

ADHARSHILA CAPITAL SERVICES LIMITED

[Corporate Identity Number : L74899DL1993PLC056347]

Regd. Off.: 109, Choudhary Complex

9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

21st Annual Report
2013 - 2014

ADHARSHILA CAPITAL SERVICES LTD.

Board of Directors:

1. Shri Rajendra Kumar Khanna
2. Shri Joginder Singh Dhikkar
3. Shri Harnand Tyagi
4. Shri Sanjay Monga

Company Secretary:

Mr. Pradeep Kumar Sharma

Auditors:

M/s B.K. Kapur & Company
17, Navyug Market,
Ghaziabad (U.P.)

Bankers:

State Bank of India
SIB, Navyug Market,
Ghaziabad (U.P.)

Regd. Office:

109, Choudhary Complex,
9, Veer Savarkar Block,
Shakarpur, Delhi – 110 092
Tel. No. 011-22022598
Email id : adharshilacapital@gmail.com

ADHARSHILA CAPITAL SERVICES LIMITED

[Corporate Identity Number (CIN) : L74899DL1993PLC056347]

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

Tel.: 011 – 22022598, email id: adharshilacapital@gmail.com

NOTICE OF 21st ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of the Company will be held on Tuesday, the 30th day of September, 2014 at 10:00 a.m. at "Shree Agrasen Bhawan" Vivek Vihar, Delhi – 110 095 to transact the following business(s) :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit and Loss Statement for the year ended on that date and the Reports of Directors and Auditors thereon.
2. 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), M/s B. K. Kapur & Company, Chartered Accountants (Firm Registration No.000852C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor."

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION(s)**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Joginder Singh Dhikkar (DIN: 00050606), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years commencing from this Annual General Meeting upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019, whose period of office will not be liable to retire by rotation."

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION(s)**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any

statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Harnand Tyagi (DIN: 00159923), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years commencing from this Annual General Meeting upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019, whose period of office will not be liable to retire by rotation."

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION(s)**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajendra Kumar Khanna (DIN: 00183593), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years commencing from this Annual General Meeting upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019, whose period of office will not be liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION(s)**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sanjay Monga (DIN: 03057031), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years commencing from this Annual General Meeting upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019, whose period of office will not be liable to retire by rotation."

**By Order of the Board
For ADHARSHILA CAPITAL SERVICES LIMITED**

**Sd/-
(PRADEEP KUMAR SHARMA)
COMPANY SECRETARY
Membership No. FCS-6836**

**Place: Ghaziabad
Dated: 05.09.2014**

Registered Office:

109, Choudhary Complex,
9, Veer Savarkar Block, Shakarpur,
Delhi-110 092
CIN : L74899DL1993PLC056347

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.

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. Explanatory Statement setting out all material facts relating to special businesses contained in item No. 3 to 6 as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.
3. 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 29th September, 2014 to 30th September, 2014 (both days inclusive).
4. 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.
5. 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.
6. Members are requested to bring their copies of Annual Report to the Meeting.
7. 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.
8. 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, Okhla Industrial Area Phase-1, New Delhi - 110 020.
9. Members / Proxies are requested to bring the attendance slip sent with Annual Report duly filled in for attending the meeting.

Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting

1. MR. JOGINDER SINGH DHIKKAR (DIN : 00050606)

Mr. Joginder Singh Dhikkar, aged 65 years, he has done Diploma in Mechanical Engineering. He has an overall experience of over 45 years in the field of general Administration and Management.

Directorship held in other Companies

- a) Deepjyoti Electronics Pvt. Ltd.
- b) Param Hi-Tech Private Limited
- c) Uttam Car Wash Private Limited

Membership in committees in other Companies

Nil

Relationships between Director inter-se

Mr. Joginder Singh Dhikkar is not related to any other directors of the Company.

2. MR. HARNAND TYAGI (DIN : 00159923)

Mr. Harnand Tyagi, aged 62 years, is a Law Graduate. He has an overall experience of over 38 years in the field of Finance, Accounts and Legal.

Directorship held in other Companies

- 1. New Castle Finance and Leasing Private Limited
- 2. Pariksha Fin-Invest-Lease Limited

Membership in committees in other Companies

Member of Audit Committee of Pariksha Fin-Invest-Lease Limited

Number of Shares held in the Company

NIL

Relationships between Director inter-se

Mr. Harnand Tyagi is not related to any other directors of the Company.

3. MR. RAJENDRA KUMAR KHANNA (DIN : 00183593)

Mr. Rajendra Kumar Khanna, aged 57 years, he has done Diploma in Mechanical Engineering. He has an overall experience of over 33 years in the field of general Administration and Management.

Directorship held in other Companies

1. Uttam Car Wash Private Limited
2. Shubham Sugars Limited
3. Soar Networks Private Limited

Membership in committees in other Companies

Nil

Number of Shares held in the Company

Nil

Relationships between Director inter-se

Mr. Rajendra Kumar Khanna is not related to any other directors of the Company.

4. MR. SANJAY MONGA (DIN : 03057031)

Mr. Sanjay Monga, aged 48 years, he is graduate. He has an overall experience of over 28 years in the field of Finance, Accounts and general Administration.

Directorship held in other Companies

1. New Castle Finance and Leasing Private Limited
2. Soar Networks Private Limited

Membership in committees in other Companies

Nil

Number of Shares held in the Company

Nil

Relationships between Director inter-se

Mr. Sanjay Monga is not related to any other directors of the Company.

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

Item No. 3, 4, 5 & 6

Mr. Joginder Singh Dhikkar, Mr. Harnand Tyagi, Mr. Rajendra Kumar Khanna and Mr. Sanjay Monga were appointed as Independent Directors on the Board of the Company within the definition of Independent Directors under Clause 49 of the Listing Agreements entered with the Stock Exchanges.

Pursuant to the provisions of section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, *who are not liable to retire by rotation*.

Mr. Joginder Singh Dhikkar, Mr. Harnand Tyagi, Mr. Rajendra Kumar Khanna and Mr. Sanjay Monga have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director and they are independent of the management.

The Board considers that the continued association of Mr. Joginder Singh Dhikkar, Mr. Harnand Tyagi, Mr. Rajendra Kumar Khanna and Mr. Sanjay Monga would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors of the Company.

A brief profile of Mr. Joginder Singh Dhikkar, Mr. Harnand Tyagi, Mr. Rajendra Kumar Khanna and Mr. Sanjay Monga has already been provided under the heading "*Re-Appointment / Appointment of Directors (Annexure to Notice)*".

The Board of Directors recommends the resolution for approval of Members by way of Ordinary Resolutions.

Except Mr. Joginder Singh Dhikkar being the appointees, none of the other Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolutions at Item No.3.

Except Mr. Harnand Tyagi being the appointees, none of the other Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolutions at Item No.4.

Except Mr. Rajendra Kumar Khanna being the appointees, none of the other Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolutions at Item No.5.

Except Mr. Sanjay Monga being the appointees, none of the other Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolutions at Item No.6.

**By Order of the Board
For ADHARSHILA CAPITAL SERVICES LIMITED**

**Place: Ghaziabad
Dated: 05.09.2014**

**Sd/-
(PRADEEP KUMAR SHARMA)
COMPANY SECRETARY
Membership No. FCS-6836**

ADHARSHILA CAPITAL SERVICES LIMITED

[Corporate Identity Number (CIN) : L74899DL1993PLC056347]

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

Tel.: 011 – 22022598, email id: adharshilacapital@gmail.com

DIRECTORS' REPORT

TO THE MEMBERS

The Directors have pleasure in presenting the Twenty First Annual Report and the Audited Statements of Accounts of your Company for the year ended 31st March 2014.

FINANCIAL RESULTS

	(In Rupees)	
	Year Ended <u>31.03.14</u>	Year Ended <u>31.03.13</u>
Revenue from Operations	11,19,105	18,16,130
(Loss)/Profit Before Depreciation & Tax	(3,31,180)	(4,39,832)
Less:		
Depreciation	16,475	29,783
Less: Provision for tax:-		
-Earlier Year	---	(167)
-Deferred Tax	(4,24,820)	19,199
(Loss)/Profit after Taxation	<u>77,165</u>	<u>(4,88,647)</u>
Balance Brought Forward	<u>24,43,617</u>	<u>29,32,264</u>
Surplus carried to Balance Sheet	<u>25,20,782</u>	<u>24,43,617</u>

The working of your company for the year under review resulted in profit of Rs.77,165/- as against loss of Rs.4,88,647/- in the previous year.

DIVIDEND

In the absence of inadequacy of Profits in the current Financial Year, your Directors have not recommended any dividend for the Financial Year 2013-14.

FIXED DEPOSITS

Your Company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 and rules made thereunder.

DIRECTORS

Appointment of Mr. Joginder Singh Dhikkar (DIN: 00050606):

In compliance of Clause 49 of Listing Agreement, Mr. Joginder Singh Dhikkar (DIN: 00050606) was appointed as an Independent Director of the Company. Now, Board of Directors in compliance of the provisions of Section 149 of the Companies Act, 2013 proposes to appoint Mr. Joginder Singh Dhikkar as Independent Director to hold office for a period of 5 (five) consecutive years commencing from this Annual General

Meeting upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019, whose period of office will not be liable to retire by rotation.

Appointment of Mr. Harnand Tyagi (DIN: 00159923):

In compliance of Clause 49 of Listing Agreement, Mr. Harnand Tyagi (DIN: 00159923) was appointed as an Independent Director of the Company. Now, Board of Directors in compliance of the provisions of Section 149 of the Companies Act, 2013 proposes to appoint Mr. Harnand Tyagi as Independent Director to hold office for a period of 5 (five) consecutive years commencing from this Annual General Meeting upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019, whose period of office will not be liable to retire by rotation.

Appointment of Mr. Rajendra Kumar Khanna (DIN: 00183593):

In compliance of Clause 49 of Listing Agreement, Mr. Rajendra Kumar Khanna (DIN: 00183593) was appointed as an Independent Director of the Company. Now, Board of Directors in compliance of the provisions of Section 149 of the Companies Act, 2013 proposes to appoint Mr. Rajendra Kumar Khanna as Independent Director to hold office for a period of 5 (five) consecutive years commencing from this Annual General Meeting upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019, whose period of office will not be liable to retire by rotation.

Appointment of Mr. Sanjay Monga (DIN: 03057031):

In compliance of Clause 49 of Listing Agreement, Mr. Sanjay Monga (DIN: 03057031) was appointed as an Independent Director of the Company. Now, Board of Directors in compliance of the provisions of Section 149 of the Companies Act, 2013 proposes to appoint Mr. Sanjay Monga as Independent Director to hold office for a period of 5 (five) consecutive years commencing from this Annual General Meeting upto the conclusion of 26th Annual General Meeting to be held in calendar year 2019, whose period of office will not be liable to retire by rotation.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement pursuant to the requirement u/s 217(2AA) of the Companies Act, 1956:

- (i) that in the preparation of annual accounts, the applicable accounting standards have been followed;
- (ii) that appropriate accounting policies have been selected and applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the company as at March 31, 2014 and of the profits of the Company for the year ended on the date;
- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company, and for preventing and detecting fraud and other irregularities;
- (iv) that the annual accounts have been prepared on a going concern basis.

AUDITORS

M/s B.K. Kapur & Co., Chartered Accountants, Ghaziabad Statutory Auditors of the Company will retire at the forthcoming Annual General Meeting and are eligible for re-appointment.

In terms of provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the Statutory Auditors (including Associate Audit Firm) can be appointed for a maximum term of 10 years which shall be inclusive of the existing tenure completed by such Statutory Auditors.

Since, M/s B.K. Kapur & Co., Chartered Accountants, Ghaziabad has completed more than 10 years as Statutory Auditors of the Company, it is proposed to re-appoint them for a further term of 3 consecutive years from the conclusion of the ensuing 21st Annual General Meeting to the conclusion of 24th Annual General Meeting, subject to ratification by the shareholders at every Annual General Meeting.

The Company has received letters from the Auditors to the effect that their appointment, if made, shall be in accordance with the conditions as prescribed in the Rule 4 of the Companies (Audit and Auditors) Rules, 2014, and that they are not disqualified for appointment within the meaning of Section 139 and 141 of the Companies Act, 2013.

LISTING OF COMPANY SECURITIES

Your company's shares are currently listed on the Delhi Stock Exchange Ltd. However, there is no trading activity on the Delhi Stock Exchange Ltd. The Company has already paid listing fees to the Delhi Stock Exchange for the financial year 2014-15.

APPOINTMENT OF KEY MANAGERIAL PERSONNEL

As per provisions of Companies Act, 2013, company is under consideration to appoint suitable candidates for position of Managing Director and Chief Financial Officer.

DEMATERIALISATION OF SECURITIES

As informed in the last year's Director's Report, the shares of your Company were included in the compulsory list of trading in dematerialisation form with effect from 2nd January, 2002 and your company had entered into necessary agreement with depository NSDL (National Securities Depository Limited). It is, therefore, advisable to trade in the securities of the Company in dematerialisation form, which is convenient and safe.

CORPORATE GOVERNANCE

In terms of clause 49 of the Listing Agreement, a Report on Corporate Governance along with a certificate from Company Secretary in Whole Time Practice on the Compliance of the condition of Corporate Governance is provided elsewhere in the Annual Report.

PARTICULARS OF EMPLOYEES

Particulars of employees as required u/s 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975 and Amendment Rules 2011 may be taken as NIL since no employee of the Company was in receipt of remuneration in terms of limits specified under the said Rules.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the company is a Finance and Investment Company and has no manufacturing or other operations, the Companies (Disclosure of Particulars in the Report of Board of directors) Rules, 1988 are not applicable. There were no foreign exchange earnings or outgoing during the financial year ended 31st March, 2014.

ACKNOWLEDGEMENTS

Your Directors wish to acknowledge their gratitude to the business Associates and Stock Exchange authorities for their continued patronage, assistance and guidance.

**By Order of the Board
For ADHARSHILA CAPITAL SERVICES LIMITED**

**Sd/-
(RAJENDRA KUMAR KHANNA)
CHAIRMAN OF THE BOARD
DIN : 00183593**

**Place : Ghaziabad
Dated : 24.05.2014**

CORPORATE GOVERNANCE REPORT 2013-2014

1. PHILOSOPHY ON CORPORATE GOVERNANCE

The Board of Directors and the Management of Adharshila Capital Services Limited ensure that it endeavour to adopt the best practices on corporate Governance. In this intensive competitive environment, the management and employees of the company are committed to uphold the core values of transparency, integrity, honesty and accountability. The company will continue to focus its resources, strengths and strategies to safeguard the shareholders' wealth and at the same time protect the interests of all its shareholders.

2. BOARD OF DIRECTORS

A. Composition & Attendance at Board Meeting and last AGM and details of membership of Directors in other Boards and Board Committees:

The Board of Directors of the Company headed by a non-executive and independent Chairman, consist of the following Directors:-

Directors	Category	Attendance Particulars		Chairman ship/ Director ships In other Public Ltd. Co.	Committee Membership	
		Board Meeting	Last AGM		Member	Chairman
Sh. R. K. Khanna	Director	7	Yes	1	4	4
Sh. J. S. Dhikkar	Director	6	Yes	-	3	-
Sh. H.N. Tyagi	Director	6	Yes	1	3	-
Sh. Sanjay Monga	Director	5	Yes	-	2	-

B. Details of Board Meetings held during the year 2013-2014:

S. No.	Date of Meeting	No. of Directors Present
1	26.04.2013	4
2	29.05.2013	3
3	22.07.2013	3
4	31.07.2013	3
5	12.11.2013	4
6	05.02.2014	3
7	14.03.2014	4

- The time gap between any two meetings did not exceed four months.
- The last AGM was held on 19.08.2013

3. SITTING FEES: Presently, the Company is not paying any setting fees to its directors due to inadequacy of income/profit.

4. NOMINATION & REMUNERATION COMMITTEE (Remuneration Committee renamed as per provisions of Companies Act, 2013)

The Company's Remuneration committee presently comprising of three members viz. Mr. R. K. Khanna, Mr. Sanjay Monga and Mr. H. N. Tyagi to look

into the matter relating to payment of remuneration to the Directors. Mr. R. K. Khanna has been elected as Chairman.

All the members of Remuneration Committee have good exposure to finance as well as general management.

In compliance of the provisions of new Companies Act, 2013, the Board of Directors of the Company in its meeting held on 24.05.2014 has renamed the Remuneration Committee as "**Nomination & Remuneration Committee.**"

During the year, no meeting of Remuneration Committee was held.

5. NON-MANDATORY REQUIREMENTS

The Company has not adopted the Non-Mandatory requirements except setting-up of Remuneration Committee.

6. APPOINTMENT/ REAPPOINTMENT OF DIRECTORS:-

Name of Director	Brief Particulars	Details of Directorships in other Public Limited Company	No. of other Committees in which Chairman /member other than this Company	
			Chairman	Member
Mr. Joginder Singh Dhikkar	He is Non-Executive Independent Director	Nil	Nil	Nil
Mr. Harnand Tyagi	He is Non-Executive Independent Director	Pariksha Fin-Invest-Lease Limited	Nil	1
Mr. R.K. Khanna	He is Non-Executive Independent Director	Shubham Sugars Limited	Nil	Nil
Mr. Sanjay Monga	He is Non-Executive Independent Director	Nil	Nil	Nil

7. AUDIT COMMITTEE

(i) Terms of reference: -

The Audit Committee has been mandated with the same terms of reference as specified in clause 49 of the Listing Agreements with Stock Exchange. The Terms of reference also fully conform to the requirement of section 177/292A of the Companies Act besides other terms as may be referred to by the Board of Directors.

(ii) Composition, Name of Members and Chairman: -

Presently the Audit Committee comprising three members viz. Mr. R.K. Khanna, Mr. J. S. Dhikkar and Mr. Sanjay Monga. Mr. R. K. Khanna has been elected as Chairman of the Committee.

All the members of Audit Committee have good exposure to finance as well as general management.

(iii) Meeting and attendance

During the Financial Year 2013-14, 4 (four) Audit Committee Meetings were held on 29.05.2013, 31.07.2013, 12.11.2013 and 05.02.2014. The attendances of members are as follows: -

S. NO.	NAME	Attendance
1.	Sh. R.K. Khanna	3
2.	Sh. J.S. Dhikkar	3
3.	Sh. Sanjay Monga	3

Mr. Pradeep Kumar Sharma, Company Secretary acts as Secretary to this Committee.

8. STAKEHOLDERS RELATIONSHIP COMMITTEE (Shareholders/Investors Grievance Committee renamed as per provisions of Companies Act, 2013)

The Board has constituted a Shareholders'/Investors' Grievance Committee to look into redressal of Shareholders/Investors complaints regarding transfer and transmission of shares, non receipt of Balance Sheet and dematerialization of shares and matters relating to issue of share certificates etc. Mr. Rajendra Kumar Khanna is the Chairman of Shareholders'/Investors' Grievance Committee.

In compliance of the provisions of new Companies Act, 2013, the Board of Directors of the Company in its meeting held on 24.05.2014 has renamed the Shareholders/Investors Grievance Committee as "**Stakeholders Relationship Committee.**"

During the year 2013-14, no complaint was received from Shareholders / Investors. All valid share transfers received during the year 2013-14 have been acted upon by the company. There were no transfers pending as on 31.03.2014.

CONSTITUTION

Stakeholders Relationship Committee comprised of following members: -

SI. No.	Name	Category	Committee meeting held	Meetings attended
1.	Mr. R. K. Khanna	Chairman	4	4
2.	Mr. H. N. Tyagi	Member		3
3.	Mr. J.S. Dhikkar	Member		2

9. DISCLOSURE

- There have been no materially significant related party transactions with the Company's promoters, Directors, management and their relatives, which may have potential conflict with the interests of the Company at large.
- There have been no instances of non compliance by the Company on any matter related to Capital Markets, nor have any penalty / strictures have been imposed on the Company by the Stock Exchange or SEBI or any other Statutory Authority on such matters.
- No personnel have been denied access to the Audit Committee.
- The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement. Constitution of Nomination and

Remuneration Committee as per the Non-mandatory requirement has been complied with.

- (e) A qualified practicing Company Secretary carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Ltd, (NSDL) and the total issued and listed capital. The said Audit Report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL.

10. DETAILS OF SHAREHOLDING OF DIRECTORS IN THE COMPANY

There is no Shareholding of any Director in the company

11. RESOLUTION PASSED THROUGH POSTAL BALLOT

Since the date of last Annual General Meeting, no resolution has been passed through postal ballot.

12. DEMATERIALISATION OF SHARES

Consequent upon the compulsory demat of the Equity Shares of the Company as notified by SEBI, about 56.727% of the Equity Capital of the Company has been dematerialized as on March 31, 2014. The Company has appointed M/s Skyline Financial Services Pvt. Ltd., D-153/A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi-110 020 as common agency for share registry work. The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments, which are pending for conversion.

13. DETAILS OF LAST THREE ANNUAL GENERAL MEETINGS:

Meeting	Year	Venue of AGM	Date	Time	Special Resolution passed
18 th AGM	2010-11	Shree Agrasen Bhawan, Vivek Vihar, Delhi – 110 095	28.09.2011	10.30 a.m.	NIL
19 th AGM	2011-12	Shree Agrasen Bhawan, Vivek Vihar, Delhi – 110 095	29.09.2012	10.30 a.m.	NIL
20 th AGM	2012-13	Shree Agrasen Bhawan, Vivek Vihar, Delhi – 110 095	19.08.2013	10.30 a.m.	NIL

14. MEANS OF COMMUNICATION

Quarterly and Half yearly Results Published in the Money Makers and Dainik Mahalaxmi Bhagyodaya (one English daily and the Hindi daily).

15. FINANCIAL CALENDAR (TENTATIVE)

Relevant Period	Compliance due date
Financial results for the quarter ending June 30, 2014	On or before 14 th August, 2014
Financial results for the quarter/half year ending September 30, 2014	On or before 14 th November, 2014

Financial results for the quarter ending December 31, 2014	On or before 14 th February, 2015.
Financial results for the quarter and year ending March, 31, 2015	On or before 30 th May 2015.

16. MANAGEMENT DISCUSSION AND ANALYSIS:-

A separate chapter on Management Discussion and Analysis is given in this Annual Report.

17. GENERAL SHAREHOLDERS INFORMATION:-

(a) Date, time and venue of 21 st Annual General Meeting	30 th September, 2014 at 10.00 a.m. at "Shree Agrasen Bhawan, Vivek Vihar, Delhi – 110 095"
(b) Financial year	April 1, 2013 to March 31, 2014
(c) Book Closure Date	29 th September, 2014 to 30 th September, 2014 (both days inclusive)
(d) Dividend Payment Date	Not applicable
(e) Listing on Stock Exchanges at	Delhi Stock Exchange Ltd. DSE House, 3/1, Asaf Ali Road, New Delhi.

Note: - Listing fees for the Financial Year 2014-15 has been paid to the Stock Exchange.

(f) ISIN No. for NSDL/CDSL	INE 269F01012
(g) Market Price Date	There was no transactions of shares during 2013-14 at DSE, hence, market price of share are not available.
(h) Share Transfer System Physical Shares, which are lodged with the Share transfer agent/ Company for transfer are processed and returned to the shareholder within the period of 15 days.	

(i) DISTRIBUTION OF SHAREHOLDING (AS ON MARCH 31, 2014)

(i) On the basis of Shares held

No of Equity Shares held (Range)	No. of Shareholders	Percentage of total share Holders	No. of Shares held	Percentage to total shares held
Upto 500	827	75.05	4,12,500	7.50
501-1000	49	4.45	46,400	0.84
1001-2000	69	6.26	1,05,400	1.92
2001-3000	45	4.08	1,14,200	2.08
3001-4000	27	2.45	97,500	1.77
4001-5000	19	1.72	91,100	1.66
5001-10000	33	2.99	2,65,000	4.82
10001 & above	33	2.99	43,67,900	79.42
TOTAL	1,102	100.00	55,00,000	100.00

(ii) On the basis of Category

Category	No. of Shares Held	Percentage to total shares held
Shareholding of Promoter & Promoter Group		
Indian		
- Individuals/HUFs	27,80,000	50.55
- Bodies Corporate	3,40,000	6.18
Sub total	31,20,000	56.73
Foreign	--	--
Total Shareholding of Promoter & Promoter Group	31,20,000	56.73
Public Shareholding		
- Institutions	--	--
Sub total	--	--
- Non-Institutions		
- Bodies Corporate	9,20,500	16.74
- Individuals		
- Individual Shareholders holding nominal share capital upto Rs.1.00 lakh	11,27,100	20.49
- Individual Shareholders holding nominal share capital in excess of Rs. 1.00 lakh	3,32,400	6.04
- Any other (specify)	--	--
Sub total	23,80,000	43.27
Total Public Shareholding	23,80,000	43.27
GRAND TOTAL	55,00,000	100.00

(j) Correspondence by the shareholders should be addressed to the registered office of the Company. Shareholders holding shares in Electronic mode should address all their correspondence to their respective Depository participant.

18. VIGIL MECHANISM:-

As per the provisions of Section 177(9) of the Companies Act, 2013, every listed company will establish a vigil mechanism for directors and employee to report genuine concerns. The Vigil Mechanism will provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee. Hence, the Board of Director have constituted a Vigil Mechanism.

19. INDEPENDENT DIRECTORS

Clause 49 of the Listing Agreement with the stock exchange and Section 149 of the Companies Act, 2013 requires every listed company to have the requisite number of Independent Directors on its Board and also sets out various criteria for a person to be eligible for appointment as an Independent Director. The Company has already appointed four Independent Directors which fulfills the criteria for composition of Board of Directors.

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

The Shareholders,

I, Rajendra Kumar Khanna, Chairman, hereby declare that all the Board Members have affirmed compliance with the code of conduct of the Company during the financial year 2013-14.

**Place: Ghaziabad
Date: 24.05.2014**

**SD/-
(RAJENDRA KUMAR KHANNA)
CHAIRMAN, DIN: 00183593**

CERTIFICATE ON CORPORATE GOVERNANCE

**To the Members of
Adharshila Capital Services Ltd.
Delhi.**

We have examined the compliance of conditions of Corporate Governance by **Adharshila Capital Services Limited** for the year ended on **31st March, 2014** as stipulated in clause 49 of the Listing Agreement of the said Company with Stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For N.K. RASTOGI & ASSOCIATES
Company Secretaries,**

**Place: DELHI
Date : 20.05.2014**

**SD/-
Naveen K. Rastogi
Proprietor
C.P. No. - 3785**

MANAGEMENT DISCUSSION AND ANALYSIS

Industry structure and developments

India's growth has slowed markedly, reflecting global developments and domestic supply constraints, while inflation remains stubbornly high. Led by falling infrastructure and corporate investment, the slowdown has generalized to other sectors of the economy. The financial positions of banks and corporates have deteriorated. The combination of persistently-high inflation, sizeable current account and fiscal deficits intensified the global liquidity tightening-induced balance of payment pressures experienced during the summer, which resulted in significant portfolio debt outflows, and pressures on currency, equity and bond markets. Along with improving external conditions, positive policy steps taken by the authorities have improved market sentiment. The current account deficit, after reaching a record high in FY2012/13 (fiscal year ending March), is narrowing fast, and capital inflows have picked up. While recent policy initiatives have reduced vulnerabilities, the policy space remains strictly circumscribed because of high deficits and debt, and elevated inflation.

Growth is projected at 4.6 percent for fiscal year 2013/14, and should pick up to 5.4 percent in 2014/15 (at factor cost). Stronger global growth, improving export competitiveness, a favorable monsoon, and a confidence boost from recent policy actions should deliver a modest growth rebound. However, fiscal restraint and a tighter monetary stance will act as headwinds, slowing the recovery. CPI inflation is expected to remain near double-digits well into next year, driven by high food inflation that feeds quickly into wages and core inflation; entrenched inflation expectations; the pass through from a weaker rupee; and ongoing energy price increases. WPI inflation is forecast to remain above the Reserve Bank of India's comfort zone, given that supply constraints will ease only gradually. The current account deficit should narrow in fiscal year 2013/14 to about 3.3 percent of GDP, supported by rebounding exports, higher remittances, rapidly shrinking gold imports, weakening domestic demand, and broadly stable oil prices.

Structure and Developments of NBFC Sector:

Non-Banking Finance Companies (NBFCs) continue to play a critical role in making financial services accessible to a wider set of India's population and are emerging as strong intermediaries in the finance space. Non Banking Financial Companies (NBFCs) are governed by the Reserve Bank of India vide powers conferred under chapter III- B of Reserve Bank of India Act, 1934. The regulatory and supervisory frameworks for NBFCs have been continuously strengthened in order to ensure strong and healthy functioning of NBFCs. Majority of NBFCs were not able to face the pressure created on and were wiped out. However, since FY 2001-2002, there has been significant improvement in the business model of existing NBFCs with improvement in overall business environment. NBFCs have been able to

expand their resource profile by diversifying the funding avenues. Further a strict control on asset quality and overheads, coupled with use of innovative borrowing tools such as securitization has resulted in improved profitability of NBFCs.

INDIA'S NBFC INDUSTRY OVERVIEW Over the years, the Non-Banking Financial Companies (NBFCs) of India have been instrumental in driving the country's inclusive growth. In the rural and semi-urban India, the sector plays a critical role in financing long-term infrastructure, construction equipment, leasing, real estate, vehicles and SMEs. At present, more than 80 per cent of equipment leasing and hire purchase financing in India are financed by NBFCs. (Source: Indian Brand Equity Foundation). The ACSL has made some improvements and derived profit in this financial year as against losses in the previous year.

Opportunities and Threats:

The NBFCs business model has strengthened considerably over the past few years in terms of access to varied funding sources. The growth of mutual fund industry and the emergence of securitization as a borrowing tool have helped to strengthen the NBFC sector. In recent times, NBFC's have emerged as lenders to both companies and individuals. When it comes to lending, NBFCs are generally regarded to be complementary to banks and are often able to offer better services and products to their customers.

ADHARSHILA CAPITAL SERVICES LIMITED (ACSL) sees huge growth opportunities in each of its existing business areas, and will also be expanding the focus of activities to new areas, arising from the strong growth momentum in the economy.

The NBFCs are facing stiff competition from banks and financial institutions, due to ability of banks to raise low cost funds which enable them to funds at much cheaper rate. More stringent capital adequacy norms have been stipulated by RBI for NBFCs which is making difficult for them to give cheaper finance.

Financial Performance:

ADHARSHILA CAPITAL SERVICES LIMITED (ACSL) gross income from operations for the financial year ended March 31, 2014 is Rs.11,19,105/- as against of Rs.18,16,130/- in the previous year.

The Net Profit (PAT) of the Company is Rs 77,165/- during the year against the loss of Rs. 4,88,647/- in the previous year.

Resources and Liquidity:

No fund has been raised by ACSL from market by way of public deposits. During the Financial Year 2013-14 no allotment of shares / debentures or other securities has been made.

Business Review:

ACSL has invested Rs.4,49,03,150/- in the Securities of other body corporates and Rs. 83,60,000/- as Unsecured Loans (including interest) to body corporates & others as on March 31, 2014. ACSL aims at better returns by a good asset quality and asset mix.

Outlook:

Non-Banking Finance Companies (NBFCs) continues to provide accessible its services to every part of the population and playing a vital role in economic growth of the country. The financial sector in India is in a process of rapid transformation. Reforms are continuing as part of the overall structural reforms aimed at improving the productivity and efficiency of the economy. The ACSL management team consisting of professional directors intends to take advantage of the competitive edge built over a period of time by increasing the penetration levels with the main objective of maximizing the value for all stakeholders concerned.

Risks and Concerns:

Due to the nature of the business and the concerned fast changing business scenario, volatile condition of Stock Market, ACSL is exposed to specific risks including interest rate volatility, economic cycle and market risk and risk arising from change of laws/regulations, The company having Audit committee in which professional director of the company are members under the chairmanship of Mr. R. K. Khanna. The committee is responsible to assess the risk and take necessary steps and enable various policies to minimize the risk. ACSL's effective business and risk management policies help to mitigate these risks.

Adequacy of Internal Control Systems:

An effective controls system is introduced by ACSL to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorised, recorded and reported correctly.

The Audit Committee of Directors reviews the adequacy of internal controls systems.

**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF
ADHARSHILA CAPITAL SERVICES LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of ADHARSHILA CAPITAL SERVICES LIMITED which comprise the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the



circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion:

1. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;



- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;

- d) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - e) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.
3. Further, as required by 'Non Banking Financial Companies Auditor's Report (Reserve Bank) Direction, 1988', we further state that we have submitted a separate report to the Board of Directors of the Company on the matters specified in said directions as under:-
- a) The company applied for registration as provided in section 45IA of the Reserve Bank of India Act, 1934 and has obtained certificate of registration from the Reserve Bank of India.
 - b) The Company is entitled to continue to hold the Certificate of Registration in terms of its asset/income pattern as on 31st March, 2014.
 - c) The Board of Directors of the company has passed a resolution for non – acceptance of any public deposit.
 - d) The company has not accepted any public deposit during the year under reference.



B. K. Kapur & Company
Chartered Accountants

17, NAVYUG MARKET,
GHAZIABAD – 201 001
Phones : 2790947, 2790951

- e) The company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning of bad and doubtful debts as applicable to it in terms of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

For B.K.KAPUR AND CO.,
Chartered Accountants,
Firm Registration No. 000852C



M.S. Kapur

(M.S.KAPUR) F.C.A.
Partner.
M.No.74615.

Place : Ghaziabad
Dated : 24.05.2014

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph (1) of our Report on other Legal and Regulatory requirements of even date of ADHARSHILA CAPITAL SERVICES LIMITED for the year ended 31st March, 2014.)

1. (a) The Company has maintained proper records to show full particulars including quantitative details and situation of its fixed assets.
- (b) The fixed assets of the Company have been physically verified during the year by the management at reasonable intervals and no material discrepancies between the book records and the physical inventory have been noticed on such verification.
- (c) As per records and information and explanation given to us there was no sale of fixed assets during the year, therefore, no comment is required under paragraph 4(i) (c) of the Order.
2. Having regards to the nature of the company's business/activities clause 4(ii)(a) to (c) is not applicable to the company.
3. According to information made available to us, the company has not granted any loan, secured or unsecured to companies, firm or other parties covered in the register maintained under section 301 of the Act, accordingly clause 4(iii)(b) to (d) of the Order are not applicable to the company.
4. According to information made available to us, the company has not taken any loan, secured or unsecured from companies, firm or other parties covered in the register maintained under section 301 of the Act, accordingly clause 4(iii)(e) to (g) of the Order are not applicable to he company.
5. In our opinion and according to the information and explanations given to us, the nature of company business is such that it does not purchase Inventory, or sell goods.
6. (a) Based on our examination and according to the information and explanation given to us, we are of the opinion that particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been so entered in the register required to be maintained under that section.
- (b) In our opinion and on the basis of information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the Register maintained Under Section 301 of the Companies Act, 1956 during the year have been made at prices which are reasonable having regard to prevailing market price at the relevant time where such market prices are available.



B. K. Kapur & Company

Chartered Accountants

17, NAVYUG MARKET,

GHAZIABAD – 201 001

Phones : 2790947, 2790951

7. In our opinion and on the basis of information and explanations given to us, the company has not accepted any public deposit from public within the meaning of section 58 A and 58AA of the Companies Act, 1956 and or any other relevant provisions of the Act and rules framed there under.
8. The Company does not have any internal audit system. In the opinion of the management internal audit system is not considered necessary having regard to the nature of business and volume of transactions.
9. Maintenance of cost records has not been prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 in respect of the activities undertaken by the company during the financial year under report.
10. As informed to us, Employees Provident Fund Act, 1952 and Employees State Insurance Act are not applicable to the Company for the time being. On the basis of information and explanations given to us, the Company has been regular in depositing undisputed statutory dues including Income Tax, Service Tax Sales Tax, Wealth Tax, Custom Duty and Excise Duty whichever is applicable with the appropriate authorities. No amount was due to be deposited under Investor Education and Protection Fund. Further there was no arrears or outstanding statutory dues as at 31st March, 2014 for a period of more than six months from the date they became payable.
11. According to the records of the company examined by us, there are no dues of Income Tax, customs duty, wealth tax, Sale Tax, Service Tax and cess which have not been deposited on account of any dispute.
12. The Company does not have any accumulated Losses. The company has incurred cash losses during the financial year ended 31st March, 2014 of Rs.331180/- and in the immediate preceding financial year amounting to Rs. 439832/-
13. In our opinion and on the basis of information and explanations given to us, the company has not borrowed from any financial institutions, bank or issued any Debentures.
14. According to the information and explanation given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities, therefore, no comment is required under para 4 (xii) of CARO, 2003.
15. As the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore provisions of clause 4(xiii) of the order are not applicable to the company
16. Based on our examination of the records and evaluation of related internal controls the company has maintained proper records of the transaction and contracts in



B. K. Kapur & Company

Chartered Accountants

17, NAVYUG MARKET,
GHAZIABAD – 201 001
Phones : 2790947, 2790951

- respect of investments and has also made timely entries thereon. All investments are held by the Company in its own name.
17. According to the information and explanation given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
 18. On the basis of information and explanations given to us, and on an overall examination of the financial statements of the company, no funds raised on short term basis have been used for long term investment.
 19. According to the information and explanation given to us, during the period covered by our audit report, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
 20. The company has not issued any debenture, therefore, no comments is required under Para 4 (xix) of CARO, 2003.
 21. The Company has not raised any money by public issue, during the year.
 22. To the best of our knowledge and belief and according to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For B.K.KAPUR AND CO.,
Chartered Accountants,
Firm Registration No. 000852C



M.S. Kapur

(M.S.KAPUR) F.C.A.
Partner.
M.No.74615.

Pace : Ghaziabad
Dated : 24th May, 2014

ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi - 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

BALANCE SHEET AS AT 31ST MARCH 2014

	Note No.	Figures as at end of Current Reporting Period 31.03.2014	Figures as at end of Previous Reporting Period 31.03.2013
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
Share Capital	2	55,000,000	55,000,000
Reserves and Surplus	3	3,739,682	3,662,517
		58,739,682	58,662,517
2 Current Liabilities			
Other Current Liabilities	4	91,055	116,921
Short Term Provisions	5	20,000	20,000
		111,055	136,921
TOTAL (1+2)		58,850,737	58,799,438
II. ASSETS			
1 Non Current Assets			
Fixed Assets	6		
Tangible Assets		163,670	158,445
Non-Current Investments	7	44,903,150	45,242,500
Deferred Tax Assets (Net)	8	551,534	126,714
Long Term Loans and Advances	9	4,004,550	4,004,550
		49,622,904	49,532,209
2 Current Assets			
Inventories	10	199,664	187,260
Cash and Bank Balances	11	437,653	491,331
Short Term Loans and Advances	12	8,590,516	8,588,638
		9,227,833	9,267,229
TOTAL (1+2)		58,850,737	58,799,438

Significant Accounting Policies and Notes
Forming Integral Part of Financial Statements

(1 to 29)

AS PER OUR REPORT OF EVEN DATE
For B.K.Kapur & Co.
Firm Registration No.000852C
Chartered Accountants

(Signature)

(Signature)
DIRECTOR

(Signature)
DIRECTOR

(Signature)
COMPANY SECRETARY



(Signature)

(M.S.KAPUR) F.C.A.
PARTNER
M.NO. 74615

Place : Ghaziabad
Dated : 24th May 2014

ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi - 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	Note No.	Figures for the Current Reporting Period 31.03.2014	Figures for the Previous Reporting Period 31.03.2013
I. Revenue from Operations	13	1,119,105	1,816,130
III. Total Revenue (I+II)		1,119,105	1,816,130
IV. Expenses:			
Purchases of Shares		129,691	441,359
Changes in Inventories of Stock-In-Trade	14	(12,404)	468,295
Employee Benefits Expense	15	853,621	881,272
Depreciation and Amortisation Expense		16,475	29,783
Other Expenses	16	479,377	465,036
Total Expenses		1,466,760	2,285,745
V. (Loss)/Profit		(347,655)	(469,615)
X. Tax Expense :			
Deferred Tax Charge/(Credit)		(424,820)	19,199
Income Tax for Earlier Years			(167)
XI. (Loss)/Profit for the period		77,165	(488,647)
XIII. Earning per equity share			
Nominal Value Rs. 10/-			
Basic		0.01	(0.09)
Diluted		0.01	(0.09)

Significant Accounting Policies and Notes
Forming Integral Part of Financial Statements

(1 to 29)

AS PER OUR REPORT OF EVEN DATE
For B.K.Kapur & Co.
Firm Registration No.000852C
Chartered Accountants

DIRECTOR

DIRECTOR

COMPANY SECRETARY



(M.S.KAPUR) F.C.A.
PARTNER
M.NO. 74615

Place : Ghaziabad
Dated : 24th May 2014

ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2014

NOTE - 1 : SIGNIFICANT ACCOUNTING POLICIES:

i) Basis of Accounting:

The accounts have been prepared under historical cost convention and in accordance with applicable accounting standards and relevant disclosure requirements of the Companies Act, 1956.

Recognition of Income & Expenditure:

Income & Expenditure is recognized on accrual basis.

ii) Fixed Assets and Depreciation:

Fixed Assets are stated at cost less accumulated Depreciation. Cost of acquisition or construction is inclusive of freight, duties, taxes and incidental expenses. Depreciation on all fixed assets has been changed on straight-line method at the rates and in the manner prescribed in schedule XIV to the companies Act, 1956. Low value items costing individually Rs.5000/- or less are fully depreciated in the year of purchase.

iii) Investments:

Long-term Investments are stated at cost. Provision for diminution is made only if, in the opinion of the management such decline is other than temporary.

iv) Inventories:

Stock in trade is valued scrip wise at cost based on FIFO method or estimated realizable value whichever is lower.

v) Revenue Recognition:

All the items of cost/ expenditure and revenue/ income have been accounted for on accrual basis. Dividend income is recognised when the right to receive payment is established.

vi) Taxes on Income:

a) Current tax is determined as the amount of tax payable in respect of taxable income for the period.

b) Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognized on carry forward of losses unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

vii) Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in notes. Contingent assets are neither recognized nor disclosed in the financial statements.



ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

	Figures as at end of Current Reporting Period 31.03.2014	Figures as at end of Previous Reporting Period 31.03.2013
NOTE - 2 : SHARE CAPITAL		
Authorised:		
62,00,000 Equity Shares of Rs.10/- each (Previous Year 62,00,000 Equity Shares of Rs.10/- each)	62,000,000	62,000,000
Issued, Subscribed & Paid-up Capital:-		
55,00,000 Equity Shares of Rs.10/- each fully paid up (Previous Year 55,00,000 Equity Shares of Rs.10/- each fully paid up)	55,000,000	55,000,000
TOTAL	55,000,000	55,000,000

Terms & Conditions of Equity Shares

- 1 The Company has only one Class of Equity Shares having a par value of Rs10/-each
- 2 Each Shareholders is eligible for one Vote per Shares held
- 3 The Dividend , if any,proposed by the board of directors is subject to the approval of shareholders in the Annual General Meeting , except in the case of interim dividend.
- 4 In the event of liquidation , the Equity Shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts,in proportion of their shareholding.

5 Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31.03.2014		As at 31.03.2013	
	Number	Amounts (Rs.)	Number	Amounts (Rs.)
Shares Outstanding at the beginning of the year	5,500,000	55,000,000	5,500,000	55,000,000
Shares Outstanding at the end of the year	5,500,000	55,000,000	5,500,000	55,000,000

6 Shares in the company held by each shareholder holding more than 5 percent shares

Name of Shareholder	As at 31.03.2014		As at 31.03.2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr.Raj Kumar Adlakha	1,360,000	24.73	1,210,000	22.00
Mr.Ranjan Adlakha	820,000	14.91	820,000	14.91
Ms.Amita Adlakha	425,000	7.73	50,000	0.91

- 7 There are Nil number of shares (Previous Year Nil) reserved for issue under option and contracts/commitment for the sale of shares/disinvestment including the terms and amounts.
- 8 For the period of five years immediately preceeding the date at which the balance sheet is prepared

Particulars	No.of Shares
Aggregate number and class of shares allotted as fully paid up pursuant to Contract(s) without payment being received in cash	Nil
Aggregate number and class of shares allotted as fully paid up by way of bonus shares	Nil
Aggregate number and class of shares bought back	Nil
- 9 There are no securities (Previous Year no) convertible into Equity/Preferential shares.
- 10 There are no calls unpaid (Previous Year Nil) including calls unpaid by Directors and Officers as on balance sheet date.



ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi - 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

	Figures as at end of Current Reporting Period 31.03.2014	Figures as at end of Previous Reporting Period 31.03.2013
NOTE - 3 : RESERVES AND SURPLUS		
a) Reserve Fund (in the terms of Section 45-IC of RBI Act, 1934)		
As per Last Balance Sheet	1,218,900	1,218,900
Add:- Transfer from Profit & Loss Account	-	-
	<u>1,218,900</u>	<u>1,218,900</u>
b) Surplus		
As per Last Balance Sheet	2,443,617	2,932,264
Add: (Loss) / Profit during the year	77,165	(488,647)
	<u>2,520,782</u>	<u>2,443,617</u>
Less :-Transfer to Reserve Fund	-	-
	<u>2,520,782</u>	<u>2,443,617</u>
Gross Total (a+b)	<u>3,739,682</u>	<u>3,662,517</u>
NOTE - 4 : OTHER CURRENT LIABILITIES		
Statutory Liabilities	-	1,750
Other Liabilities	91,055	115,171
Total	<u>91,055</u>	<u>116,921</u>
NOTE - 5 : SHORT TERM PROVISIONS		
a) Provision for Taxation	-	-
b) Provision against Standard Assets	20,000	20,000
Total	<u>20,000</u>	<u>20,000</u>



ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

NOTE - 6 : FIXED ASSETS:

S.No.	Particulars	Gross Block		Depreciation			Net Block		
		as on 31.03.13	Addition	as on 31.03.14	upto 31.03.13	For the year	upto 31.03.14	as on 31.03.14	as on 31.03.13
1	Computers	173,265	21,700	194,965	158,061	6,640	164,701	30,264	15,204
2	Furniture & Fixture	50,975	-	50,975	15,277	3,227	18,504	32,471	35,698
3	Office Equipment	143,134	-	143,134	35,591	6,609	42,200	100,934	107,543
	Total Rs.	367,374	21,700	389,074	208,929	16,475	225,404	163,670	158,445
	Previous Year Rs.	367,374	-	367,374	179,146	29,783	208,929	158,445	188,228



ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi - 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

	Figures as at end of Current Reporting Period 31.03.2014	Figures as at end of Previous Reporting Period 31.03.2013
NOTE - 7 : NON-CURRENT INVESTMENTS		
A Trade Investments (Long Term-Fully paid up) (valued at Cost)		
<u>Quoted :</u>		
a)* NIL (174100) Equity Shares of Rs.10/- each in Pariksha Fin-Invest-Lease Ltd (Market value not available)	-	348,200
<u>Unquoted :</u>		
a) 505000 (505000) Equity Shares of Rs.10 each in New Castle Finance & Leasing Pvt.Ltd.	1,810,000	1,810,000
b) 180000 (180000) Equity shares of Rs.10 each in Uttam Adlakha & Sons Holdings Pvt. Ltd.	360,000	360,000
B Other Investments : (valued at Cost)		
<u>Quoted :</u>		
<u>Unquoted :</u>		
<u>Associate Companies :</u>		
a) 516000 (516000) equity share of Rs.10/- each in Uttam Distilleries Ltd.	10,984,000	10,984,000
<u>Other Companies :</u>		
a) 319915 (559030) Equity Shares of Rs.10 each in Lipi Boilers Ltd.	3,199,150	5,590,300
b) 270000 (270000) Equity Shares of Rs.10/- each in Telma Trading Pvt.Ltd.	2,700,000	2,700,000
c) 205000 (205000) Equity Shares of Rs.10/- each in Uttam Luxury Hotels & Resorts Ltd.	2,050,000	2,050,000
d) 107000 (107000) 10% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each at a Premium of Rs. 100/- each in JPC Infra Private Limited	21,400,000	21,400,000
e) 12000 (NIL) 10% Cumulative Redeemable Preference Shares of Rs. 100/- each at a Premium of Rs. 100/- each in Uttam Sugar Mills Limited	2,400,000	-
Total	44,903,150	45,242,500
TOTAL QUOTED INVESTMENTS		
i) for which Market Value Not Available	-	348,200
TOTAL UNQUOTED INVESTMENTS	44,903,150	44,894,300
Total	44,903,150	45,242,500

* Note : 1) The above shares are listed on the Delhi Stock Exchange, however, there are no transactions in the Delhi Stock Exchange for more than three years, therefore, no quotations are available as on 31.03.2013

NOTE - 8 : DEFERRED TAX ASSETS (NET)

	As at 01.04.2013	During the Year	As at 31.03.2014
DEFERRED TAX LIABILITY			
Difference between Book & Tax Depreciation	19,093	1,038	20,131
	19,093	1,038	20,131
DEFERRED TAX ASSETS			
Unabsorbed Depreciation	145,807	425,858	571,665
	145,807	425,858	571,665
NET DEFERRED TAX ASSETS	126,714	424,820	551,534



ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi - 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

	Figures as at end of Current Reporting Period 31.03.2014	Figures as at end of Previous Reporting Period 31.03.2013
NOTE - 9 : LONG TERM LOANS AND ADVANCES		
a) Security Deposits	4,550	4,550
b) Share Application Money to Related Party (Refer Note No. 26)	4,000,000	4,000,000
Total	4,004,550	4,004,550

NOTE - 10 : INVENTORIES

(As taken, valued and certified by the Management)

	31.03.2014		31.03.2013	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
a) IVRCL Infrastructure & Project Ltd.	100	1,320	100	1,925
b) Dwarikesh Sugar Industries Ltd.	50	1,408	50	1,445
c) Simbhaoli Sugars Limited	50	815	50	1,145
d) NTPC Limited	100	11,990	100	14,195
e) Sakthi Sugars Limited	50	900	50	993
f) Mangalore Refinery and Petrochemicals Limited	500	23,850	500	24,775
g) Uflex Limited	200	14,270	200	14,530
h) GlaxosmithKline Pharmaceuticals Limited	-	-	50	104,789
i) Castrol India Limited	300	93,285	-	-
j) Tata Steel Limited	75	29,548	75	23,464
k) Jsw Energy System	400	22,280	-	-
		199,664		187,260

Mode of Valuation of Inventories:

Inventories of Stock-in-Trade are valued at lower of Cost or Net Realisable Value.

	Figures as at end of Current Reporting Period 31.03.2014	Figures as at end of Previous Reporting Period 31.03.2013
NOTE - 11 : CASH AND BANK BALANCES		
Cash & Cash Equivalents		
a) Balance with Banks In Current Accounts	159,181	346,959
b) Cash on Hand	278,472	144,372
Total	437,653	491,331

NOTE - 12 : SHORT TERM LOANS AND ADVANCES

Unsecured loan to Related Party (Refer Note No. 26)	8,000,000	8,000,000
Add: Interest due on above	360,000	360,000
Advance for purchase of Shares	2,181	303
Income Tax (Including TDS)	228,335	228,335
Total	8,590,516	8,588,638



ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi - 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

	Figures for the Current Reporting Period 31.03.2014	Figures for the Previous Reporting Period 31.03.2013
NOTE - 13 : REVENUE FROM OPERATIONS		
a) Sales of Shares	132,675	885,679
b) Interest Income	800,000	800,542
c) Dividend Income	7,530	15,969
d) Realization of Interest on NPA Account	-	113,940
e) Profit on sale of Investment	174,100	
f) Other	4,800	
	1,119,105	1,816,130
NOTE - 14 : CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS & STOCK-IN-TRADE		
Opening Stocks		
Mutual Funds	-	310,438
Shares	187,260	345,117
	187,260	655,555
Closing Stocks		
Shares	199,664	187,260
	199,664	187,260
(Decrease)/Increase in Stocks	(12,404)	468,295
NOTE - 15 : EMPLOYEE BENEFIT EXPENSES		
Salaries & Wages	787,021	822,498
Medical Expenses	27,000	27,000
Office Fooding & Beverages Exps	39,600	31,774
Total	853,621	881,272
NOTE - 16 : OTHER EXPENSES		
Administrative and Other Expenses		
Printing and Stationery	34,923	55,719
Travelling and Conveyance (other than Directors)	136,996	139,308
Postage, Courier and Telephones	33,010	36,992
Books & Periodicals	4,730	1,000
Office Rent	30,000	30,000
Office Up-Kip Charges	71,689	15,107
Computer Maintenance Exp.	25,233	30,139
Auditors Remuneration:-		
Audit Fee	16,854	16,854
Limited Review Report fees-other services	9,888	12,135
AGM Handling exp.	3,000	3,100
Fee & Subscription	42,422	39,326
Listing Fees	11,236	11,236
Demat Charges	1,106	1,419
Director Sitting Fee	-	18,000
Bank Charges	400	495
Legal & Professional Fee	10,485	14,266
Advertisement	40,275	39,825
Miscellaneous Expenses	7,130	115
	479,377	465,036



ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2014

17. The figures have been rounded off to nearest Rupee.
18. The provisions of Provident Fund Act, 1952 are not applicable to the company for the time being.
19. No provision has been made for gratuity since number of employees of the company does not exceed the limit of ten, thus, the provision of Gratuity Act is not applicable.
20. The previous year's figure has been re-grouped/re-classified to make them comparable with the figures of the current year.
21. No amount is due to Micro, Small or Medium Enterprises.
22. In the opinion of the Board, the current assets, loans and advances are realizable in the normal course of business at the value at which these are stated in the Balance Sheet.
23. There being only single segment, Segment Reporting as defined in Accounting Standard-17 (AS-17) issued by ICAI is not applicable.
24. Investments include shares of the Pariksha Fin-Invest-Lease Ltd., which are listed at Delhi Stock Exchange; however, no latest quotation is available.
25. Contingent Liability not Acknowledge as debt : NIL

26. RELATED PARTY DISCLOSURES:

A) Parties where control exists : NIL

B) Other Related Parties where transactions have taken place during the year:

i) Associates : Uttam Distilleries Ltd.

ii) Key Management Personnel (KMP) : NONE

iii) Individuals having significant influence / substantial interest and their relatives: -

- Mr. Raj Kumar Adlakha
- Mr. Rajan Adlakha (Brother of Mr. Raj Kumar Adlakha)

iv) Enterprises significantly influenced by individuals having significant influence/substantial interest:

- The Standard Type Foundry Private Limited
- Lipi Boilers Limited



ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

C) Details of Transactions with above Related Parties: -

Name of Enterprises	Transactions during the year	Amount of Transactions (Rs.)		Outstanding Balances (Rs.)		
		Year Ended 31-03-2014	Year Ended 31-03-2013		As at 31-03-2014	As at 31-03-2013
The Standard Type Foundry Pvt. Ltd.	Interest Earned	8,00,000	8,00,000	Interest Outstanding	3,60,000	3,60,000
				Loan Outstanding	80,00,000	80,00,000
				Share Application Money Outstanding	40,00,000	40,00,000
Lipi Boilers Limited	Purchase of Shares	24,00,000	NIL			
	Surrender of Shares of Lipi Boilers Limited under Buy Back Offer	23,91,150	NIL			
Mr. Rajan Adlakha	Outstanding interest received	NIL	1,13,940	Interest Outstanding	NIL	NIL

27. Auditors' Remuneration includes:

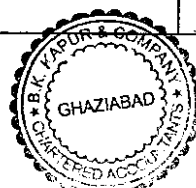
Particulars	Year Ended 31-03-2014	Year Ended 31-03-2013
(a) As Statutory Auditors	16,854	16,854
(b) for other services - (including Limited Review Report fees)	9,888	12,135
Total	26,742	28,989

28. EARNING PER SHARE:

		<u>31.03.2014</u>	<u>31.03.2013</u>
a. Numerator	Profit/(Loss) after Tax (Rs.)	77,165	(4,88,647)
b. Denominator	Number of Equity Shares	55,00,000	55,00,000
c. Earning Per Shares (Rs.) – Basic		0.01	(0.09)
	– Diluted	0.01	(0.09)

29. Disclosure of details as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

Particulars		(Rs. in lakhs)	
Liabilities side :			
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Amount	Amount
		outstanding	overdue
	(a) Debentures : Secured	-	-
	: Unsecured	-	-
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	-	-
	(c) Term Loans	-	-
	(d) Inter-Corporate loans and borrowing	-	-



ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

	(e) Commercial Paper	-	-
	(f) Other Loans (specify nature)	-	-
	Assets side :	Amount outstanding	
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	(a) Secured	-	
	(b) Unsecured	83.60	
(3)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors:		
	(a) Financial lease	-	
	(b) Operating lease	-	
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	-	
	(b) Repossessed Assets	-	
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been re-possessed	-	
	(b) Loans other than (a) above	-	
(4)	Break-up of Investments :		
	<i>Current Investments :</i>		
	1. Quoted :		
	(i) Shares : (a) Equity	-	
	(b) Preference	-	
	(ii) Debentures and Bonds	-	
	(iii) Units of mutual funds	-	
	(iv) Government Securities	-	
	(v) Others (please specify)	-	
	2. Unquoted :		
	(i) Shares : (a) Equity	-	
	(b) Preference	-	
	(ii) Debentures and Bonds	-	
	(iii) Units of mutual funds	-	
	(iv) Government Securities	-	
	(v) Others (please specify)	-	
	<i>Long term investments :</i>		
	1. Quoted :		
	(i) Shares : (a) Equity	-	
	(b) Preference	-	
	(ii) Debentures and Bonds	-	
	(iii) Units of mutual funds	-	
	(iv) Government Securities	-	
	(v) Others (please specify)	-	
	2. Unquoted :		
	(i) Shares : (a) Equity	211.03	
	(b) Preference	238.00	
	(ii) Debentures and Bonds	-	
	(iii) Units of mutual funds	-	
	(iv) Government Securities	-	
	(v) Others (please specify)	-	
		449.03	




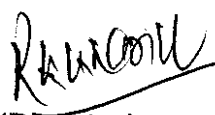
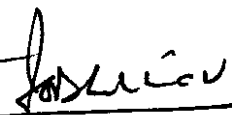

ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

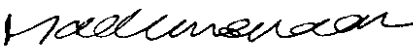
(5)	Borrower group-wise classification of assets financed as in (2) and (3) above :			
	Category	Amount net of Provisions		
		Secured	Unsecured	Total
	1. Related Parties **			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	83.60	83.60
	2. Other than related parties	-	-	-
	Total	-	83.60	83.60
(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)			
	Category	Market Value/ Break-up-or fair value-or NAV		Book Value (Net of Provisions)
	1. Related Parties			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	618.60	-	449.03
	2. Other than related parties	-	-	-
	Total	618.60	-	449.03
(7)	Other information			
	Particulars	Amount		
(i)	Gross Non-Performing Assets			
	(a) Related parties	-		
	(b) Other than related parties	-		
(ii)	Net Non-Performing Assets			
	(a) Related parties	-		
	(b) Other than related parties	-		
(iii)	Assets acquired in satisfaction of debt	-		

**AS PER OUR SEPARATE REPORT OF EVEN DATE,
For B.K. KAPUR & CO.,
Firm Registration No.000852C
Chartered Accountants,**

(Director) (Director) (Company Secretary)




**(M.S.KAPUR) F.C.A.
Partner
Membership No.74615**

Place : Ghaziabad
Dated : 24th May, 2014

ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

Corporate Identity Number (CIN) : L74899DL1993PLC056347

Cash Flow Statement for the year ended 31st March, 2014

	<u>Year Ended</u> <u>31.3.2014</u> <u>Rupees</u>	<u>Year Ended</u> <u>31.3.2013</u> <u>Rupees</u>
A. Cash Flow From Operating Activities:		
Profit before Tax and Extraordinary Items	(347,655)	(469,615)
Depreciation	16,475	29,783
Income Tax Refund Received		155,000
Operating Profit before Working Capital	(331,180)	(284,832)
<u>Changes / adjustment for:</u>		
Inventories	(12,404)	468,295
Trade and other Receivable	-	-
Trade Payable	(25,866)	4,544
Short Term Loan & Advance	(1,878)	(303)
Income Tax Paid		(235,000)
Total A	<u>(371,327)</u>	<u>(47,296)</u>
B. Cash Flow From Investment Activities		
Purchase of Fixed Assets	(21,700)	-
Sale of Investments	339,350	-
	-	-
		309
Total B	<u>317,650</u>	<u>309</u>
C. Cash Flow From Financing Activities		
Repayment of Unsecured Loans	-	-
Interest Paid	-	-
Total C	<u>-</u>	<u>-</u>
Net Increase/(Decrease) in cash & Cash Equivalents (A+B+C)	(53,677)	(46,987)
I. Cash and Cash Equivalents at the Beginning of the Year	491,331	538,317
II. Cash and Cash Equivalents at the End of the Year	437,653	491,331

Note: Cash and cash equivalent includes cash, cheques in hand, and balances with Scheduled Banks.

AS PER OUR SEPARATE REPORT OF EVEN DATE,
FOR B.K.KAPUR & CO.,
Firm Registration No.000852C
Chartered Accountants,

Handwritten signature
(Director) *Handwritten signature* *Handwritten signature*
(Director) (Company Secretary)

Place : Ghaziabad
Dated : 24 May 2014



Handwritten signature
(M.S.KAPUR) F.C.A.
Partner
M.No.74615

ADHARSHILA CAPITAL SERVICES LIMITED

[Corporate Identity Number (CIN) : L74899DL1993PLC056347]

Regd. Office: 109, Choudhary Complex, 9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

Tel.: 011 – 22022598, email id : adharshilacapital@gmail.com

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 21st Annual General Meeting held on 30th September, 2014 at 10:00 a.m. 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: 109, Choudhary Complex,9, Veer Savarkar Block, Shakarpur, Delhi – 110 092

Tel.: 011 – 22022598, email id : adharshilacapital@gmail.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rules 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 _____ of Adharshila Capital Services Limited, hereby appoint

1. Name _____ e-mail id : _____

Address : _____

Signature : _____

or failing him

2. Name _____ e-mail id : _____

Address : _____

Signature : _____

or failing him

3. Name _____ e-mail id : _____

Address : _____

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on 30th September, 2014 at 10:00 am at “Shree Agrasen Bhawan”,

Vivek Vihar, Delhi – 110 095 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	
Sl. No.	Ordinary Business
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2014.
2.	Re-appointment of M/s. B. K. Kapur & Company, Chartered Accountants as Statutory Auditor and fixing their remuneration.
Special Business	
3.	Appointment of Mr. Joginder Singh Dhikkar (DIN:00050606) as an Independent Director of the Company
4.	Appointment of Mr. Harnand Tyagi (DIN:00159923) as an Independent Director of the Company
5.	Appointment of Mr. Rajendra Kumar Khanna (DIN:00183593) as an Independent Director of the Company
6.	Appointment of Mr. Sanjay Monga (DIN:03057031) as an Independent Director of the Company

Signed this day of2014

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 at 109, Choudhary Complex,9, Veer Savarkar Block, Shakarpur, Delhi – 110 092 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 Statements and Notes, please refer to the Notice of 21st Annual General Meeting of the Company.
3. Please complete all details including details of Member(s) before submission.