AARCON FACILITIES LIMITED

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

24th ANNUAL REPORT

2016-2017

: BOARD OF DIRECTORS :

MR. BHARAT R. GUPTA
(Managing Director)

Mrs. ANUPAMA B. GUPTA
(Executive Director)

MR. KAMAL BACHUBHAI PANDYA
(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: rbgfin@gmail.com

Corporate Identification Number (CIN) : L65910GJ1993PLC019057

E-mail ID : rbgfin@gmail.com

AARCON FACILITIES LIMITED.

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of AARCON FACILITIES LIMITED will be held at 9.00 a.m. on Monday, 25th September, 2017 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 Financial Statements for the year ended on 31st March 2017 together with Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Bharat Ramchandra Gupta (DIN: 00547897) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Ashish Mehta & Associates as Statutory Auditors and fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:
   RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other provisions applicable, if any, of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013, Mr. Narendrakumar Chandubhai Patel, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years upto 1st October, 2022.

By Order of the Board

Dated: 30th May, 2017
Regd. Office:
401, 402, Earth Complex,
By Order of the Board
Opp. Vaccine Institute,
Old Padra Road,
Vadodara, Gujarat, 390015.

BHARAT RAMCHANDRA 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 Thursday, 21st September, 2017 to Monday, 25th September, 2017. [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. Bharat Ramchandra Gupta (00547897) Managing Director, retire by rotation at the meeting and being eligible, offers himself 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 Mr. 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. 18th September, 2017.

12) A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. 18th September, 2017 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 22nd September, 2017

End of e-voting: Up to 5.00 p.m. (IST) on 24th September, 2017.

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 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.

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

16) A route map along with prominent landmark for easy location to reach the venue of AGM is annexed herewith.

17) 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.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 and has experience of more than 6 years. He is graduate in commerce and has varied and rich experience of over 17 years in accounts. Mr. Narendrakumar Chandubhai Patel has resigned from the directorship due to preoccupation in other activities. The Board propose to appoint him as Independent Director for a term of five years from 1st October, 2017, 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.

The instructions for shareholders voting electronically are as under:

(i) The e-voting period begins From 9.00 a.m. (IST) on 22nd September, 2017 and end e-voting at 5.00 p.m. (IST) on 24th September, 2017. 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 18th September, 2017, 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

	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.

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:
(Viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

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

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) 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.

By Order of the Board

Dated: 30th May, 2017
Regd. Office:
401, 402, Earth Complex,
By Order of the Board
Opp. Vaccine Institute,
Old Padra Road,
Vadodara, Gujarat, 390015.

BHARAT RAMCHANDRA GUPTA
MANAGING DIRECTOR
DIN: 00547897

AARCON FACILITIES LIMITED
Directors' Report

To,

The Members,

Your Directors have pleasure in presenting their 24th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended on 31st March, 2017.

1. **Financial summary or highlights/Performance of the Company**

FINANCIAL RESULTS:

The financial results for the year as under: **(Rupees in Lacs)**

Particular	**Year ended 31.03.2017**	**Year ended 31.03.2016**
Sales & Other Income	39.93	62.11
Profit before Depreciation	01.30	13.45
Less: Depreciation	12.76	12.76
Profit/Loss of the year	(11.46)	0.69
Less: Provision for Taxation	0.00	0.18
Provision for Deferred Tax	(0.06)	14.76
Profit/Loss After Tax	(11.40)	(14.25)

2. **Dividend**

Your Board does not recommend any dividend for the financial year 2016-17.

3. **Reserves**

Your Board does not propose to carry to any reserves for the financial year 2016-17.

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

Total turnover during the year 2016-17 decreased by Rs. 16.83 lacs (33.58%) compare to previous year 2015-16 and there is loss of Rs. 11.40 lacs during the year 2016-17 compare to loss of Rs. 14.25 lacs in previous year 2015-16.

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 and continue to run that business also in the financial year 2016-17.

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**

The present statutory auditor M/s. Amin Parikh & Co., Chartered Accountants has completed more than five years in the Company. Pursuant to the provisions of section 139 of the Companies Act 2013, the said auditor is not eligible for re-appointment as statutory auditor of the Company for a period of five years now onwards. The audit committee of the Company has considered the qualifications and experience of M/s. Ashish Mehta & Associates, Chartered Accountants, Vadodara and recommended their appointment.

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 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, 2016 and therefore the Company has not spent any sum towards Corporate Social Responsibility during the financial year 2016-17.

18. **Directors**

A) **Changes in Directors and Key Managerial Personnel**

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

However, resignations were tendered by Mr. Rameshbhai Narshinhbhai Chauhan and Mr. Narendrakumar Chandubhai Patel, Directors of the Company with effect from 17th March, 2017.

Your board has received consent under form DIR 2 and declaration under form DIR-8 pursuant to Section 164(2) read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 form Mr. Narendrakumar Chandubhai Patel for appointment as Independent Director of the Company and therefore your board recommends such appointment at the ensuing AGM.

Mr. Bharat Ramchandra Gupta, Director of the Company retires by rotation at the ensuing annual general meeting and being eligible offers himself for re-appointment as Director.

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

A declaration by Mr. Kamal Bachubhai Pandya, Independent Director that he meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 have been received.