

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

22ND ANNUAL REPORT

2014-2015

: BOARD OF DIRECTORS :

MR. BHARAT R. GUPTA
(Managing Director)

Mrs. ANUPAMA B. GUPTA
(Executive Director)

MR. KAMAL BACHUBHAI PANDYA
(Non-Executive Independent Director)

MR. RAMESH N. CHAUHAN
(Non-Executive Independent Director)

MR. NARENDRA C. PATEL
(Non-Executive Independent Director)

: BANKERS :

BANK OF INDIA
INDUSIND BANK
INDIAN OVERSEAS 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: rbgin@gmail.com

Corporate Identification Number (CIN) : L65910GJ1993PLC019057

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the members of AARCON FACILITIES LIMITED will be held at 9.00 a.m. on Wednesday, 30th September, 2015 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 Balance Sheet as at 31st March 2015 and Profit and Loss of the Company for the year ended on that day together with Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Anupama Bharat Gupta (02221605) who retires by rotation and being eligible offers herself for re-appointment.
3. To re-appoint auditors and fix their remuneration.

Dated : 30th May, 2015

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
DIN: 00547897

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 should notify change in the address, if any, specifying full address in block letters with pin code of the post office.
- 3) Members seeking further information on the accounts or any other matter contained in the notice are requested to write to the Company at least 7 days before the meeting, so that relevant information can be kept ready at the meeting.
- 4) The register of members and share transfer book will remain closed from Wednesday, 23rd September, 2015 to Wednesday, 30th September, 2015. [both days inclusive].
- 5) Members attending the meeting are requested to bring their copy of the Annual Report.
- 6) Pursuant to Section 72 of the Companies Act, 2013, members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filing required form.
- 7) 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 physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.
- 8) In terms of Section 152 of the Companies Act, 2013, Mr. Aupama Bharat Gupta (02221605) Director, retire by rotation at the meeting and being eligible, offers herself for re-appointment.
- 9) Voting through electronic means: E-voting: Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, 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.
- 10) The Board of Directors of the Company has appointed Dineshchandra Mangaldas Mehta of M/s. Dinesh Mehta & Co., Company Secretary in Practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- 11) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member (in case of electronic shareholding) as on the cut-off date i.e 23rd September, 2015.
- 12) A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. 23rd September, 2015 only shall be entitled to avail the facility of e-voting / Poll.
- 13) The e-voting facility will be available during the following period: Commencement of e-voting: From 9.00 a.m. (IST) on 27th September, 2015

End of e-voting: Up to 5.00 p.m. (IST) on 29th September, 2015.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by (CDSL) upon expiry of aforesaid period.
- 14) The Scrutinizer, after scrutinizing the votes cast at the meeting on poll and through e-voting will, not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.integraindia.com and the results shall simultaneously be communicated to the Bombay Stock Exchange.

Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting.

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

- (i) The e-voting period begins From 9.00 a.m. (IST) on 27th September, 2015 and end e-voting at 5.00 p.m. (IST) on 29th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha - numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
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.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
 - (ii) 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.
 - (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (v) 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.
 - (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (vii) 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.
 - (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (x) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xi) 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.
- 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

BOARD'S REPORT

Dear Members, Your Directors hereby present the 22nd Annual Report together with the audited statement of account for the year ended on 31st March, 2015.

1. FINANCIAL RESULTS:

The financial Results for the year ended are as under:

Particular	Year ended 31.03.2015	Year ended 31.03.2014
Sales & Other Income	43.48	13.72
Profit before Depreciation	13.16	(6.36)
Less: Depreciation	12.67	0.20
Profit/Loss of the year	0.49	(6.56)
Less: Provision for Taxation	0.10	0.00
Provision for Deferred Tax	8.12	(2.06)
Profit/Loss After Tax	(7.72)	(4.50)

2. Dividend

Your Board does not recommend any dividend for the financial year 2014-15.

3. Reserves

Your Board does not propose to carry to any reserves for the financial year 2014-15.

4. Brief description of the Company's working during the year/State of Company's affair

Total turnover during the year 2014-15 increased by Rs.33.01 lac (1874.93 %) compare to previous year 2013-14 and there is loss of Rs.7.72 lac during the year 2014-15 against loss of Rs.4.51 lac in previous year 2013-14.

5. Change in the nature of business, if any

The Company has commenced new business of managing theatres as mentioned in Clause III (C) 103 in Memorandum of Association during the financial year 2014-15.

6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

No material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

7. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

No significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future during the financial year and or subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The management of the Company has taken adequate steps for internal financial controls with reference to Financial statements.

9. Details of Subsidiary/Joint Ventures/Associate Companies

Your Company has no Subsidiary/Joint Ventures/Associate Companies during the year.

10. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement

Your Company has no Subsidiary/Joint Ventures/Associate Companies during the year.

11. DEPOSITS

Your Company has not accepted any deposit during the year and there was no deposit at the beginning of the year. Therefore the details relating to deposits, covered under Chapter V of the Act is not applicable.

12. STATUTORY AUDITORS

M/s. Amin Parikh & Co., Chartered Accountants, Auditors of the Company is eligible for re-appointment at the ensuing annual general meeting of the Company.

The Company has obtained a letter of consent and also a certificate under section 139 and 141 of the Companies Act, 2013 from the Auditors to the effect that, their re-appointment, if made would be within the limits prescribed in the said section.

13. AUDITORS' REPORT

The observations of the Auditors are explained, wherever necessary, in an appropriate notes to the Audited Statement of Accounts.

14. SHARE CAPITAL

During the year under review, the Company has not issued any securities nor has granted any stock option or sweat equity.

15. EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in Form No. MGT – 9 forming part of the Board's report is attached herewith as **(Annexure-E)**

16. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are attached herewith **(Annexure-A)**

17. Corporate Social Responsibility (CSR)

As your Company does not fall under the class of Companies specified under section 135 of the Companies Act, 2013 for spending any sum towards Corporate Social Responsibility as Net worth of the Company is below Indian Rupees 500 crore or Turnover is below Indian Rupees 1000 crore or a Net Profit is below Indian Rupees 5 crore during the preceding financial year ended on 31st March, 2014 and therefore the Company has not spent any sum towards Corporate Social Responsibility during the financial year 2014-15.

18. Directors

A) Changes in Directors and Key Managerial Personnel

There is no appointment of Director or Key Managerial Personnel during the Financial Year.

B) Declaration by an Independent Director(s) and re- appointment, if any

A declaration by Mr. Kamal Bachubhai Pandya, Mr. Ramesh N. Chauhan and Mr. Narendra C. Patel Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 have been given and the same have been displayed on Company's website.

The Board of Directors declare that the Independent Directors Mr. Kamal Bachubhai Pandya, Mr. Ramesh N. Chauhan and Mr. Narendra C. Patel in the opinion of the Board are:

- a) persons of integrity and they possess relevant expertise and experience;
- b) not a promoter of the Company or its holding, subsidiary or associate company;
- c) not related to promoters or directors of the company, or its holding, subsidiary or associate company;
- d) have/had no pecuniary relationship with the company, its holding or subsidiary or associate company or promoters or directors of the said companies during the two immediately preceding financial years or during the current financial year;
- e) none of their relatives have or had pecuniary relationship or transactions with the company, its holding, subsidiary or associate company or promoters or director of the said companies amounting to two percent or more of its gross turnover or total income or fifty lakh rupees whichever is lower during the two immediately preceding financial years or during the current financial year;

- f) neither they or any of their relatives –
- hold or have held the position of a key managerial personnel or are or have been employees of the Company or its holding, subsidiary, associate company in any of the three financial years immediately preceding the current financial year
 - are or had been employee or proprietor or a partner in any of the three financial years immediately preceding the current financial year of
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company or
 - any legal or consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of gross turnover of the said firm;
 - holds together with their relatives two percent or more of the total voting power of the company or
 - not a Chief Executive or director of any non-profit organization that receives twenty-five percent or more of its receipts from the company, any of the promoters or directors of the company or its holding, subsidiary or associate company or that holds two percent or more of the total voting powers of the company;
- g) possess qualifications prescribed in Rule 5 of The Companies (Appointment and Qualification of Directors) Rules, 2014.

Details of director seeking re-appointment as per clause 49 of listing agreement with the Bombay stock exchange is attached herewith **(Annexure- F)**

C) Formal Annual Evaluation

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and individual Directors which includes criteria for performance evaluation of executive directors and non-executive directors.

In evaluating the suitability of individual Board members, the Committee may take into account factors, such as:

- General understanding of the Company's business;
- Educational back ground and experience;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

19. Number of meetings of the Board of Directors

During the year from 1st April, 2014 to 31st March, 2015 the Board of Directors met six times on the following dates :

Sr. No.	Date	Board Strength	No. of Directors Present
1	15-05-2014	5	5
2	23-05-2014	5	5
3	14-08-2014	5	5
4	13-11-2014	5	5
5	16-01-2015	5	5
6	09-02-2015	5	5

20. Audit Committee

Audit Committee comprising of the following Directors of the Board:

	Name of Director	Status
1	Mr. Kamal Bachubhai Pandya	Non-Executive Independent Director
2	Mr. Ramesh N. Chauhan	Non-Executive Independent Director
3	Mr. Narendra C. Patel	Non-Executive Independent Director

There was no occasion regarding non acceptance of any recommendation of the Audit Committee during the year.

21. Details of establishment of vigil mechanism for directors and employees

The Board has appointed the following persons as members of vigil committee:

- Mr. Ramesh N. Chauhan

2. Mr. Narendra C. Patel

The Company has framed a whistle blower policy in terms of listing agreement and the same may be accessed on the Company's website.

22. Nomination and Remuneration Committee

Nomination and Remuneration Committee comprising of the following Directors of the Board:

	Name of Director	Status
1	Mr. Kamal Bachubhai Pandya	Non-Executive Independent Director
2	Mr. Ramesh N. Chauhan	Non-Executive Independent Director
3	Mr. Narendra C. Patel	Non-Executive Independent Director

The policy formulated by nomination and remuneration committee:

The terms of reference of the committee inter alia include succession planning for Board of Directors and Senior Management Employees, identifying and selection of candidates for appointment of Directors/Independent Directors based on certain laid down criteria, identifying potential individuals for appointment of Key Managerial personnel and other senior managerial position and review the performance of the Board of Directors and Senior Management personnel including Key managerial personnel based on certain criteria approved by the Board. While reviewing the performance, the committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talents, remuneration commensurate with the performance of individual and group and also maintains a balance between both short and long term objectives of the company.

There was no meeting held during the year.

23. Particulars of loans, guarantees or investments under section 186

The Company has not given any loan, guarantees or investments under section 186 to any person or body corporate except loan to employees of the Company as per Company's policy for employees.

24. Particulars of contracts or arrangements with re

Disclosures pursuant to section 197(12) of the Companies Act, 2013 read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed herewith (Annexure-C).

26. Secretarial Audit Report

The Secretarial Audit Report pursuant to section 204(1) of the Companies Act, 2013 given by M/s. Dinesh Mehta & Co., a company secretary in practice enclosed herewith (Annexure-D).

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark except:

- The Company has not appointed chief financial officer and company secretary as required under section 203 of the Companies Act, 2013.
- Form MGT-14, Form GNL-2, Form ADT-1, Form DIR-12, Form 23AC-ACA were filed after due date with additional fees.
- The Company has not provided to the members facility to exercise their right to vote at general meeting by electronic means as required under section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014.

Explanation:

- The Company is financially not strong enough that can bear expenses of salary of chief financial officer and company secretary and therefore not appointed key managerial personnel. As soon as the Company's financial position improves, the company will appoint key managerial personnel.
- Form MGT-14, Form GNL-2, Form ADT-1, Form DIR-12, Form 23AC-ACA were filed after due with additional fees through oversight.
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27. Corporate Governance Certificate

The Compliance certificate from M/s. Dinesh Mehta & Co., a company secretary in practice regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement has been annexed with corporate governance report.

28. Risk management policy

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company's risk management is embedded in the business processes. Your company has identified the following risks:

Key Risk	Impact to Aarcon Facilities Limited	Mitigation Plans
Recession in reality market.	Risk of recession in reality affects the function of the Company.	The Company does not launch any new project during recession period.
Interest Rate Risk	Any increase in interest rate can affect the finance cost	We have enough funds to meet the need arises.
Competition Risk	Every company is always exposed to competition risk.	By continuous efforts to enhance the brand image of the Company by focusing on quality, cost, timely delivery.
Compliance Risk – Increasing regulatory Requirements.	Any default can attract penal provisions	By regularly monitoring and review of changes in regulatory framework.

29. Directors' Responsibility Statement

Your Directors state that—

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and
- the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has no woman employee except one woman Director and therefore the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable at present.

Dated : 30th May, 2015
 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
 DIN: 00547897