



NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Company will be held on Friday, 30th September, 2016 at 10:00 A.M. at Multipurpose Community Centre, Ghoga Village, Near Main Bus Stop, New Delhi-110039 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Manju Anil Goyal (DIN: 07143651), who retires by rotation, and being eligible offers herself for the re-appointment.
3. **RATIFICATION OF AUDITORS APPOINTMENT**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of **M/s Krishan Rakesh & Co. (Firm Reg. No.009088N)** as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 27th AGM of the Company to be held in the year 2017 to examine and audit the Accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. **RE-APPOINTMENT OF SHRI. ASHWANI KUMAR GUPTA AS EXECUTIVE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Compensation Committee and approval of the Board and subject to the provisions of Section 196, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ashwani Kumar Gupta as Executive Chairman and Managing Director of the Company with effect from October 1, 2016 to September 30, 2021 without remuneration with a liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Ashwani Kumar Gupta.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.”

5. **DETERMINATION OF FEES FOR DELIVERY OF ANY DOCUMENT THROUGH A PARTICULAR MODE OF DELIVERY TO A MEMBER BY COMPANY UNDER SECTION 20 OF COMPANIES ACT, 2013**

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



CUBICAL FINANCIAL SERVICES LIMITED

“**RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week advance of the despatch of the document by the Company and that no such request shall be entertained by the Company to post the despatch of such document by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

By Order of the Board
for **CUBICAL FINANCIAL SERVICES LIMITED**

Sd/-

(Ashwani Kumar Gupta)

Managing Director

(DIN: 00348616)

Place : New Delhi

Date : 25.08.2016

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item No. 4 & 5 forms part of this notice. The relevant details of Directors seeking appointments/re-appointment under Item No. 2 and 4 above, as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate Resolutions/ Authority as applicable. A person can act as proxy on behalf of Members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer of the Company will remain closed From Saturday 24th September, 2016 to Friday 30th September, 2016 (both days inclusive).
4. The Company's shares have been notified for compulsory dematerialization w.e.f. June 22, 2002. Accordingly trading of shares of the company will be allowed only in de-mat form.
5. Members are requested to notify immediately any change of address to their Depository Participants (DP's) in respect of their electronic share account and the Company's Registrar & Share Transfer Agents & to the Company at its Registered Office in respect of their physical share folios, if any.

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6. Members/Proxies are requested to produce at the entrance the enclosed attendance slip duly completed and signed for admission to meeting place.
7. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members who hold shares in de-materialized form are requested to bring their client I.D. & DP I.D. Nos. for easier identification of attendance at the meeting.
9. Members are requested to bring their copies of the Annual Report to the meeting.
10. Company's equity shares are listed on the following Stock Exchanges:
 - (a) Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
11. No Gift/Gifts Coupon shall be provided to the members.
12. Relevant documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting.
13. Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode whose e- mail address are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e- mail address, physical copies are being sent by the permitted mode.
14. To support Green Initiative the Members who have not registered their e- mail addresses are requested to register the same with the Company/ Depository.
15. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system to shareholders holding shares as on 23rd September, 2016 being the cut-off date fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL). The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 23rd September, 2016.
16. Ms. Surbhi Basantani, Practicing Company Secretary (Membership No. 39452), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
17. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote-voting shall be able to exercise their right at the meeting.
18. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
19. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
20. Route map of the venue of the Meeting (including prominent land mark) is annexed.



INSTRUCTION FOR E-VOTING

- (A) **In case of members receiving e-mail:(For members whose email IDs are registered with the Company/DP)** The e-voting period commences on Tuesday, 27th September, 2016 (9.00 a.m. IST) and ends on Thursday, 29th September 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form as on 23rd September, 2016 i.e. cutoff date may cast their vote electronically. A person who is not a Member as on the cut-off date should treat this Notice for information only. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- (B) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on cutoff date i.e. 23rd September, 2016. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting through ballot.
 - (1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (2) Click on Shareholders.
 - (3) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (4) Next enter the Image Verification as displayed and Click on Login.
 - (5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (6) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Demat Account sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Khushal Joshi with sequence number 1 then enter KH00000001 in the PAN field.
Dividend Bank Details Or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in you demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in the instruction (v).

- (7) After entering the details appropriately, click on “SUBMIT” tab.
- (8) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (9) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (10) Click on the EVSN for the relevant “**CUBICAL FINANCIAL SERVICES LIMITED**” on which you choose to vote.
- (11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (13) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take out a print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (16) If the Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (17) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (18) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (19) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. may follow the same instructions as mentioned above for e-Voting.
- (20) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- (i) The e-voting period commences on Tuesday, 27th September, 2016 (9.00 a.m. IST) and ends on Thursday, 29th September 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on September 23, 2016, may cast



their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.

- (ii) The voting rights of the Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 23, 2016.
- (iii) The Scrutinizer(s) shall immediately after the conclusion of voting at the meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast 2(two) witnesses not in the employment of the Company. The Scrutinizer(s) shall submit a consolidated Scrutinizers' Report of the votes cast in favour or against, if any, not later than 3 (three) days of conclusion of the meeting to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by him in writing shall declare the results of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cubicalrealitors.com and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared. The Company shall simultaneously forward the results to the Stock Exchange where the shares of the Company are listed.

By Order of the Board
For **CUBICAL FINANCIAL SERVICES LIMITED**
Sd/-

(Ashwani Kumar Gupta)
Managing Director
(DIN: 00348616)

Date: 25.08.2016
Place: New Delhi

Registered Office:
456, Aggarwal Metro Heights, Netaji Subhash Place
Pitampura, New Delhi-110034
CIN: L65993DL1990PLC040101
E-mail:- cubfinser@yahoo.com

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO.4

Mr. Ashwani Kumar Gupta was appointed as the Managing Director of the Company for a period of 5 (five) years w.e.f. 1 October, 2011. The said term will expire on 30th September, 2016. The Board of Directors, based on recommendation of the Nomination and Remuneration Committee ("NRC") at its meeting held on 12th August, 2016 re-appointed Mr. Ashwani Kumar Gupta as Executive Chairman and Managing Director of the Company for a further period of 5 (five) years w.e.f. 1st October, 2016. The appointment of Mr. Gupta shall be guided by the provisions of the Act.

Keeping in view that Mr. Ashwani Kumar Gupta has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mr. Ashwani Kumar Gupta as Executive Chairman and Managing Director of the Company.

The aforesaid appointment is subject to the approval of the Members at the ensuing AGM by way of Special Resolution.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Mr. Ashwani Kumar Gupta, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out in Notice as item no. 4.

**ITEM NO.5**

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the Company.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 5 of this Notice.

No Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested, financially or otherwise in this resolution set out in Notice as item no. 5.

Additional Information of Directors recommended for appointment/ re-appointment as required under regulation 36(3) of SEBI (Listing obligations and Disclosure requirement) Regulation, 2015 and Secretarial Standards.

ASHWANI KUMAR GUPTA

Mr. Ashwani Kumar Gupta, 53 years of age, is a graduate in Arts. He has around 30 years of experience in the Industry. Further details in respect of Directorship/membership in other Board's and other details as required by Secretarial Standards and Listing Regulations are mentioned below in table:

MANJU ANIL GOYAL

Mrs. Manju Anil Goyal, 52 Years of age, is a graduate in Arts. She is member of the Nomination & Remuneration Committee, Stakeholders Relationship Committee and Audit Committee of Cubical Financial Services Limited. Mrs. Manju Anil Goyal is not a Director in any other Company in India. Further other details as required by Secretarial Standards and Listing Regulations are mentioned below in table:

PARTICULARS	ASHWANI KUMAR GUPTA	MANJU ANIL GOYAL
Date of first Appointment	01.10.2004	31.03.2015
Qualifications	BA	BA
Experience	30 years	1 year
Directorships held in other Companies (excluding foreign Companies)	Nil	Nil
Memberships/Chairmanships of Committees of other Companies	Nil	Nil
Number of shares held in the Company	12,430,352 equity shares as on 31-3-2016	Nil
Relationship with other Directors/ KMP's	No relationship with other Directors	No relationship with other Directors
Remuneration	Nil	Nil
Terms of appointment	Liable to retire by rotation	Liable to retire by rotation
Number of meetings of the Board attended during the year	7	7

Date : 25-8-2016
Place : New Delhi

By Order of the Board
for Cubical Financial Services Ltd.

Sd/-
(Ashwani Kumar Gupta)
Managing Director
DIN-00348616

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