



# ANNUAL REPORT

2018-19

**VCK** CAPITAL MARKET SERVICES LIMITED

## COMPANY INFORMATION

### BOARD OF DIRECTORS

Mr. Hemal Kampani	~ Chairman
Mr. Samir Kothari	~ Managing Director
Mr. Sandip Kampani	~ Director
Mr. Madhukar M. Bhagat	~ Director
Mr. Pradip Belawala	~ Director
Mr. Prafulla Pranjivan Shah	~ Director
Mrs. Shilpa Kampani	~ Director
Mr. Nabankur Roy	~ Director

### COMPANY SECRETARY

Mr. Swapan Kumar De

### CHIEF FINANCIAL OFFICER

Mr. Ayan Bhattacharjee

### AUDIT COMMITTEE

Mr. Prafulla Pranjivan Shah	~ Chairman
Mr. Madhukar M. Bhagat	~ Director
Mr. Sandip Kampani	~ Director

### NOMINATION AND REMUNERATION COMMITTEE

Mr. Pradip Belawala	~ Chairman
Mr. Hemal Kampani	~ Director
Mr. Prafulla Pranjivan Shah	~ Director
Mr. Nabankur Roy	~ Director

### STAKEHOLDERS RELATIONSHIP & GRIEVANCE COMMITTEE

Mr. Pradip Belawala	~ Chairman
Mr. Hemal Kampani	~ Director
Mr. Sandip Kampani	~ Director

### AUDITORS

Bandopadhyay & Dutt  
Chartered Accountant  
30/1/1, Basudevpur Road  
1st Floor, Kolkata-700082

### BANKERS

HDFC Bank Limited  
Standard Chartered Grindlays Bank  
State Bank of India

### REGISTERED OFFICE

16, India Exchange Place, Room # 19, First Floor, Kolkata – 700001

Telephone : (91) (033) 2231-1038 / 1039

Facsimile : (91) (033) 2287-8479

E-mail : capital@vckgroup.org

Website : www.vckgroup.com

### CORPORATE OFFICE

10, Wood Street, 3<sup>rd</sup> & 4<sup>th</sup> Floor,  
Kolkata – 700016

Telephone : (91) (033) 4009-9999 / 9935

### REGISTRAR AND SHARE TRANSFER AGENTS

C. B. MANAGEMENT SERVICES PRIVATE LIMITED

P-22, Bondel Road, Kolkata - 700019

Phone : (91) (033) 4011-6700/2280; 4011-6692/2282;  
(91) (033) 4011-3643/2487; 4011-0263;

Facsimile : (91) (033) 4011-6739

E-mail ID : rta@cbmsl.com;

Website : www.cbmsl.com

### BRANCH OFFICES

#### JAMSHEDPUR

Holding # D, Chand Villa, Opp. Gopal Maidan, Contract Area  
[Imperial Bank Area], Jamshedpur – 831001, Jharkhand  
Telephone : (91) (0657) 222-4395

#### MUMBAI

202, Malhotra Chambers, 31/33, Police Court Lane, Fort,  
Mumbai – 400001, Maharashtra  
Telephone : (91) (022) 6632-5727 / 5731  
Facsimile : (91) (022) 6632-5737

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## GREEN INITIATIVE

DEAR SHAREHOLDERS

### SUB : MCA'S GREEN INITIATIVE FOR PAPERLESS COMMUNICATIONS

Ministry of Corporate Affairs ("MCA") has recently taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies. Towards this, MCA has issued Circulars dated April 21, 2011 and April 29, 2011 stating that the service of notice / document by a company to its shareholders can now be made through electronic mode, subject to a few conditions.

Our company appreciates the initiative taken by MCA, as it believes strongly in a Greener Environment. This initiative also helps in prompt receipt of communication, apart from helping avoid losses/delays in postal transit.

We, therefore, propose to send documents, such as the Notice of the Annual General Meeting, Annual Report, Half- yearly communications etc. henceforth to shareholders in Electronic Form at the e-mail address provided by them and made available to us by the depositories from time to time.

In case you wish to receive all the above communications in electronic form; and

- hold your shares in dematerialized form, kindly register your e-mail address with your Depository Participant at the earliest; or
- hold your shares in physical form, kindly register your e-mail address with C. B. Management Services Private Limited, our Registrar and Share Transfer Agent, at the following address at the earliest;

**MR. RANA ROY CHOWDHURY, DEPUTY MANAGER**  
**C. B. MANAGEMENT SERVICES PRIVATE LIMITED**  
**P-22, BONDEL ROAD. KOLKATA - 700019**  
**E-mail Address: ranarc@cbmsl.co**

You may use the format given below for registering your e-mail address with C. B. Management Services Private Limited.

We wish to inform you that in addition to getting the documents through your registered e-mail, you can also have access to the documents through our Company Website : [www.vckgroup.com](http://www.vckgroup.com)  
The document will also be available to you for inspection at the Registered Office of the company during office hours.

We are sure you would appreciate the "Green Initiative" taken by MCA, just as it is being welcomed by companies like us. Needless to say, you will be, as a member of the company, entitled to be furnished with a copy of the above mentioned documents as required under the provisions of the Companies Act, 1956, free of cost, upon receipt of a requisition from you any time.

We solicit your whole-hearted co-operation in helping the Company implement the e-governance initiatives of the Government in the interest of environment, which is the need of the hour.

This communication may be ignored, if your email address is already registered with your Depository Participant/CB Management Services Private Limited

Thanking you,

Yours faithfully,  
**For VCK CAPITAL MARKET SERVICES LIMITED**

**SAMIR KOTHRI**  
**MANGING DIRECTOR**



## E-COMMUNICATION REGISTRATION FORM

*[Exclusively meant for Shareholders holding shares in physical form]*

To

Mr. Rana Roy Chowdhury

Deputy Manager

**C.B. MANAGEMENT SERVICES PRIVATE LIMITED**

P-22, Bondel Road,

Kolkata – 700019

Name of the Company

•

Folio No.

•

Name of First Registered Holder

•

Name of Joint Holder(s)

•

E-mail ID [to be registered]

•

Please register my above e-mail ID in your records for receiving communication in electronic form from the Company.

**Signature of the First Holder**

Date : .....

Note : Shareholder(s) are requested to keep the Company informed of change, if any, in the e-mail address.



## NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VCK CAPITAL MARKET SERVICES LIMITED (CIN- L67190WB1983PLC035658) WILL BE HELD ON MONDAY, THE SEPTEMBER 30, 2019 AT 10.00 A.M. AT "SUVAM" 1, VIVEKANANDA NAGAR MOORE AVENUE, KOLKATA - 700040 TO TRANSACT THE FOLLOWING BUSINESS:

### AS ORDINARY BUSINESS

- (1) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019, including the Audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss Account for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
- (2) Appointment of Statutory Auditor:-  
To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby appoints M/s Suvama & Katdare, Chartered Accountants, (Firm Memb No 032007), as Statutory Auditors of the Company, to hold office for a term of 5 years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 41<sup>st</sup> AGM to examine and audit the accounts of the Company for the five consecutive financial year at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

- (3) To appoint a Director in place of Mr. Nabankur Roy (DIN 00057751), who retires by rotation and being eligible, offers himself for re-appointment.

### AS SPECIAL BUSINESS

- (4) Appointment of Mr. Shrey Premal Parekh as Whole time Director cum CFO of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and subject to such consents and approvals from any authorities, as may be necessary, from time to time, the company hereby approves the re-appointment of and remuneration payable to Mr. Shrey Premal Parekh (DIN: 08513653) as Whole Time Director and CFO (Key Managerial Personnel) of the Company, designated as "Director - Finance" for a period of three (3) years with effect from September 6, 2019 as per the terms and conditions as stated in the explanatory statement to this resolution, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board may constitute to exercise powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and/ or remuneration as may be agreed to between the Board and Mr. Shrey Premal Parekh, subject to the provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT the remuneration as stated in the explanatory statement to this resolution, shall be paid and allowed as minimum remuneration to Mr. Shrey Premal Parekh during the currency of his tenure as Director-Finance, notwithstanding the absence or inadequacy of profits in any financial year.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- (5) Appointment of Mr. Neha Premal Parekh as Whole time Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:

"RESOLVED THAT Ms. Neha Premal Parekh (DIN : 01274835), who was appointed as an Additional Director of the Company with effect from September 6, 2019 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer herself for appointment and

in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Ms. Neha Premal Parekh for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**(6) Appointment of Mr. Neha Premal Parekh as Whole time Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:

"RESOLVED THAT Ms. Vinay Jaywant Nagawkar (DIN : 08513631), who was appointed as an Additional Director of the Company with effect from September 6, 2019 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Ms. Vinay Jaywant Nagawkar for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**BY ORDER OF THE BOARD**

**For VCK CAPITAL MARKET SERVICES LIMITED**

Sd/-  
**SAMIR KOTHARI**  
**MANAGING DIRECTOR**

**Registered Office**

16, India Exchange Place  
Room # 19, First Floor  
Kolkata - 700001

Dated: September 6, 2019

## NOTES

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

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 shareholder.

- (2) The Business set out in the Notice will be transacted through Electronic Voting System and the Company is providing Facility for voting by Electronic means. Instructions and other information relating to E-Voting are given hereunder as "Procedure For E-Voting".
- (3) Only bona-fide members of the Company whose names appear on the Register of Members/Proxy Holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the meeting. The Company reserves its rights to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- (4) Members of the Company holding more than one share certificate in the same name under different Ledger folios, are requested to apply for consolidation of such folios and send

the relevant Share certificates to the Company's Registrar & Share Transfer Agent **M/S. C.B. MANAGEMENT SERVICES (P) LIMITED, SITUATED AT P-22, BONDEL ROAD, KOLKATA - 700019.**

- (5) Please note that as per the notification of SEBI, the Company's shares are under compulsory Demat trading, with effect from November 27, 2000 for all the investors. The Shareholders who are still holding shares in physical form are requested to take immediate steps to Demat their shares to avail easy liquidity, since trading of shares of the Company are under compulsory Demat Mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate. You are therefore, requested to Demat your Shareholding to avoid any inconvenience in future.
- (6) Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
- (7) Members are also requested to notify change in address, if any, immediately to the Company's Registrar & Share Transfer Agent **M/S. C.B. MANAGEMENT SERVICES (P) LIMITED, SITUATED AT P-22, BONDEL ROAD, KOLKATA - 700 019 BY QUOTING THEIR FOLIO NUMBER(S).**
- (8) A member interested of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 days prior to the meeting to the Company Secretary at the Registered Office so that the required information can be made available at the meeting.
- (9) The Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at [www.vckgroup.com](http://www.vckgroup.com).

- (10) Members are requested to inform their correct e-mail address, if any, to the Depositories (if shares held in Demat Form) and to our Registrars by visiting the website "www.cbmsl.com/green.php" (if shares held in Physical Form) in compliance of Green Initiative as per Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs to facilitate the Company to send Notice/Documents through e-mail
- (11) 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 electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company.
- (12) Notice of AGM and Copies of Annual Report 2019 are being sent by electronic mode only to all the members whose email address are registered with the Company / Depository Participants for communication purpose unless any members has requested for hard copy of Annual Report. For members who have not registered their email address, physical copies of the Annual Report 2019 are being sent by the permitted mode. Members are requested to bring their own copies of the Annual Report and Admission Slip at the Meeting.
- (13) Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on September 23, 2019, are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence September 27, 2019 from 9.00 am and will end September 29, 2019 till 5.00 p.m.
- (14) Similarly, members opting to vote physically can do the same by remaining present at the meeting and should not exercise by opting for e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions of e-voting are as under, members are requested to follow the instructions below to cast their vote through e-voting.
- (15) 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- (16) The Results declared along with the Scrutinizer's Report shall be displayed in the notice board of the Company's registered office and on the website of CDSL. The same will be communicated to the stock exchanges where the company's shares are listed.

**BY ORDER OF THE BOARD**  
**For VCK CAPITAL MARKET SERVICES LIMITED**

*Sd/-*  
**SAMIR KOTHARI**  
**MANAGING DIRECTOR**

**Registered Office**  
16, India Exchange Place  
Room # 19, First Floor  
Kolkata - 700001

Dated: September 6, 2019

The Company has appointed **Mrs. Mousumi Banerjee**, Practicing Company Secretary of **M/S MOUSUMI BANERJEE & ASSOCIATES**, Company Secretaries, to act as the Scrutinizer for conducting the scrutiny of the votes cast. The process and manner for availing E-Voting facility is attached with the Notice.



**Annexure to Notice Details of Directors seeking Appointment / Re-appointment (As per Regulation 36(3) of LODR)**

<b>Name</b>	<b>Shrey Premal Parekh</b>	<b>Neha Premal Parekh</b>	<b>Vinay Jaywant Nagawkar</b>
<b>Date of Birth</b>	07th December, 1997	21st October, 1975	24th September, 1971
<b>Appointed on</b>	September 6, 2019	September 6, 2019	September 6, 2019
<b>Qualifications</b>	Bachelor Degree in Accountancy and Finance (BAF) AND Certified Courses on Taxes	B.COM	B.COM
<b>Brief Profile</b>	Independently acting as a Financial and Tax Advisor in Small and Mid Segment Companies, have Dynamic Approach towards work and Highly Upgraded with Latest Information and Technologies	Her belief in the development of corporate strategies in business with Competitive Prices analysis has boosted her to lead for Public Limited Companies	Independently acting as a Financial Controllers & Advisors in many Small & Mid Segment Companies
<b>Directorship held in Public Companies</b>	NIL	NIL	NIL
<b>Memberships/Chairmanships of Audit and Stakeholder's Relationship Committees across Public Companies</b>	NIL	NIL	NIL
<b>No. Of Shares held in the Company</b>			
<b>Inter-se among director</b>	Son of Director Nrha Premal Parekh	Mother of Director Shrey Premal Parekh	

## PROCEDURE FOR E-VOTING

(1) In compliance with the provisions of Section 108 of the Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) amended Rules, 2015, and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide Members facility to exercise their right to vote by electronic means in respect of business to be transacted at the **36TH ANNUAL GENERAL MEETING (AGM)** which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) by using electronic voting facility provided by Central Depository Services (India) Limited (CDSL). The facility of voting through ballot paper shall be made available at the AGM and members attending the meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right to vote at the meeting through Polling Paper.

(2) Persons who have acquired shares and have become Members after the dispatch of Notice of the AGM but before the 'Cut-off Date' of September 30, 2019 may obtain their "Sequence Number" for e-voting from Company's Registrar and Transfer Agent, **M/s. C. B. MANAGEMENT SERVICES (P) LIMITED, SITUATED AT P-22, BONDEL ROAD, KOLKATA - 700019 (PH: (91)(033) 4011-6700 / 11 / 18 / 23 / 28).**

(3) The e-voting period commences from September 27, 2019 at 9.00 AM and ends on September 29, 2019 at 5.00 PM

(A) The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the shareholders, he/she shall not be allowed to change it subsequently.

(B) The instructions for members for voting electronically are as under:-

(a) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

(b) Click on "Shareholders" tab.

(c) Now Enter your User ID (For CDS : 16 Digits Beneficiary ID; For NSDL : 8 Character DP ID followed by 8 Digits

Client ID). Members holding shares in Physical Form should enter Folio Number Registered with the Company.

(d) Next enter the Image Verification as displayed and click on log in.

(e) If you are holding shares in Demat Form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and cast your vote earlier for EVSN of any Company, then your existing password is to be used.

(f) If you are a first time user follow the steps given below.

For Members holding shares in Demat Form as well as 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"> <li>Members who have not updated their PAN with the Company/Depository Participants are requested to use the first 2 Alphabets from First Holder Name + 8 Characters of sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 Characters then insert applicable number of 0's after the first 2 Alphabets of the Name in CAPITAL LETTERS, to fulfill the 10 character requirements. Example if your name is RAMESH KUMAR with sequence number 1, then enter RA00000001 in the PAN field.</li> </ul>
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.
Dividend Bank Details*	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Member ID/ Folio no. in the Dividend Bank's details field as mentioned in instruction vii.</li> </ul>

(g) After entering these details appropriately, click on "SUBMIT" tab