

## NOTICE

# **CUBICAL FINANCIAL SERVICES LIMITED**

Registered Office: - 456, Agarwal Metro Heights, Netaji Shubash Place, Pitampura, Delhi-110034

Phone: 011-27351705 Fax: 011-27351705

## NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of CUBICAL FINANCIAL SERVICES LIMITED will be held on Monday on 7<sup>th</sup> day of April 2014 at 10:00 A.M. at Multipurpose Community Centre, Ghoga Village, Near Main Bus Stop, Delhi-110039 to transact the following business:

### SPECIAL BUSINESS:

#### **1. SUB-DIVISION (STOCK SPLIT) OF EQUITY SHARES OF RS. 10/- EACH OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of the section 94 of the Companies Act, 1956 or section 61 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 1956/2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), and shareholders and consent of the Board of Directors the equity share having nominal value of Rs.10/- (Rupees Ten) each be sub-divided into 5 (Five) Equity Shares having nominal value of Rs. 2/- (Rupees Two) each fully paid-up.

RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the company, the Authorized, Issued, Subscribed and Paid-up Equity Share of nominal value of Rs. 10/- each, shall stand sub-divided into 5 (Five) Equity Shares of nominal value of Re. 2/- each.

RESOLVED FURTHER THAT upon sub division of the equity shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be exchanged in lieu of original share certificate surrendered by the shareholder and from the Record Date (To be decided by the Board) and the Company may, requiring the surrender of the existing share certificate(s), issue and dispatch the rectified share certificate(s) of the Company, in lieu of such existing share certificate(s) subject to the provisions of Companies (Issue of Share Certificate) Rules, 1960 and in case of Shares held in dematerialized form, the corresponding number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the company before sub-division.”

RESOLVED FURTHER THAT Mr. Ashwani Kumar Gupta, Managing Director and/or Mr. Rishi Kumar Sharma, Company Secretary of the company be and are hereby jointly/severally authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division split of the equity shares as aforesaid or for any matters connected herewith or incidental hereto.”

#### **2. ALTERATION OF MEMORANDUM OF ASSOCIATION**

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

“RESOLVED THAT pursuant to the provisions of the Section 16 of the Companies Act 1956 or Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act 1956/2013, and subject to the consent of the Shareholders the Memorandum of Association of the company be altered as follows:

The Existing Clause V of the Memorandum of Association of the company be deleted and substituted in its place and instead the following clause as new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 13,51,00,000/- (Thirteen Crores and Fifty One Lacs only) divided into 6,75,50,000 (Six Crore Seventy Five Lac Fifty Thousand ) Nos. of Equity Shares of Re. 2/- (Rupees Two) each with the power of the company to increase or reduce from time to time its capital and to issue any shares in the equity capital and attach to any class of such shares any preference, right, privileges or priorities in payment of dividend or distribution of assets or other matter or to subject the same to any restriction limitation or conditions and to vary regulation of the company as may be necessary to give effect to the same.”

RESOLVED FURTHER THAT Mr. Ashwani Kumar Gupta, Managing Director and/or Mr. Rishi Kumar Sharma, Company Secretary of the company be and are hereby jointly/severally authorized to do perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filling of necessary forms with the Registrar of the companies and to comply with all other requirements in this regards and for any matter connected herewith or incidental hereto.”

For and on behalf of the Board of Directors  
For Cubical Financial Services Limited

Sd/-

Ashwani Kumar Gupta  
Managing Director

Date: 7<sup>th</sup> March, 2014  
Place: - New Delhi

## **NOTES**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING**

2. The relative Explanatory Statement pursuant to Section 173(2)/102 of the Companies Act, 1956/2013 in respect of Special Business under Item no. 1&2 set out above and details under Clause 49 of the Listing Agreement of the Stock Exchanges.

## **EXPLANATORY STATEMENT**

**(Pursuant to Section 173(2)/102 of the Companies Act, 1956/2013)**

As required under Section 173(2)/102 of the Companies Act, 1956/2013, the following explanatory statement sets out the matter in relation to the Special Business mentioned in the accompanying notice:

### **ITEM NO 1**

The Equity Shares of your company are listed on the Bombay Stock Exchange Limited (BSE) and Delhi Stock Exchange Limited (DSE).

In order to improve the liquidity of the Company's shares at the stock exchanges with higher floating stock in absolute numbers and to make it more affordable for the small retail investors having interest, able to invest in the company's equity shares, the Board of Directors of the Company (the Board) at its meeting held on 7<sup>th</sup> March 2014, has recommended it is desirable to sub-divide (split) the nominal value of each Equity Share having a present face value Rs. 10 each into 5 Nos. of Equity Shares of Re. 2 each, subject to the approval of the Members and all concerned Statutory Authority(ies).

The shareholders may please note that presently the nominal value of each equity shares of the Company is Rs. 10/- per share and consequent upon the sub-division it is being divided into 5 (Five) equity shares of Rs. 2/- each. The date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholder's approval, which will be notified through the Stock Exchanges.

As per the provisions of Section 94 of the Companies Act, 1956 and Section 61 of the Companies Act 2013, approval of the Shareholders is required for sub-division of shares. Therefore, the said resolution is being put up before you for your approval.

Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way interested in the Resolution, except of their shareholding and the shareholding of their relatives in the Company.

### **ITEM NO. 2:**

The existing Clause V of Memorandum of Association specifies the present Authorized Share Capital of your Company. In view of sub-division in the nominal value of the equity shares from Rs 10/- per share to Rs 2/- per share, the present Clause V of the Memorandum of Association is required to be altered to reflect the sub-division of the equity shares.

A copy of the existing Memorandum and Articles of Association as well as the specimen of the amended Memorandum and Articles of Association of the Company is available for inspection by members at the Corporate Office of the Company on any working day during working hours between 11a.m. to 1 p.m.

As per the provisions of Section 16 of the Companies Act, 1956 and Section 13 of the Companies Act 2013, approval of the Shareholders is required for amending the Memorandum of Association. Accordingly this resolution is being put before the shareholders for their permission on the same.

Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way interested in the Resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

**For and on behalf of the Board of Directors  
For Cubical Financial Services Limited**

**Date: 7<sup>th</sup> March, 2014  
Place: - New Delhi**

**Sd/-  
Ashwani Kumar Gupta  
Managing Director**

## Cubical Financial Services Limited

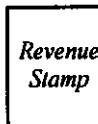
Regd. Office: - 456, Agarwal Metro Heights, Netaji Shubash Place, Pitampura, Delhi-110034

### FORM OF PROXY

L.F. NO. ....

D. P. ID\* .....

Client ID\* .....



I/We.....of.....  
..... being a member/members of Cubical Financial Services Limited hereby appoint  
.....of.....  
..... or failing him/her ..... of  
..... as my/our Proxy to attend and vote for me/us on my/our behalf at the Extra  
Ordinary General Meeting of the Company, to be held at 10:00 A.M on 7<sup>th</sup> April, 2014 and any adjournment thereof.

Signed this ..... day of .....2014.

(Signature of the Share Holder)

Note : the proxy form completed and stamped must reach the Registered Office of the company not less than 48 hours before the time for holding the aforesaid meeting.

\*Applicable for investors holding shares in electronic form.

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## Cubical Financial Services Limited

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### ATTENDANCE SLIP

L.F. NO. ....

D. P. ID\* .....

Client ID\* .....

NAME	FATHER'S / HUSBAND NAME	SIGNATURE

- Note: 1. Attendance slip not filled in properly will not be entertained.  
2. All joint holders should use only one slip.  
3. Bags/briefcases are not allowed inside the venue and the Company shall not be responsible for the loss of the same.  
\*Applicable for investors holding shares in electronic form.

**BOOK - POST**

*If undelivered, please return to :-*



**CUBICAL FINANCIAL SERVICES LIMITED**

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Pitampura, Delhi-110 034