



NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of Company will be held on Friday, 27th September, 2019 at 10:00 A.M. at Multipurpose Community Centre, Ghoga Village, 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, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashwani Kumar Gupta (DIN: 00348616), who retires by rotation, and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

3. To fix payment of remuneration to Mr. Ashwani Kumar Gupta (DIN: 00348616) as Managing Director and to consider and, if thought fit, to pass with or without modification(s), the following Resolutions(s) as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, the consent of the shareholders be and is hereby accorded to the Board for payment of remuneration to Mr. Ashwani Kumar Gupta (DIN: 00348616) as the Managing Director of the Company for a period of 3 years w.e.f 01.10.2019.

Total Remuneration: Total Remuneration payable by way of salary, performance linked variable bonus, perquisites and other allowances shall not exceed Rs. 24,00,000 (Rupees Twenty Four Lacs) per annum and subject to overall limits as prescribed, from time to time, under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as “the Act”), and rules made thereunder, with the authority granted to the Board of Directors to amend/ modify the remuneration components of the total remuneration, within the limits stipulated in this Resolution, from time to time.

The perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, they shall be evaluated at actual cost.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally 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.”

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

Sd/-
(Ashwani Kumar Gupta)
Managing Director

(DIN: 00348616)

Place: New Delhi
Date : 13.08.2019

NOTES:

1. **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

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- 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.
2. The Register of Members and Share Transfer of the Company will remain closed from Saturday, 21st September, 2019 to Friday 27th September, 2019 (both days inclusive).
 3. 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.
 4. 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.
 5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, **Beetal Financial & Computer Services Pvt. Ltd.** for assistance in this regard.
 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 2018-19 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. **Appeal to Shareholders :**
 - a) **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.**
 - b) **The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members**



holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents

16. 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 20th September, 2019 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 20th September, 2019.
17. Mr. Mukesh Agarwal, Practicing Company Secretary (Membership No. 5991) 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.
18. 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.
19. 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.
20. 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.
21. 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, 24th September, 2019 (9.00 a.m. IST) and ends on Thursday, 26th September 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form as on 20th September, 2019 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. 20th September, 2019. 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>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).</p>

- (7) After entering these 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. 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 linked in the login 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, 24th September, 2019 (9.00 a.m. IST) and ends on Thursday, 26th September 2019 (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 20, 2019, 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 20, 2019.
- (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**

Date: 13.08.2019
Place: New Delhi

sd/-
(Ashwani Kumar Gupta)

Managing Director
(DIN: 00348616)
Registered Office:
456, Aggarwal Metro Heights,
Netaji Subhash Place, Pitampura, New Delhi-110034
CIN: L65993DL1990PLC040101
E-mail:- cubfinser@yahoo.com
Website: www.cubicalrealitors.com

**Annexure to the Notice****Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****ITEM NO. 3**

The Board of Directors at its meeting held on 13th August, 2019 has approved remuneration of Mr. Ashwani Kumar Gupta, Managing Director of the Company for a period of 3 years w.e.f 01.10.2019. The approval of the members is being sought for payment of remuneration to Managing Director by way of passing Ordinary Resolution.

Considering the rich experience and keeping in view with the current industry standard it was decided by the Board, on recommendation of the Remuneration Committee and subject to the approval of the Members of the Company to pay remuneration by way of salary, performance linked variable bonus, perquisites and other allowances which shall not exceed Rs. 24,00,000/- (Rupees Twenty Four Lacs) per annum.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

I. General Information:

- (i) **Nature of Industry:** The Company is a NBFC. The business of the Company is making investments.
- (ii) **Date or expected date of Commencement of commercial production:** The Company is not engaged in any industrial manufacturing activity.
- (iii) **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (iv) **Foreign Investments or collaborations, if any:** The Company has not made any foreign investments and neither entered into any foreign collaboration.

II. Information about the appointee:

- (i) **Background details:** Mr. Ashwani Kumar Gupta, 55 years of age, is a graduate in Arts. He has around 31 years of experience in the industry.
- (ii) **Past remuneration drawn:** Nil
- (iii) **Recognition and Awards/Achievements:** Not Applicable.
- (iv) **Job profile and suitability:** Mr. Gupta, Managing Director of the Company is responsible for overall management of the affairs of the Company subject to superintendence and guidance of the Board of Directors. With the requisite knowledge and experience and considering the talents and skills acquired in the course of his career development, it is considered that the appointee is suitable for the job profile.
- (v) **Remuneration proposed:** Rs. 24,00,000 per annum
- (vi) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**
The proposed remuneration is in consonance with the prevailing trends in the industry and is justifiable considering the area of operations of the company, profile and position of the appointee.
- (vii) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Except to the extent of the remuneration received and his respective shareholding in the Company's equity share capital, the appointee does not have any pecuniary relationship with the Company or with any managerial personnel.

III. Other Information

- (1) **Reason of Inadequate Profit:** Due to rising running cost and challenging business environment, the Company has inadequate profits.
- (2) **Step taken or proposed to be taken:** The Company has undertaken stringent cost actions and the management continues to explore avenues to increase revenues through judicious investments in capabilities.



(3) Expected increase in the productivity and profit in measurable term: The likelihood of a stable and decisive government at the Centre will certainly boost the prospects and the management is optimistic of achieving improvement in performance.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Ashwani Kumar Gupta and his relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 3 of this Notice

Additional Information of Directors recommended for appointment/ re-appointment as required under Secretarial Standards.

ASHWANI KUMAR GUPTA

Mr. Ashwani Kumar Gupta, 53 Years of age, is a graduate in Arts. He has around 31 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:

PARTICULARS	ASHWANI KUMAR GUPTA
Date of first Appointment	01.10.2004
Qualifications	BA
Experience	31 years
Directorships held in other Companies (excluding foreign Companies)	Nil
Memberships/Chairmanships of Committees of other Companies	Nil
Number of shares held in the Company	16383572
Relationship with other Directors/ KMP's	No relationship with other Directors
Remuneration	Nil
Terms of appointment	Liable to retire by rotation
Number of meetings of the Board attended during the year	5

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

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

Date: 13.08.2019
Place: New Delhi