

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

26th ANNUAL REPORT

2018-2019

: BOARD OF DIRECTORS :

MR. BHARAT R. GUPTA
(Managing Director)

Mrs. ANUPAMA B. GUPTA
(Non-Executive Director)

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

: BANKERS :

BANK OF INDIA
INDUSIND BANK

: AUDITORS :

M/s. Bharat Parikh & Associates,
Chartered Accountants,
Vadodara.

: 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

Website : www.aarcongroup.com

AARCON FACILITIES LIMITED.

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the members of AARCON FACILITIES LIMITED will be held at 9.00 a.m. on Wednesday, 25th September, 2019 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 2019 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 Bharat Parikh & Associates as statutory auditors of the Company and fix their remuneration.

Dated : 30th May, 2019

By Order of the Board

Regd. Office:
401, 402, Earth Complex,
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 Wednesday, 18th September, 2019 to Wednesday, 25th September, 2019. [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) During Financial Year 2018-19, the Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required.
Shareholders can write to the Company or contact the Registrars and Transfer Agent for assistance in this regard.
- 9) In terms of the Circulars No. 17/2011 of 21st April, 2011 and 18/2011 of 29th April, 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its "green initiative in Corporate Governance", MCA allows paperless compliances including service of a notice/document by companies to their members through electronic mode. Therefore the Company proposes to send documents required to be sent to the members like Notices of General Meetings (including AGM), Audited Financial

Statements, Report of the Directors, Independent Auditor's Report etc. to the members in electronic form to the e-mail IDs provided by them and made available to the Company by the Depositories. This will also ensure prompt receipt of communication and avoid loss in postal transit. The physical copies of the annual report will be made available upon receipt of a requisition from the members, any time as a member of the Company.

- 10) In terms of Section 152 of the Companies Act, 2013, Mrs. Bharat Ramchandra Gupta (00547897) Director, retire by rotation at the meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends their respective re-appointments. Brief resume of Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Regulation 36 of the SEBI (Listing and Disclosure Requirements), 2015 with the Bombay Stock Exchange, are provided in the Board's Report forming part of the Annual Report.
- 11) 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.
- 12) 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.
- 13) 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, 2019.
- 14) A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. 18th September, 2019 only shall be entitled to avail the facility of e-voting / Poll.
- 15) The e-voting facility will be available during the following period: Commencement of e-voting: From 9.00 a.m. (IST) on 22nd September, 2019

End of e-voting: Up to 5.00 p.m. (IST) on 24th September, 2019.

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.

- 16) 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.
- 17) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting.
- 18) A route map along with prominent landmark for easy location to reach the venue of AGM is annexed herewith.
- 19) Explanatory statement setting out all material facts concerning the appointment of Auditors pursuant to Regulation 36 is annexed hereto.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins From 9.00 a.m. (IST) on 22nd September, 2019 and end e-voting at 5.00 p.m. (IST) on 24th September, 2019. 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, 2019, 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. .</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (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) Shareholders can also use Mobile app – "m – Voting" for e voting. Shareholders may log in to m – Voting using their e voting credentials to vote for the company resolution(s).
- (xix) 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.

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

Item 3 of Ordinary Business:

M/s Bharat Parikh & Associates, the existing statutory auditors of the Company had been appointed at the Extra-ordinary General meeting of the Company held on 25/05/2019, due to the resignation of M/s Ashish Mehta & Associates, Chartered Accountants with effect from 03/04/2019, till the conclusion of the ensuing Annual General Meeting.

The Audit Committee of the Company recommends the appointment of M/s Bharat Parikh & Associates as Statutory Auditors of the Company looking into the expertise of work of the Auditors and accordingly your Board of Directors propose to appoint M/s. Bharat Parikh & Associates, Chartered Accountants, as statutory auditors of the Company at the ensuing Annual General Meeting. The Company has received consent and eligibility certificate from the Auditors with regards to the appointment.

The Company proposes to pay Rs. 25,000 per annum for the audit work and the same was paid to the outgoing auditors also for FY 2017-18 but the outgoing auditors proposed for increase of remuneration for FY 2019-20. The Board did not agree with the proposal of increase of remuneration and therefore the said auditors tendered their resignation.

Dated : 30th May, 2019
Regd. Office:
401, 402, Earth Complex,
Opp. Vaccine Institute,
Old Padra Road,
Vadodara, Gujarat, 390015

By Order of the Board

BHARAT RAMCHANDRA GUPTA
MANAGING DIRECTOR
DIN: 00547897

AARCON FACILITIES LIMITED
Directors' Report

To,
The Members,

Your Directors have pleasure in presenting their 26th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended on 31st March, 2019.

1. Financial summary or highlights/Performance of the Company

The financial results for the year as under:

(Rupees in Lacs)

Particular	Year ended 31.03.2019	Year ended 31.03.2018
Sales & Other Income	38.15	0.72
Profit before Depreciation	9.82	(21.05)
Less: Depreciation	13.01	12.56
Profit/Loss of the year	(3.19)	(33.61)
Less: Provision for Taxation	0.00	0.00
Provision for Deferred Tax	(0.89)	(0.24)
Profit/Loss After Tax	(2.30)	(33.37)

2. Dividend

Your Board does not recommend any dividend for the financial year 2018-19.

3. Reserves

Your Board does not propose to carry to any reserves for the financial year 2018-19.

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

There was revenue from operation of Rs. 37.57 lacs during the FY 2018-19 as compared to nil revenue during previous FY 2017-18 and there is loss of Rs. 2.30 lacs during the FY 2018-19 as compared to loss of Rs. 33.37 lacs during the previous FY 2017-18.