of the draft letter for appointment of Mr. Kamal Bachubhai Pandya as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the company.

The Board considers that his appointment as Independent Director of your company is in the interest of the Company. Your Board recommends his appointment as Director of your Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Kamal Bachubhai Pandya is directly or indirectly concerned or interested in the above resolution except to the extent of his shareholding (including his relatives), if any, in the Company.

Date: 14.08.2014

Regd. Office:
401, 402, Earth Complex,
Opp. Vaccine Institute,
Old Padra Road,
Vadodara, Gujarat, 390 015

By Order of the Board

Bharat R. Gupta
Managing Director

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department when prompted by the system while e - voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <Default Number> in the PAN field.

Please enter any one of the details in order to login.

vi) After entering these details appropriately, click on "SUBMIT" tab.

vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

viii) Click on the relevant EVSN on which you choose to vote.

ix) 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.

x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

xi) 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.

xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(II) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

(B) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

(C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

(D) The voting period begins on 23rd September, 2014 (9.00 a.m) and ends on 25th September, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd August, 2014 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 by the shareholder, the shareholder shall not be allowed to change it subsequently.

(E) 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.

COMPLIANCE CERTIFICATE

To
The Members,
Aarcon Facilities Limited
(Formerly known as R.B. Gupta Financials Ltd.)
Baroda.

We have examined the registers, records, books and papers of Aarcon Facilities Limited as required to be maintained under the Companies Act, 1956 (the Act) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014 (financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this Certificate with the Registrar of Companies prescribed under the Act and the rules made there under.
3. The company, being a public limited company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met six times respectively on 23.05.2013, 10.06.2013, 14.08.2013, 10.11.2013, 18.01.2014 & 14.02.2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company closed its Register of Members from 26.07.2013 to 29.07.2013.
6. The annual general meeting for the financial year ended on 31st March, 2013 was held on 29.07.2013 after giving due notice to the members of the company and the resolutions passed there were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The company has not entered into any contract falling under section 297 of the Act.
10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. There were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government, as the case may be.
12. The company has not issued any duplicate certificates during the financial year.
13. i. There was no allotment/transfer/transmission of securities.
The Company has:
ii & iii. not deposited any amount in a separate Bank Account and also not posted any warrant as no dividend was declared during the Financial year.
iv. no outstanding amount in unpaid dividend account, application money amount due for refund, matured deposit, matured debenture and interest thereon.

- v. duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted.. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
 15. There was no appointment of Managing Director under section 269 of the act read with Schedule XIII during the year.
 16. The company has not appointed any sole selling agents during the financial year.
 17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such prescribed under the various provisions of the Act except the approval of the Registrar of Companies for change of name of the company.
 18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
 19. The company has not issued any shares, debentures or other securities during the financial year.
 20. The company has not bought back any shares during the financial year.
 21. There was no redemption of preference shares or debentures during the financial year.
 22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer or shares.
 23. The company has not invited/accepted any deposit including any unsecured loan falling within the purview of section 58A during the financial year.
 24. The company has not made any borrowing during the financial year.
 25. The company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the Register kept for the purpose.
 26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
 27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
 28. The company has altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
 29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
 30. The company has altered its articles of association during the financial year.
 31. There was no prosecution initiated against or show cause notice received by the company during the financial year for offence under the Act.
 32. The company has not received any money as security from its employees during the financial year.
 33. The company has not deducted any contribution towards Provident Fund under section 418 of the Act.

For Dinesh Mehta & CO.
Company Secretaries

Dinesh Mehta
Proprietor
C.P. No. 2127

Place: VADODARA
Date: 28.06.2014

Annexure A

Registers as maintained by Aarcon Facilities Limited

1. Reg. of Charge u/s 143.
2. Reg. of Members u/s 150.
3. Reg. of contract with Directors etc. u/s 301.
4. Reg. of Directors' shareholding u/s 307.
5. Reg. of Directors, Managing Director u/s 301/303.
6. Share Transfer Register.

Anexure B

Forms/Returns filed by Aarcon Facilities Limited

1. Form 23AC & 23ACA as at 31.03.2013 filed on 13.08.2013.
2. Form 20B upto 29.07.2013 filed on 26.09.2013.
3. Form 66 for the year ended 31.03.2013 filed on 08.08.2013.
4. Form 23 dated 29.07.2013 filed on 08.08.2013.
5. Form 1A dated 10.06.2013 filed on 17.06.2013.
6. Form 1B dated 29.07.2013 filed on 13.08.2013.

For Dinesh Mehta & Co.
Company Secretaries

Dinesh Mehta
Proprietor

DIRECTORS' REPORT

Dear Members, Your Directors hereby present the 21st Annual Report together with the audited statement of account for the year ended on 31st March, 2014.

1. FINANCIAL RESULTS:

The financial Results for the year ended are as under:

Particulars	Year ended 31-03-2014	Year ended 31-03-2013
(Rs. In Lac)		
Total Turnover and other income	3.72	154.08
Profit (Loss) before interest, depreciation and tax	(4.06)	19.38
Interest	2.30	0.32
Depreciation	0.21	0.21
Profit (Loss) before tax	(6.57)	18.85
Current Tax	NIL	3.50
Deferred Tax Asset	(2.07)	(1.31)
Profit/ Loss after Tax	(4.51)	16.66
Transfer to special reserve	0.00	3.77
Balance carried to Balance Sheet	(4.51)	12.89

2. DIVIDEND:

Your Directors have not recommended any dividend for the year ended 31-03-2014.

3. PUBLIC DEPOSIT:

The company has not accepted any deposit U/S 58 A of the Companies Act, 1956 during the year under report.

4. REPORT ON CORPORATE GOVERNANCE:

Corporate governance report pursuant to clause-49 of the listing agreement entered with stock exchange is attached.

5. AUDITORS:

M/s. Amin Parikh & Co., Chartered Accountants, Auditors of the company retire at the ensuing Annual General Meeting and eligible for reappointment.

6. AUDITOR'S REPORT:

The observations of the auditors are explained whenever necessary, by way of appropriate notes to the account.

7. DIRECTOR'S RESPONSIBILITY STATEMENT: Your Board States that;

- (i) In the preparation of the annual accounts for the year ended on 31st March 2014, the applicable accounting standards had been followed except interest income on loan given has not been added to other income as it is doubtful to recover and there had been no other material departures from