



**37TH**

# ANNUAL REPORT

**2019-20**

# VCK CAPITAL MARKET SERVICES LIMITED

## COMPANY INFORMATION

### BOARD OF DIRECTORS

Mr. Shrey Premal Parekh ~ Managing Director  
Mr. Neha Premal Parekh ~ Director  
Mr. Vinay Jaywant Nagawkar ~ Director  
Mr. Ayush Nirav Parikh ~ Director

E-mail : cs@vckgroup.org  
Website : www.vckgroup.com

### CHIEF FINANCIAL OFFICER

Mr. Premal Shailesh Parekh

### CORPORATE OFFICE

16, India Exchange Place 1st Floor,  
Room No- 19, Kolkata – 700001  
Telephone : (91) (033) 4009-9999 / 9935

### AUDIT COMMITTEE

Mr. Vinay Jaywant Nagawkar ~ Chairman  
Mr. Shrey Premal Parekh ~ Director  
Mr. Ayush Nirav Parikh ~ Director

### 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

### NOMINATION AND REMUNERATION COMMITTEE

Mr. Vinay Jaywant Nagawkar ~ Chairman  
Mr. Shrey Premal Parekh ~ Director  
Mr. Ayush Nirav Parikh ~ Director

### STAKEHOLDERS RELATIONSHIP & GRIEVANCE COMMITTEE

Mr. Vinay Jaywant Nagawkar ~ Chairman  
Mr. Shrey Premal Parekh ~ Director  
Mr. Ayush Nirav Parikh ~ Director

### AUDITORS

Suvarna & Katdare  
Chartered Accountant  
80E, Mulji Mistry Bldg., 61, Tejapl Road, Opp. Parle Gluco  
Biscuit Factory, Vile Parle (East), Mumbai – 400057

### BANKERS

HDFC Bank Limited  
State Bank of India

### REGISTERED OFFICE

16, India Exchange Place 1st Floor,  
Room No- 19, Kolkata – 700001  
Telephone : (91) (033) 2231-1038 / 1039  
Facsimile : (91) (033) 2287-8479

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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**

**SHREY PAREKH**  
**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. : 

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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 SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VCK CAPITAL MARKET SERVICES LIMITED (CIN- L67190WB1983PLC035658) WILL BE HELD ON WEDNESDAY, THE DECEMBER 30, 2020 AT 05.00 P.M. AT BANI PARA, RAJPUR, SONARPUR, BORAL, WEST, BENGAL - 700154 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, 2020, including the Audited Balance Sheet as at March 31, 2020, 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 Suvarna & 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. Vinay Jaywant Nagawkar (DIN 08513631), who retires by rotation and being eligible, offers himself for re-appointment

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with rules thereunder, Mr. Vinay Jaywant Nagawkar (DIN 08513631), who retires by rotation and being eligible, offers herself for appointment, be

and is hereby re-appointed as Non-Executive Director of the Company.

### **AS SPECIAL BUSINESS**

- (4) Reduction of the Equity Share Capital of the Company Under Section 66 and other applicable provisions of the Companies Act, 2013 and rules made thereunder

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

**"RESOLVED THAT** pursuant to Section 66 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder (the "Act"), read with and subject to the confirmation by the Hon'ble National Company Law Tribunal ("NCLT"); and such other approvals as may be required and subject to the terms and conditions and modifications, if any, as may be prescribed by the NCLT and any other appropriate authority while granting approval or confirmation, and which may be agreed to by the Board of Directors of the Company, consent of the shareholders of the Company ("Member/Members") be and is hereby accorded, by way of a Special Resolution, to reduce the issued, subscribed and paid-up equity share capital of the Company.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized, in its absolute discretion, to bring into effect the resolution on such other terms and conditions as it may consider appropriate and to accept such other conditions and modifications as may be prescribed by the NCLT and other appropriate bodies / authorities while according their sanction or consent to the Capital Reduction or to suspend, withdraw or revive the proposal for Capital Reduction from time to time as may be specified by any statutory authority or as the Board may suo-moto decide in its absolute discretion."



- (5) Regularization of Mr. Ayush Nirav Parikh as a Director 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** Mr. Ayush Nirav Parikh, holding din 08575687 who was appointed as an additional director of the company, by the board of directors in their meeting held on 01<sup>st</sup> October, 2019, under section 161(1) of the Companies Act, 2013 and other applicable provisions of the companies act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the articles of association of the company and who holds office upto the date of this annual general meeting, be and is hereby appointed as director of the company."

**"RESOLVED FURTHER THAT** any one director of the company, is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the aforesaid resolution"

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

**SHREY PAREKH**  
**MANAGING DIRECTOR**

Registered Office  
**16, India Exchange Place 1st Floor,**  
**Room No- 19, Kolkata – 700001**

Dated: July 22<sup>nd</sup>, 2020

## NOTES

- (1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circular dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA circular") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVN, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Obligations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- (2) A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
- (3) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- (4) Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- (5) In terms of the provisions of Section 152 of the Act, Mr. Vinay Jaywant Nagawkar (DIN 08513631), Director of the Company, retire by rotation at the Meeting and being eligible offers herself for re-appointment.
- (6) The relevant details, pursuant to Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.
- (7) Institutional / Corporate Shareholders(i.e. other than individuals / HUF,NRI, etc.) are required to send scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizers by email through its registered email address with a copy marked to the Company.
- (8) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, C. B. Management Services Private Limited for assistance in this regard.
- (9) The Register of Members and Share Transfer Register of the Company will remain closed from Thursday 24th December, 2020 to Wednesday 30th December, 2020 (both days inclusive).

- (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) To support the "Green Initiative for Paperless Communications" Members who have not yet registered their email ids are requested to register the same with their DPs in case the shares are held in electronic form and with Company's RTA in case the shares are held in physical form.
- (12) In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- (13) In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email address are registered with Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website of Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL <https://www.evotingindia.com/>.
- (14) Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (15) The Shareholders of the Company can opt only one mode for voting i.e. remote e-voting or e-voting during the meeting. Once the vote on the resolution is cast by an equity shareholder, he or she will not be allowed to change it subsequently.
- (16) The Shareholders of the Company attending the Meeting, who have not cast their vote through remote e-voting shall be entitled to exercise their vote during the Meeting by VC/ OAVM. Equity shareholders who have cast their votes through remote e-voting may attend the Meeting but shall not be entitled to cast their vote during the Meeting.
- (17) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e. Wednesday 23<sup>rd</sup> December, 2020.
- (18) The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. Wednesday 23<sup>rd</sup> December, 2020 only shall be entitled to vote on the resolutions set out in this Notice. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (19) Any person, who acquires shares of the Company and become member of the Company after emailing of the notice and holding shares as of the cut-off date i.e. Wednesday 23<sup>rd</sup> December, 2020, may obtain the login ID and password by sending a request at email ID [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or RTA email ID [e-Voting\\_rta@cbmsl.com](mailto:e-Voting_rta@cbmsl.com).
- (20) However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <https://www.evotingindia.com> or contact at the following toll free no.: 1800225533.
- (21) The Members can join the Meeting through VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the Meeting. The facility of participation at the Meeting through VC/ OAVM will be made available for 1000 members on first come first serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the Meeting without any restriction on account of first-come first-served principle.
- (22) Any queries/ grievances in relation to the voting by e-voting may be addressed to the Company Secretary of the





Company through email at [cs@vckgroup.org](mailto:cs@vckgroup.org) or may be addressed to CDSL at [evotingindia.com](http://evotingindia.com).

- (23) The Board of Directors has appointed CS Vijaykumar Tiwari (Membership No. 33084, C.P. NO. 12220) of M/s. Vijay S. Tiwari & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

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

**SHREY PREMAL PAREKH**  
**MANAGING DIRECTOR**

**Registered Office**

**16, India Exchange Place 1st Floor,  
Room No- 19, Kolkata – 700001**

Dated: July 22nd, 2020

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

<b>Name</b>	<b>Ayush Nirav Parikh</b>
Date of Birth	05/06/2000
Appointed on	01/10/2019
Qualifications	Graduate
Brief Profile	-
Directorship held in Public Companies	NIL
Memberships/Chairman ships of Audit and Stakeholder's Relationship Committees across Public Companies	NIL
No. Of Shares held in the Company	-
Inter-se among director	-