

ADHARSHILA CAPITAL SERVICES LIMITED

[CORPORATE IDENTITY NUMBER (CIN): L74899DL1993PLC056347]

Regd. Office: 7C, 1st Floor, 'J' Block Shopping Centre, Saket, New Delhi-110017

Corporate Office: C/o Uttam Toyota, A-11, Meerut Road Industrial Area, Ghaziabad-201003 (U.P.)

Tel. No.: 0120 - 4193799, 4152766

Email: adharshilacapital@gmail.com; Website: www.adharshilacapital.in

NOTICE OF 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of the Company will be held on Friday , the 20th Day of July, 2018 at 12:00 Noon at "Shree Agrasen Bhawan" Vivek Vihar, Delhi - 110 095" to transact the following business(es):

ORDINARY BUSINESS(ES)

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2018 along with the Reports of Directors and Auditors thereon.

2. Re-appointment of Mrs. Amita Adlakha (DIN: 00050772) as a Director liable to Retire by Rotation

To appoint Mrs. Amita Adlakha (DIN: 00050772), who retires by rotation and is eligible for re-appointment.

3. Ratification of Appointment of Statutory Auditor

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of section 139 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the continuance of appointment of M/s Rajendar K. Kumar & Associates, Chartered Accountants (Firm Registration No. 010142C) as Statutory Auditors of the Company be and is hereby ratified till the conclusion 26th Annual General Meeting to be held in the year 2019 at a remuneration to be fixed by the Board of Directors on the recommendation of Audit Committee."

4. Re-appointment of Mrs. Amita Adlakha as Managing Director

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of Article of Association of the Company, Mrs. Amita Adlakha (DIN: 00050772), be and is hereby re-appointed as Managing Director of the Company for a period of three years with effect from 10th July, 2018 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors on the terms and conditions as detailed below:

a) She will be designated as Managing Director.

b) Salary & Perquisites : Nil.

c) Functions

Subject to the superintendence, control and direction of the Board of Directors of the Company, the Managing Director shall have substantial powers of management including day to day affairs of the Company and shall exercise other duties and functions as may be delegated/assigned to her by the Board of Directors/Committee of Directors from time to time.

d) Sitting Fee

She will not be paid any sitting fee for attending the Meeting of Board thereof.

Her period of office shall be subject to retirement by rotation whilst holding office of Managing Director."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to above Resolution."

5. Alteration in Main Object Clause of the Memorandum of Association -Clause III(A)

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

"**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 read with the rules made there under and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Shareholders of the Company be and is hereby given for alteration in the Memorandum of Association of the Company by deletion of existing Clause III(A) and by

insertion of new Clause III(A)- **"THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:- "** in the Memorandum of Association as per the Companies Act, 2013 :-

1. To lend money, either with or without security, and generally, to such persons and upon such terms and conditions as the company may think fit and also to invest the moneys of the Company, not immediately required, in or upon such investments and in such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of the banking as defined in the Banking Regulations Act, 1949.
2. To subscribe, take, purchase or acquire shares, Stocks, Debentures, Bonds, Mutual Funds, Government Securities, other financial instruments by whatever name called etc. by original subscription, contract, tender, purchase, exchange, underwriter participate in syndicates or otherwise and whether or not fully paid up, and to subscribe for the same, subject to such term/and conditions, as may be thought fit.
3. To carry on the business of finance and investment Company and to act as advisers and consultants on the matters related to businesses mentioned hereinabove.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to above Resolution."

**By Order of the Board
For ADHARSHILA CAPITAL SERVICES LTD.**

**Sd/-
(HARNAND TYAGI)
DIRECTOR, DIN: 00159923
R/O: G-232, PATEL NAGAR-III,
GHAZIABAD-201001**

Place: Ghaziabad

Dated: 14.06.2018

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of this meeting. A proxy shall not vote except on a poll. A Proxy form is enclosed herewith.

Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

2. Pursuant to Section 91 of the Companies Act, 2013, the Share Transfer Books and the Register of Members of the company will remain closed from Saturday, 14th Day of July, 2018 to Friday, 20th Day of July, 2018 (both days inclusive).
3. In terms of notification issued by Securities and Exchange Board of India, Equity Shares of the Company are under compulsory demat trading by all investors w.e.f. 2nd January, 2002. Shareholders are, therefore, advised to dematerialize their shareholding to avoid inconvenience in future.
4. Members desiring any information regarding Accounts of the Company are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready, as far as possible, at the Meeting.
5. Members are requested to bring their copies of Annual Report to the Meeting.
6. Members are informed that in the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members are requested to always quote their Folio No. / Client ID & DP ID in all correspondence with the Company's registrar and the Company. Members are requested to notify any change of address to the Company or its Registrar i.e. M/s Skyline Financial Services Pvt. Ltd. D-153A, 1st Floor, Phase I, Okhla Industrial Area, New Delhi - 110 020.
8. Members / Proxies are requested to bring the attendance slip sent with Annual Report duly filled in for attending the meeting.
9. As per green initiative of Ministry of Corporate Affairs (MCA), members are requested to provide their email addresses to the Registrar & Share Transfer Agent of the Company namely M/s Skyline Financial Services Pvt. Ltd., in order to receive the various Notices and other Notifications from the Company, in electronic form.
10. Members may also note that the Notice of Annual General Meeting and the Annual Report 2017-18 are also available on Company's website: www.adharshilacapital.in

11. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide the facility to members to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL):

The facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by e-voting shall be able to vote at the meeting through Ballot Paper.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period commences on 17th July, 2018 (9.00 a.m.) and ends on 19th July, 2018 (5.00 p.m.). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date/record i.e. 13th July, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on the cut-off date should consider this notice for information purpose only.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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) <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 the Attendance Slip indicated in the PAN field. |
| Dividend Bank Details OR Date | 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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or |

| | |
|-------------------|---|
| of Birth (DOB) | company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |
|-------------------|---|

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach to 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **Adharshila Capital Services Limited**.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **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.
- (xxi) 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. or contact the company at adharshilacapital.com or through Telephone No.:- 0120-4152766, 4193799

12. Mr. Akshat Garg, Practicing Company Secretary (Membership No. FCS 9161) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer Report shall be placed on the website of the Company viz. www.adharshilacapital.in and shall also be communicated to the Stock Exchange where the Company’s Equity Shares are listed i.e. BSE Limited.

13. The Chairman shall, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of “ballot paper” or “polling paper” for all those Members who are present at the annual general meeting but have not cast their votes by availing the remote e-voting facility.
14. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.

The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, alongwith the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website www.adharshilacapital.in under the section ‘Investors’ and on the website of CDSL; such Results will also be forwarded to BSE Limited.

15. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date/record date i.e. Friday, 13th July, 2018.

16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days, up to and including the date of the Annual General Meeting of the Company.

17. Explanatory Statements setting out all material facts relating to Special Business (es) contained in item No. 4 and item No. 5 as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.

**RE-APPOINTMENT / APPOINTMENT OF DIRECTORS
(ANNEXURE TO NOTICE)**

(A brief particulars in respect of the proposed re-appointment/appointment of Director is given below in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015)

1. Mrs. Amita Adlakha (DIN : 00050772):

Mrs. Amita Adlakha, aged 55 years is a Graduate. She has an overall experience of over 30 years in the field of general administration.

Qualification: Graduate

Directorship held in other listed entities

Pariksha Fin-Invest-Lease Limited

Membership in committees in other Companies

Nil

Relationships between Director inter-se

Mrs. Amita Adlakha is not related to any other Directors of the Company.

Number of Shares held in the Company

Mrs. Amita Adlakha is holding 7,00,000 (12.73%) Equity Shares in the company.

**DETAILS OF SHAREHOLDING/OTHER CONVERTIBLE INSTRUMENTS OF
NON-EXECUTIVE DIRECTORS OF THE COMPANY**

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)

| S.No. | Name of Director | No. of Equity Shares | Other Convertible Securities |
|-------|----------------------------|----------------------|------------------------------|
| 1 | Sh. Rajendra Kumar Khanna | 2,200 | Nil |
| 2 | Sh. Joginder Singh Dhikkar | Nil | Nil |
| 3 | Sh. Harnand Tyagi | 20,000 | Nil |
| 4. | Sh. Harish Kumar Dhingra | Nil | Nil |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED AND FORMING PART OF THE NOTICE

ITEM NO. 4

Mrs. Amita Adlakha had been appointed as Managing Director of the Company w.e.f. 10th July, 2015 for a period of three years. The term of office of Mrs. Amita Adlakha as Managing Director of the Company is due to expire on 9th July, 2018. The Board of Directors of the Company (the 'Board') on the recommendation of Nomination & Remuneration Committee has re-appointed Mrs. Amita Adlakha as Managing Director of the Company for a further period of 3 years from 10th July, 2018 at its meeting held on 14th May, 2018 which is subject to the approval of the Shareholders.

The Board recommended the confirmation of re-appointment of Mrs. Amita Adlakha in the ensuing Annual General Meeting stating that it will be immense benefit to the Company and it is desirable to continue to avail her services.

A brief profile of Mrs. Amita Adlakha has already been provided under the heading "Details of Appointment / Re-Appointment of Directors (Annexure to the Notice)".

The Board of Directors recommends the resolution as set out in the Item No. 4 for approval of members by way of Ordinary Resolution.

Except Mrs. Amita Adlakha, being the appointee, none of the Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 5

The company is registered with Registrar of Companies vide CIN L74899DL1993PLC056347 under the activity code 74899. On checking the activity code with NBFC norms, it was found that for NBFCs, the activity codes prescribed are 65110, 65191, 65192, 65910, 65921, 65923, 65993, 65999.

Hence, the Board deemed it fit to amend the object clause of the company so as to align the business activity code with the main objects of the company. Hence, the company has decided to alter its Memorandum of Association accordingly.

The Board of Directors recommends the resolution as set out in Item No. 5 of the Notice for approval of Members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolutions.

**By Order of the Board
For ADHARSHILA CAPITAL SERVICES LTD.**

**Sd/-
(HARNAND TYAGI)
DIRECTOR, DIN: 00159923
R/O: G-232, PATEL NAGAR-III,
GHAZIABAD-201001**

**Place: Ghaziabad
Dated:14.06.2018**

ADHARSHILA CAPITAL SERVICES LIMITED

[CORPORATE IDENTITY NUMBER (CIN): L74899DL1993PLC056347]

Regd. Office: 7C, 1st Floor, 'J' Block Shopping Centre, Saket, New Delhi-110017

Corporate Office: C/o Uttam Toyota, A-11, Meerut Road, Industrial Area, Ghaziabad-201003, (U.P.)

Tel. No.: 0120 - 4193799, 4152766

Email: adharshilacapital@gmail.com; Website: www.adharshilacapital.in

ATTENDANCE SLIP

Folio No. :

DP-ID No. :

Client ID No. :

Name & address of the Member :

Name of the Proxy (in Block letters) :
(to be filled in if the Proxy attends
instead of the member)

I hereby record my presence at the 25th Annual General Meeting held on 20th July, 2018 at 12.00 noon at "Shree Agrasen Bhawan", Vivek Vihar, Delhi - 110 095.

Member/ Proxy's Signature

------(Tear Hear)-----

ADHARSHILA CAPITAL SERVICES LIMITED

[CORPORATE IDENTITY NUMBER (CIN): L74899DL1993PLC056347]

Regd. Office: 7C, 1st Floor, 'J' Block Shopping Centre, Saket, New Delhi-110017

Corporate Office: C/o Uttam Toyota, A-11, Meerut Road, Industrial Area, Ghaziabad-201003, (U.P.)

Tel. No.: 0120 - 4193799, 4152766

Email: adharshilacapital@gmail.com; Website: www.adharshilacapital.in

MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

Email Id : _____

Folio No. / Client ID No. _____ DP ID No. _____

I/We, being the member(s) of _____ shares of Adharshila Capital Services Limited, hereby appoint

1. Name _____ Address : _____

E-mail Id : _____ Signature : _____ or failing him

2. Name _____ Address : _____

E-Mail Id : _____ Signature : _____ or failing him

3. Name _____ Address : _____

E-mail Id : _____ Signature : _____ or failing him

----- INTENTIONALLY LEFT BLANK -----

----- (Tear Here) -----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on 20th July, 2018 at 12.00 noon at "Shree Agrasen Bhawan", Vivek Vihar, Delhi - 110 095 and at any adjournment thereof in respect of such resolutions as are indicated below:

| S. No. | Resolutions |
|--------|---|
| | Ordinary Business(es) |
| 1. | Adoption of Audited Financial Statements for the year ended 31 st March, 2018. |
| 2. | Re-appointment of Mrs. Amita Adlakha (DIN: 00050772) as a Director liable to Retire by Rotation. |
| 3. | Ratification of Appointment of M/s Rajendar K. Kumar & Associates, Chartered Accountants as Statutory Auditor for the Financial Year 2018-19. |
| | Special Business(es) |
| 4. | Re-appointment of Mrs. Amita Adlakha as Managing Director |
| 5. | Alteration in Main Object Clause of the Memorandum of Association -Clause III(A) |

Signed this day of2018

Signature of the Member: _____

Signature of the proxy holder(s): _____

Affix a
Revenue
Stamp of
₹ 1/-

Note:

1. This proxy form must be deposited at the Registered Office of the Company situated at 7C, 1st Floor, 'J' Block Shopping Centre, Saket, New Delhi-110017 not less than forty-eight hours before the time fixed for holding the aforesaid meeting. A proxy need not be a member of the Company.
2. For Resolutions, Explanatory Statement and Notes, please refer to the Notice of 25th Annual General Meeting of the Company.
3. Please complete all details including details of Member(s) before submission.