AARCON FACILITIES LIMITED

(Formerly Known As R. B. GUPTA FINANCIALS LIMITED)

21ST ANNUAL REPORT

2013-2014

: BOARD OF DIRECTORS :

MR. BHARAT R. GUPTA

(Managing Director)

Mrs. ANUPAMA B. GUPTA

(Director)

MR. KAMAL BACHUBHAI PANDYA

(Director)

MR. RAMESH N. CHAUHAN

(Director)

MR. NARENDRA C. PATEL

(Director)

: BANKERS :

BANK OF INDIA
INDUSIND BANK

: AUDITORS :

M/S. AMIN PARIKH & CO.
Chartered Accountant
206-206, Ujjval Complex, Nr. Akota Stadium, Vadodara
Ph. No. : 0265-2350746, Email: aminparikh@yahoo.com

: Registered Office :

401, 402, Earth Complex, Opp. Vaccine Institute,
Old Padra Road, Vadodara, Gujarat, 390015
Ph. No. 0265-233 3677 / 233 6277, Email: rbgfin@gmail.com

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the members of AARCON FACILITIES LIMITED (Formerly known as R B GUPTA FINANCIALS LIMITED) will be held at 9.00 a.m. on Monday, 29th September, 2014 at 401, 402, Earth Complex, Opp. Vaccine Institute, Old Padra Road, Vadodara, Gujarat, 390015 to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Reports of Directors and Auditors thereon.

2. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration with the Auditors.

Special business:

3. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:
   RESOLVED THAT Mr. Rameshbhai Narshinhbhai Chauhan be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years upto 29th September, 2019.

4. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:
   RESOLVED THAT Mr. Narendrakumar Chandubhai Patel be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years upto 29th September, 2019.

5. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:
   RESOLVED THAT Mr. Kamal Bachubhai Pandya be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years upto 29th September,2019.

Date: 14.08.2014

Regd. Office:
401, 402, Earth Complex,
Opp. Vaccine Institute,
Old Padra Road,
Vadodara, Gujarat, 390015

By Order of the Board

Bharat R. Gupta
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL ONLY TO VOTE INSTEAD OF HIM. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PROXY FORM IS SENT HEREWITH

   A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company.

   Proxy submitted on behalf of the companies, Societies etc. must be supported by an appropriate resolution/ authority as applicable.
2. Members register and share transfer book of the company will remain closed from Thursday, 25th September, 2014 to Monday, 29th September, 2014.
3. Voting through electronic means : E-voting : The Company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative for all the members of the Company to enable them to cast their votes electronically. The instructions for E-voting are attached herewith.
4. Explanatory statement setting out all material facts concerning the special business u/s 102 of the Companies Act, 2013 is annexed hereto.

Explanatory statement in respect of the special business u/s 102 of the Companies Act, 2013

Item No.3

Mr. Rameshbhai Narshinhbhai Chauhan was appointed as Independent Director at the meeting of the Board of Directors of the Company on 1st October, 2001. He is graduate in arts and has varied and rich experience of over 20 years in accounts and administration. Mr. Rameshbhai Narshinhbhai Chauhan retires by rotation at the ensuing AGM under the provisions of erstwhile Companies Act, 1956. Mr. Rameshbhai Narshinhbhai Chauhan is an Independent Director of the Company and has held the position as such for more than five years. Mr. Rameshbhai Narshinhbhai Chauhan being eligible and seeking re-appointment, is proposed to be appointed as Independent Director for a term of five years from the date of ensuing AGM, not liable to retire by rotation, at the ensuing annual general meeting.

The company has received from Mr. Rameshbhai Narshinhbhai Chauhan (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act. 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Your Board is of the opinion that Mr. Rameshbhai Narshinhbhai Chauhan proposed to be appointed as Independent Director fulfils the conditions specified in the Act and the rules made there under and that he is independent of the management. A copy of the draft letter for appointment of Mr. Rameshbhai Narshinhbhai Chauhan as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the company.

The Board considers that his appointment as Independent Director of your company is in the interest of the Company. Your Board recommends his appointment as Director of your Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Rameshbhai Narshinhbhai Chauhan is directly or indirectly concerned or interested in the above resolution except to the extent of his shareholding (including his relatives), if any, in the Company.

Item No.4

Mr. Narendrakumar Chandubhai Patel was appointed as Independent Director at the meeting of the Board of Directors of the Company on 16th December, 2010. He is graduate in commerce and has varied and rich experience of over 14 years in accounts. Mr. Narendrakumar Chandubhai Patel is an Independent Director of the Company and has held the position as such for more than three years. Mr. Narendrakumar Chandubhai Patel being eligible and seeking re-appointment, is proposed to be appointed as Independent Director for a term of five years from the date of ensuing

AGM, not liable to retire by rotation, at the ensuing annual general meeting.

The company has received from Mr. Narendrakumar Chandubhai Patel (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act. 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Your Board is of the opinion that Mr. Narendrakumar Chandubhai Patel proposed to be appointed as Independent Director fulfils the conditions specified in the Act and the rules made there under and that he is independent of the management. A copy of the draft letter for appointment of Mr. Narendrakumar Chandubhai Patel as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the company.

The Board considers that his appointment as Independent Director of your company is in the interest of the Company. Your Board recommends his appointment as Director of your Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Narendrakumar Chandubhai Patel is directly or indirectly concerned or interested in the above resolution except to the extent of his shareholding (including his relatives), if any, in the Company.

Item No.5

Mr. Kamal Bachubhai Pandya was appointed as Independent Director at the meeting of the Board of Directors of the Company on 31st March, 2012. He is graduate in law and has varied and rich experience of over 25 years in legal field. He is Director in other company also. Mr. Kamal Bachubhai Pandya is an Independent Director of the Company and has held the position as such for more than two years. Mr. Kamal Bachubhai Pandya being eligible and seeking re-appointment, is proposed to be appointed as Independent Director for a term of five years from the date of ensuing AGM, not liable to retire by rotation, at the ensuing annual general meeting.

The company has received from Mr. Kamal Bachubhai Pandya (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act. 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Your Board is of the opinion that Mr. Kamal Bachubhai Pandya proposed to be appointed as Independent Director fulfils the conditions specified in the Act and the rules made there under and that he is independent of the management. A copy of the draft letter for appointment of Mr. Kamal Bachubhai Pandya as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the company.

The Board considers that his appointment as Independent Director of your company is in the interest of the Company. Your Board recommends his appointment as Director of your Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Kamal Bachubhai Pandya is directly or indirectly concerned or interested in the above resolution except to the extent of his shareholding (including his relatives), if any, in the Company.

Date: 14.08.2014

Regd. Office:
401, 402, Earth Complex,
Opp. Vaccine Institute,
Old Padra Road,
Vadodara, Gujarat, 390 015

By Order of the Board

Bharat R. Gupta
Managing Director

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.

ii) Log on to the e-voting website www.evotingindia.com.

iii) Click on "Shareholders" tab to cast your votes.

iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"

v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	**For Members holding shares in Physical Form**
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department when prompted by the system while e - voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <Default Number> in the PAN field.

\# Please enter any one of the details in order to login.

vi) After entering these details appropriately, click on "SUBMIT" tab.

vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # $ %& *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

viii) Click on the relevant EVSN on which you choose to vote.

ix) 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.

x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

xi) 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.

xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(II) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

(B) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

(C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

(D) The voting period begins on 23rd September,2014 (9.00 a.m) and ends on 25th September,2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd August,2014 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 by the shareholder, the shareholder shall not be allowed to change it subsequently.

(E) 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.

COMPLIANCE CERTIFICATE

To
The Members,
Aarcon Facilities Limited
(Formerly known as R.B. Gupta Financials Ltd.)
Baroda.

We have examined the registers, records, books and papers of Aarcon Facilities Limited as required to be maintained under the Companies Act, 1956 (the Act) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014 (financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure'B" to this Certificate with the Registrar of Companies prescribed under the Act and the rules made there under.
3. The company, being a public limited company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met six times respectively on 23.05.2013, 10.06.2013, 14.08.2013, 10.11.2013, 18.01.2014 & 14.02.2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company closed its Register of Members from 26.07.2013 to 29.07.2013.
6. The annual general meeting for the financial year ended on 31st March, 2013 was held on 29.07.2013 after giving due notice to the members of the company and the resolutions passed there were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The company has not entered into any contract falling under section 297 of the Act.
10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. There were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government, as the case may be.
12. The company has not issued any duplicate certificates during the financial year.
13. i. There was no allotment/transfer/transmission of securities.
    The Company has:
    ii & iii. not deposited any amount in a separate Bank Account and also not posted any warrant as no dividend was declared during the Financial year.
    iv. no outstanding amount in unpaid dividend account, application money amount due for refund, matured deposit, matured debenture and interest thereon.

v. duly complied with the requirements of section 217 of the Act.

14. The Board of Directors of the company is duly constituted.. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. There was no appointment of Managing Director under section 269 of the act read with Schedule XIII during the year.
16. The company has not appointed any sole selling agents during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such prescribed under the various provisions of the Act except the approval of the Registrar of Companies for change of name of the company.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any shares, debentures or other securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer or shares.
23. The company has not invited/accepted any deposit including any unsecured loan falling within the purview of section 58A during the financial year.
24. The company has not made any borrowing during the financial year.
25. The company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the Register kept for the purpose.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has altered its articles of association during the financial year.
31. There was no prosecution initiated against or show cause notice received by the company during the financial year for offence under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has not deducted any contribution towards Provident Fund under section 418 of the Act.

For Dinesh Mehta & CO.
Company Secretaries

Dinesh Mehta
Proprietor
C.P. No. 2127

Place: VADODARA
Date: 28.06.2014

Annexure A

Registers as maintained by Aarcon Facilities Limited

1. Reg. of Charge u/s 143.
2. Reg. of Members u/s 150.
3. Reg. of contract with Directors etc. u/s 301.
4. Reg. of Directors' shareholding u/s 307.
5. Reg. of Directors, Managing Director u/s 301/303.
6. Share Transfer Register.

Anexure B

Forms/Returns filed by Aarcon Facilities Limited

1. Form 23AC & 23ACA as at 31.03.2013 filed on 13.08.2013.
2. Form 20B upto 29.07.2013 filed on 26.09.2013.
3. Form 66 for the year ended 31.03.2013 filed on 08.08.2013.
4. Form 23 dated 29.07.2013 filed on 08.08.2013.
5. Form 1A dated 10.06.2013 filed on 17.06.2013.
6. Form 1B dated 29.07.2013 filed on 13.08.2013.

For Dinesh Mehta & Co.
Company Secretaries

Dinesh Mehta
Proprietor

DIRECTORS' REPORT

Dear Members,Your Directors hereby present the 21st Annual Report together with the audited statement of account for the year ended on 31st March, 2014.

1. FINANCIAL RESULTS:

The financial Results for the year ended are as under:

Particulars	Year ended 31-03-2014	Year ended 31-03-2013
(Rs. In Lac)		
Total Turnover and other income	3.72	154.08
Profit (Loss) before interest, depreciation and tax	(4.06)	19.38
Interest	2.30	0.32
Depreciation	0.21	0.21
Profit (Loss) before tax	(6.57)	18.85
Current Tax	NIL	3.50
Deferred Tax Asset	(2.07)	(1.31)
Profit/ Loss after Tax	(4.51)	16.66
Transfer to special reserve	0.00	3.77
Balance carried to Balance Sheet	(4.51)	12.89

2. DIVIDEND:

Your Directors have not recommended any dividend for the year ended 31-03-2014.

3. PUBLIC DEPOSIT:

The company has not accepted any deposit U/S 58 A of the Companies Act, 1956 during the year under report.

4 REPORT ON CORPORATE GOVERNANCE:

Corporate governance report pursuant to clause-49 of the listing agreement entered with stock exchange is attached.

5. AUDITORS:

M/s. Amin Parikh & Co., Chartered Accountants, Auditors of the company retire at the ensuing Annual General Meeting and eligible for reappointment.

6. AUDITOR'S REPORT:

The observations of the auditors are explained whenever necessary, by way of appropriate notes to the account.

7. DIRECTOR'S RESPONSIBILITY STATEMENT: Your Board States that;

(i) In the preparation of the annual accounts for the year ended on 31st March 2014, the applicable accounting standards had been followed except interest income on loan given has not been added to other income as it is doubtful to recover and there had been no other material departures from

the said standards.

(ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2014 and of the profit of the company for the year ended on that day.

(iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting statement 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) The directors had prepared the annual accounts for the year ended on 31st March 2014 on a going concern basis.

8. DIRECTORS:

The Company has received notice from member of the Company to appoint Mr. Rameshbhai Narshinhbhai Chauhan, Mr. Narendrakumar Chandubhai Patel and Mr. Kamal Bachubhai Pandya, Directors for their appointment as Independent Directors. The Board recommend to appoint them as Independent Directors.

9. SECRETARIAL COMPLIANCE CERTIFICATE:

Compliance certificate U/S 383(1A) of the Companies Act, 1956 obtained from practicing Company Secretary is attached herewith.

10. PARTICULARS OF EMPLOYEES:

Information in accordance with the provisions of section 217 (2A) of the Companies Act, 1956 read with the companies (Particulars of Employees) Rules, 1975 as amend regarding employees is NIL.

11. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE INCOME AND OUTGO:

Information in accordance with the provisions of section 217 (1E) of the Companies Act, 1956 read with the companies (Disclosure of particulars in the report of the Board of Directors) Rules 1988 is NIL.

12. ACKNOWLEDGEMENT:

Your Directors Appreciate the Valuable co-operation and assistance received from the company's Bankers, employees, customers and all those associated with the company during the year under review.

PLACE: VADODARA
DATED: 14.08.2014

On Behalf of the Board

BHARAT R. GUPTA
Managing director

REPORT ON CORPORATE GOVERNANCE

The corporate Governance Code. Introduced by Securities and Exchange Board of India [*SEBI*] as adopted by incorporating a new clause No. 49 in the Listing Agreement of the Stock Exchange and also by applicable provision of the Companies [Amendments] Act, 2000, has been implemented by the Company effective from 30th January 2003.

The Company has taken necessary steps to comply with all the requirement of the guidelines on Corporate Governance as would be applicable to it.

1. Board of Directors as on 31st March 2014

The Board comprises of five Directors of whom one was Managing Director , Four are Non- Executive director. The Chairman of the Board was a Managing Director.

A Composition of the Board for the period from 1st April, 2013 to 31st March 2014

Names of the Directors	Status
1. Shri Bharat Ramchandra Gupta	Managing Director
2. Mrs Anupama Bharat Gupta	Director
3. Shri Rameshbhai Narshinhbhai Chauhan	Non-Executive Independent Director
4. Shri Narendrakumar Chandubhai Patel	Non-Executive Independent Director
5. Shri Kamal Bachubhai Pandya	Non-Executive Independent Director

B Board meeting:

The meeting of the Board of Directors are scheduled well in advance. The notice convening the meeting and the detailed agenda is sent at least seven days in advance to all the Directors.

The Board meets at least once in a quarter to review the quarterly performance and financial results.

I Number of Board Meeting:

During the year from 01st April 2013 to 31st March 2014 the Board of Directors met five times on the following dates:

Sr.No.	Date	Board Strength	No. of Directors Present
1.	23.05.2013	5	5
2.	10.06.2013	5	4
3.	14.08.2013	5	4
4.	10.11.2013	5	5
5.	14.02.2014	5	4

II Attendance of Directors:

Names of the Directors	No. of Board Meeting held	No. of Board Meetings Attended	Attendance at the last annual general meeting	No. of Director Ship in other Boards as on 31st March 2014	No. of member Ships in other Board committees as on 31st March 2014
Bharat R Gupta	5	5	Yes	2	NIL
Anupama B Gupta	5	5	Yes	3	NIL
Rameshbhai Chauhan	5	5	Yes	NIL	NIL
Narendrakumar Patel	5	3	No	1	NIL
Kamal Pandya	5	4	No	NIL	NIL

2 Committees of Directors:

Non-Executive Directors, including the Chairman, provide guidance to operating management on policy matters as well as in the monitoring actions of operating management. The Committees are intended to provide regular exchange of information and ideas between the Non-executive Directors and the operating management.

The Board has accordingly formed Committees, which comply with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges and other applicable provisions of the Companies [Amendment] Act, 2000.

[A] Audit Committee:

Audit Committee comprises of the following Executive Director and Non-Executive Directors of the Board.

Name of Directors	Status
1 Shri Bharat R. Gupta	Managing Director
2 Shri Kamal Bachubhai Pandya	Non-Executive Independent Director
3 Shri Rameshbhai N. Chauhan	Non-Executive Independent Director

Audit committee meetings were held on 23rd May, 2013, and 10th November, 2013.

I. Remuneration Committee comprises of the following Non-Executive Directors of the Board

Name of Directors	Status
1 Shri Kamal Bachubhai Pandya	Non-Executive Independent Director
2 Shri Rameshbhai N. Chauhan	Non-Executive Independent Director
3 Shri Narendrakumar C. Patel	Non-Executive Independent Director

II. Remuneration Policy:

The Company follows a market linked remuneration policy, which is aimed at enabling the Company to attract and retain the best talent. The Company does not have an Employees Stock Option Policy.

III. Broad Terms of reference of the Remuneration Committee:

a. To recommend and review remuneration package of Executive Director and Company Secretary of the Company.
b. To present report to the Board on remuneration package of Directors and Company Secretary.

IV. Details of remuneration paid to the Executive Director during the year ended 31st March, 2014.

(a) Executive Director

Name of the Director	Salary	Perquisites	Total
Mr. Bharat R. Gupta Managing Director	Rs. 3,00,000	Nil	Rs. 3,00,000

The above Managing/Executive Director has not been given any package of Stock option, Pension etc.

Terms of Contract:

Name of the Director	Date of Appointment	Expiry of Contract
Mr. Bharat R. Gupta Managing Director	01-04-2012	31-03-2017

The above Managing Director was required to give 3 month notice period for resignation as managing director, If before expiry of service contract then tenure of office of managing director is determined, he will be entitled compensation as per section 202 of Companies Act, 2013. (previously section 318 of Companies Act, 1956)

(b) Non-Executive Directors:

No sitting fee is paid to Non-Executive Directors.

No Remuneration committee meeting was held during the year ended 31st March 2014.

(c) Shareholder/Investors' Grievances Committee:

This committee comprises of the following Directors, reviewing shareholders' complaints and resolution thereof.

	Name of Directors	Status
1	Shri Bharat R. Gupta	Managing Director
2	Shri Rameshbhai N. Chauhan	Non-Executive Independent Director
3	Shri Narendra C. Patel	Non-Executive Independent Director

No share holders/investors' Grievance Committee Meeting was held during the year ended 31st March, 2014 as the company did not receive any letter of major grievances from shareholders/investors.

3. General Body Meetings:

The last three Annual General Meeting [AGMS] of the Company were held on the following dates and time at 401, 402, Earth Complex, Opp. Vaccine Institute, Old Padra Road, Vadodara, Gujarat, 390015.

[A] Details of last three AGMS held:

AGM	Day and Date	Time
18th AGM	Friday 30th Sept 2011	9.00 a.m
19th AGM	Saturday 29th Sept 2012	9.00 a.m
20th AGM	Monday 29th July 2013	9.00 a.m

[B] Whether special resolutions were put through Postal ballot last year? No

Generally, all the resolution in the General Body Meetings are passed through show of hands.

[C] Details of resolution passed through Postal Ballot: NIL

[D] Area proposed to be conducted through Postal Ballot and procedure

The Company proposes to pass resolution of General Body Meetings through postal ballot paper and follow the procedure given under the Companies Act.

4. Disclosure:

[A] Disclosures on materially significant related party transactions i.e. Transaction of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large;

(i) Managerial Remuneration of Rs. 3,00,000 was paid to Shri Bharat R. Gupta, Managing Director for the year 2013-14.

[B] Details of non-compliance by the Company, penalties, stricture imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: Nil

5. Means of Communication:

[A] Company has not made anypresentation to any institutional investors/Analyst during the year.

[B] All items required to be covered in the management discussion & Analysis have been included in the Directors reports to the members.

6. General Shareholder information:

[A] Annual General Meeting : 21st Annual General Meeting
Day and Date : 29/09/ 2014
Time : 9.00 a.m.
Venue : 401-402, Earth Complex, Opp Vaccine Institute, Old Padra Road, Vadodara, Gujarat. 390015

[B] Financial Calendar [1st April 2014 to 31st March 2015]

1. Board Meeting : 23.05.2014
2. Board Meeting : by 14.08.2014
3. Board Meeting : by 14.11.2014
4. Board Meeting : by 14.02.2015

[C] Registered Office 401-402, Earth Complex, Opp Vaccine Institute, Old Padra Road, Vadodara, Gujarat. 390015
Ph.:0265-2333677/2336277
E-mail : rbgfin@gmail.com

[D] Listing on Stock Exchanges Bombay Stock Exchange ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring, Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai. 400001

[E] Stock Code : 532024 Bombay Stock Exchange Ltd.

[F] Market Price data:
The equity shares of the Company are not traded at the Stock Exchange and therefore market price of shares of the company is not available.

[G] Dematerialization of share and liquidity : The Company has not dematerialized its shares

[H] Address of Registrars and Share transfer agent : The Company has in-house share Transfer department.

[I] Share Transfer System:
Shares in physical mode which are lodged for transfer are processed and returned to the shareholders within the stipulated time.

[J] Distribution of shareholding as on 31st March 2014

Category	No. of shares	Percent
Promoter Group	44,40,600	74.51%
NRI/OCB	-	-
Bank	-	-
Bodies Corporate	1,300	0.02%
Others	15,18,100	25.47%
Total	59,60,000	100.00%

[K] Outstanding GDR's / ADR's /Warrants or any Convertible instruments, Conversion date and likely impact on equity : Not Applicable

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CLAUSE 49 OF THE LISTING AGREEMENT

AARCON FACILITIES LIMITED
(Formerly known as R B GUPTA FINANCIALS LIMITED)
401, 402 , Earth Complex, Opp. Vaccine Institute,
Old Padra Road, Vadodara, Gujarat.

We have reviewed the records concerning the company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into by the company with the Stock Exchanges, for the financial year ended 31st March 2014.

The compliance of conditions on Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions on the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

We have conducted our review on the basis of the relevant records and documents maintained by the company and furnished to us for the review and the information and explanations given to us by the company.

Based on such review, in our opinion, the company has complied with the conditions on Corporate Governance, as stipulated in clause 49 of the said Listing Agreement.

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

For AMIN PARIKH & CO.,
Chartered Accountants,

sd/-
CA Samir Parikh
Partner
M.No.41506
F.R.N.100332W
PLACE : Vadodara
DATE : 14.08.2014

AUDITOR'S REPORT

To,
The Members of,
AARCON FACILITIES LIMITED
(Formerly Known as "R.B. GUPTA FINANCIALS LIMITED")
VADODARA

Report on the Financial Statements

1. We have audited the accompanying financial Statements of AARCON FACILITIES LIMITED which comprise the Balance Sheet as at 31st March 2014 and the statement of Profit and Loss Account for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for The Financial Statements

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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

3. 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.

4. 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. 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.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. 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 Profit and Loss Account, 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

7. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

8. As required by section 227(3) of The Act, we report that:
   a. We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit;
   b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
   c. The Company's Balance Sheet and Profit & Loss Account dealt with by the report are in agreement with the books of accounts;
   d. In our opinion, the Balance Sheet and Statement of Profit & Loss comply with the Accounting Standards as referred to in the sub-section (3C) of section 211 of the Companies Act, 1956;
   e. On the basis of written representations received from the director, as on 31.03.2014, and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2014 from being appointed as directors in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
   f. 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.

FOR AMIN PARIKH & CO.
CHARTERED ACCOUNTANTS
F.R.N. 100332W

CA. SAMIR R. PARIKH
PARTNER
M.NO. 41506
VADODARA
DATED: May 23, 2014

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of **AARCON FACILITIES LIMITED** (Formerly Known as "R.B. GUPTA FINANCIALS LIMITED") on the accounts of the company for the year ended 31st March, 2014.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. FIXED ASSETS

a) The Company has maintained proper records to show full particulars, including quantitative details and situation of Fixed Assets on the basis of available information.

b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets.

c) No material discrepancies were noticed on such verification.

d) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.

2. INVENTORY

a) As explained to us, Inventory have been physically verified during the year by the management at reasonable intervals.

b) In our opinion & according to the information & explanation given to us, the procedures of physical verification of inventories followed by management are reasonable & adequate in relation to the size of the company & nature of its business.

c) The Company has maintained proper records of Inventory. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book record.

3. In respect of Loans, secured or unsecured, granted or taken by the company to/from Companies, firms or other parties covered in register maintained pursuant to Section 301 of the Companies Act, 1956.

a) The company had not taken loan from companies firm or other parties listed in the register maintained as per section 301 and 370 (IC) of the Companies Act, 1956.

b] The company has granted loans to parties listed as per section 301 and 370 (IC) of the Companies Act, 1956. There are two parties covered in the register maintained under section 301 of the Companies Act, 1956 to which the company has granted loans. The maximum amount involved during the year was Rs. 48 Lakhs and the yearend balance of loans taken to such parties was Rs. 372.89 Lakhs.

c] The Company does not charge any interest on these advances given nor does it pay any interest on the advances taken.

d] This amount in the balance sheet are overdue since many years and no details are available for our verification.

4. In our opinion & according to information & explanation given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business for purchase of inventory, fixed assets and with regard to sale of goods. During the course of audit, we have not observed any major weaknesses in internal control.

5.a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.

b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lacs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.

6. In Our Opinion and according to the information and explanation given to us, the Company has not accepted deposits from public.

7. In our opinion, the Company has an internal audit system commensurate with the size of the company and nature of its business.

8. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.

9.a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, E.S.I., Income tax, Sales tax, Wealth tax, Custom duty, Excise duty, Cess and other statutory dues applicable to it.

b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income tax, wealth tax, customs duty and excise duty outstanding as at the last day of the financial year concerned for a period of more than six month from the date they become payable.

10. In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit or in the immediately preceding financial year.

11. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the company has not defaulted in repayment of dues to the financial institution, banks or debenture holders.

12. According to the information and explanations 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.

13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.

14. According to information and explanations given to us, The Company is not a dealer or trader in securities.

15. According to information and explanations given to us, The Company has not given any guarantee for loans taken by others from Bank or Financial Institution.

16. The company has not availed any Term Loan during the year.

17. According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long term investment by the company.

18. Based on our examination of records and the information provided to us by management we report that the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.

19. The Company has not issued any Debentures.

20. The Company has not raised any money by Public Issue during the year.

21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

FOR AMIN PARIKH & CO.
CHARTERED ACCOUNTANTS
F.R.N. 100332W

CA. SAMIR R. PARIKH
PARTNER
M.NO. 41506
VADODARA
DATED: May 23, 2014

Balance Sheet as at 31st March, 2014

			Note No	As at 31.03.2014 (₹)	As at 31.03.2013 (₹)
A		**EQUITY AND LIABILITIES**			
	1	**Shareholder's Funds**			
		(a) Share Capital	1	50,619,500	50,619,500
		(b) Reserves and Surplus	2	5,104,938	5,555,634
				55,724,438	**56,175,134**
	2	**Share Apllication Money pending Allotment**		**-**	**-**
	3	**Non-Current Liabilities**			
		(a) Long-term borrowings	3	-	-
		(b) Deferred Tax Liabilities	4	18,213	23,551
		(c) Other Long term liabilities	5	732,000	485,000
		(d) Long term provisions	6	-	-
				750,213	**508,551**
	4	**Current Liabilities**			
		(a) Short-term borrowings	7	-	200,660
		(b) Trade payables	8	26,635	1,612,920
		(c) Other current liabilities	9	13,500	68,507
		(d) Short-term provisions	6	282,139	666,489
				322,274	**2,548,576**
		TOTAL		**56,796,925**	**59,232,261**
B		**ASSETS**			
	1	**Non-Current Assets**			
		(a) Fixed Assets			
		(i) Tangible Assets	10	81,620	102,228
		(ii) Intangible Assets	10	-	-
		(iii) Capital work in Progress	10	-	-
		(b) Non-Current Investments	11	2,516,274	15,516,274
		(c) Long-Term Loans and Advances	12	37,291,085	33,988,585
		(d) Other Non Current Assets	14	6,713,138	7,014,041
				46,602,117	**56,621,128**
	2	**Current Assets**			
		(a) Inventories	15	-	-
		(b) Trade Receivables	13	-	2,115,177
		(c) Cash and Cash Equivalent	16	9,679,208	41,381
		(d) Short-Term Loans and Advances	12	515,600	454,576
		(e) Other Current Assets	14	-	-
				10,194,808	**2,611,134**
		TOTAL		**56,796,925**	**59,232,261**
C		**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**	24		

As per our Audit Report attached
FOR AMIN PARIKH & COMPANY
CHARTERED ACCOUNTANTS

CA SAMIR R. PARIKH
PARTNER
M.No. 41506
Place : VADODARA
Date : 23.05.2014

On behalf of the Board
FOR AARCON FACILITIES LIMITED
Bharat R. Gupta
Anupama B. Gupta

DIRECTOR
Date : 23.05.2014

Statement of Profit and Loss for the year ended 31st March, 2014

		Note No	As at 31.03.2014 (₹)	As at 31.03.2013 (₹)
1	Revenue from Operations (Gross)	17	176,078	11,779,028
	Less: Excise Duty		-	-
	Revenue from Operations (Net)	17	**176,078**	**11,779,028**
2	Other Income	18	1,196,000	3,629,162
3	**Total Revenue (1+2)**		**1,372,078**	**15,408,190**
4	**EXPENSES**			
	(a) Cost of Finished Product	19	104,917	11,123,878
	(b) (Increase)/Decrease in Inventories	20	-	-
	(c) Employee Benefit Expenses	21	306,354	344,829
	(d) Other Expenses	22	1,364,421	2,000,718
	(e) Depreciation	10	20,608	20,650
	(f) Finance Cost	23	233,076	33,039
	Total Expenses (a to f)		**2,029,376**	**13,523,113**
5	**Profit / (Loss) before Exceptional and Extraordinary Items and Tax (3-4)**		**(657,298)**	**1,885,077**
6	**Exceptional Items**		**-**	**-**
7	**Profit / (Loss) Before Extraordinary Items and Tax (5+6)**		**(657,298)**	**1,885,077**
8	**Extraordinary Items**		**-**	**-**
9	**Profit / (Loss) Before Tax (7+8)**		**(657,298)**	**1,885,077**
10	**Tax Expenses**			
	(a) Current Tax		-	350,000
	(b) Transfer to special reserve as per RBI Act		-	377,015
	(c) Deferred Tax (Assets)/Liabilities (Net)		(206,601)	(130,903)
	Total Tax Expenses		**(206,601)**	**596,112**
11	**Profit (Loss) for the year (9+10)**		**(450,697)**	**1,288,965**
12	**Earning Per Equity share (Nominal value ` 10) (31.03.2013: ` 10)**			
	Basic		**-0.08**	**0.22**
	Diluted		**-0.08**	**0.22**
	SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS	24		

As per our Report attached
FOR AMIN PARIKH & COMPANY
CHARTERED ACCOUNTANTS

CA SAMIR R. PARIKH
PARTNER
M.No. 41506
Place : VADODARA
Date : 23.05.2014

On behalf of the Board
FOR AARCON FACILITIES LIMITED
Bharat R. Gupta
Anupama B. Gupta

DIRECTOR
Date : 23.05.2014

	As at 31.03.2014	As at 31.03.2013
1. SHARE CAPITAL		
(a) Authorized shares		
60,00,000 (31-03-2013:60,00,000) Equity Shares of ` 10 each	60,000,000	60,000,000
	60,000,000	60,000,000
59,60,000 (31-03-2013:59,60,000) Equity Shares of ` 10 each	59,600,000	59,600,000
Less : Calls unpaid	8,980,500	8,980,500
	50,619,500	**50,619,500**

(c) Reconciliation of the Shares Outstanding at the beginning and at the end of the reporting period

Equity Share	**As at 31.03.2014**		**As at 31.03.2013**	
	No. of Shares	**Amount Rs.**	**No. of Shares**	**Amount Rs.**
At the beginning of the period	59,60,000	5,96,00,000.00	59,60,000	5,96,00,000.00
Issued during the period	-	-	-	-
Outstanding at the end of the period	**59,60,000**	**5,96,00,000.00**	**59,60,000**	**5,96,00,000.00**

(d) Terms / Rights attached to Equity Shares

The company has only one class of equity shares having a par value of `10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution/repayments of all creditors. The distribution will be in proportion to the number of equity shares held.

(e) Shares held by holding or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate.

There is no Shares held by holding or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate.

(f) Details of shareholders holding more than 5% shares in the company

Equity shares of ` 10 each fully paid	**As at 31.03.2014**		**As at 31.03.2013**	
	No. of Shares	**% of holding in the class**	**No. of Shares**	**% of holding in the class**
Bharat R. Gupta	765870	12.85%	765870	12.85%
Anupama B. Gupta	882900	14.81%	882900	14.81%
Bharat R. Gupta HUF	746300	12.52%	746300	12.52%
Rushita B. Gupta	879800	14.76%	879800	14.76%
Rujul B. Gupta	871730	14.63%	871730	14.63%

(g) Shares reserved for issue under option and contracts/commitments for the sales of shares/disinvestments, including the terms and amounts.

There is no such shares reserved for issue under option and contracts/commitments for the sales of shares/disinvestments, including the terms and amounts.

(h) Aggregate number of bonus shares issued, share issued for consideration other than cash an d shares bought back during the period of five years immediately preceding the reporting date:

There is no such transaction occurred during the period of five years immediately preceding the reporting date.

(i) Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date.

The Company did not issued any type of security/preference shares.

(j) Calls Unpaid (Showing aggregate value of calls unpaid by directors and officers)

The Balance in Calls unpaid account as on 31.03.2014 is amoutning to Rs. 89,80,500/- out of which there is no outstanding from Directors & Officers.

(k) Forfeited shares (amount originally paid up)

There is no forfeited shares.

NOTE NO. 10 : FIXED ASSETS & WORKING OF DEPRECIATION :

DESCRIPTION	RATE	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost/Book Value As at 01.04.2013	Addition During the year	Deduction During the year	Cost/Book Value As at 31.03.2014	Upto 31.03.2013	Deduction During the year	During the year	Upto 31.03.2014	As at 31.03.2014	As at 31.03.2013
Air Conditioner	4.75%	65,485.06	0.00	0.00	65,485.06	54,153.72	0.00	3,110.53	57,264.25	8,220.81	11,331.34
Computer	4.75%	186,505.00	0.00	0.00	186,505.00	131,985.24	0.00	8,858.99	140,844.22	45,660.78	54,519.77
Modi Zerox Machine	4.75%	62,177.00	0.00	0.00	62,177.00	56,112.74	0.00	2,953.41	59,066.14	3,110.86	6,064.27
Furniture	6.33%	57,525.00	0.00	0.00	57,525.00	53,924.82	0.00	3,600.18	57,525.00	0.00	3,600.19
Fax Machine	4.75%	5,000.00	0.00	0.00	5,000.00	3,325.00	0.00	237.50	3,562.50	1,437.50	1,675.00
Level Meter	4.75%	13,500.00	0.00	0.00	13,500.00	6,514.50	0.00	641.25	7,155.75	6,344.25	6,985.50
Water Cooler	4.75%	10,000.00	0.00	0.00	10,000.00	4,787.88	0.00	475.00	5,262.88	4,737.12	5,212.12
Mobile	4.75%	15,400.00	0.00	0.00	15,400.00	2,560.25	0.00	731.50	3,291.75	12,108.25	12,839.75
TOTAL		415,592.06	0.00	0.00	415,592.06	313,364.14	0.00	20,608.36	333,972.50	81,619.56	102,227.93
Previous Year's Total		415,592.06	-	-	415,592.06	292,714.63	-	20,649.51	313,364.14	102,227.93	122,877.43

2. RESERVES AND SURPLUS

	As at 31.03.2014 (₹)	As at 31.03.2013 (₹)
(a) Share Premium		
Balance as per the last Financial Statements	-	-
Add : Addition during the year	-	-
Closing Balance	**-**	**-**
(b) General Reserve		
Balance as per the last Financial Statements	147,408	147,408
Add : Transfer from Surplus of Profit and Loss Account	-	-
	147,408	**147,408**
(c) Other Reserve		
Surplus/(deficit) in the Statement of Profit and Loss		
Balance as per the Last Financial Statements	4,370,854	3,081,889
Profit / (Loss) for the Year	(657,298)	1,885,077
	3,713,556	**4,966,966**
Less: Transfer to General Reserve	-	-
Less: Provision for Income Tax	-	350,000
Less: Provision for Special Reserve	-	377,015
Add : Income Tax Adjustment	-	-
Add : Deffered Tax Assets	206,601	130,903
Surplus in the Statement of Profit and Loss	**3,920,157**	**4,370,854**
(d) Special Reserve		
Balance as per the last Financial Statements	1,037,373	660,358
Add : Transfer from Surplus of Profit and Loss Account	-	377,015
	1,037,373	**1,037,373**
Total Reserves and Surplus	**5,104,938**	**5,555,634**

3. LONG-TERM BORROWINGS

	NON CURRENT PORTION		CURRENT MATURITIES	
	As at		As at	
	31.03.2014 (₹)	31.03.2013 (₹)	31.03.2014 (₹)	31.03.2013 (₹)
Term Loans				
Other Loans and Advances				
	0	**0**	**0**	**0**
The above amount includes				
Secured Borrowings	0	0	-	-
Unsecured Borrowings	-	-		
(Amount Disclosed under the Head "Other Current Liabilities) Note No. 9			-	-
	0	**0**	**-**	**-**

4. DEFERRED TAX LIABILITIES

	As at	
	31.03.2014	31.03.2013
	(₹)	(₹)
Deferred Tax Liabilities	18,213	23,551
	18,213	**23,551**

5. OTHER LONGTERM LIABILITIES

	As at	
	31.03.2014	31.03.2013
	(₹)	(₹)
Loans & Advances from Related Parties		
Bharat R. Gupta	300,000	239,000
Rushita B. Gupta	432,000	246,000
	-	-
	732,000	**485,000**

(a) Deposit from Director carries interest @ NIL Per Annum.

6. PROVISIONS

	LONG TERM		SHORT TERM	
	As at		As at	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
	(₹)	(₹)	(₹)	(₹)
Provision for Employee Benefits				
Salaries & Wages	-	-	-	-
	-	**-**	**-**	**-**
Other Provisions (Other than Employee Benefits)				
Income Tax Provision	-	-	236,650	625,000
Payment to Auditors	-	-	41,489	41,489
Others	-	-	4,000	-
	-	**-**	**282,139**	**666,489**
	-	**-**	**282,139**	**666,489**

7. SHORT TERM BORROWINGS

	As at	
	31.03.2014	31.03.2013
	(₹)	(₹)
Cash Credits From banks (Secured)		
Bank of India(Overdraft)	-	200,660
	-	**200,660**
The above amount includes		
Secured Borrowings	-	200,660
Unsecured Borrowings	-	-
	-	**200,660**

Overdraft Facilities is availed against Fixed Deposts of the Company with Bank of India.

8. TRADE PAYABLE

	As at	
	31.03.2014	31.03.2013
Trade Payable	(₹)	(₹)
For Material	-	1,590,641
For Others	26,635	22,279
	26,635	**1,612,920**

9. OTHER CURRENT LIABILITIES

	As at	
	31.03.2014	**31.03.2013**
Current maturities of Long term Borrowings	**-**	**-**
Other Liabilities		
I. Statutory Dues	13,500	68,507
II. Others	-	-
	13,500	**68,507**
	13,500	**68,507**

11. NON-CURRENT INVESTMENTS

	As at	
	31.03.2014	**31.03.2013**
Trade Investments Quoted		
Dimond Power Infrastructure P. Ltd.	152,328	152,328
Kemrock Industries Ltd.	345,231	345,231
Reliance Industries Ltd.	195,806	195,806
Reliance Power Ltd.	11,526	11,526
Shri Ram Multi Tech LTD.	36,000	36,000
Sun Pharma Advance Res.	33,448	33,448
ITI share	25,535	25,535
Trade Investments Unquoted		
Aarcon Nirman Pvt. Ltd.	1,716,400	1,716,400
Non Trade Investments		
FDR With Bank of India	-	13,000,000
	2,516,274	15,516,274

Aggregate Cost and Market Value of Investments	As at		
	31.03.2014	**31.03.2014**	
	Cost	**MarketValue**	
a) Quoted Investments	799,874	508,613	-
	(7,99,874)	(7,91,873)	
(b) Unquoted Investments	1,716,400		
	(1,716,400)		
	2,516,274		
	(25,16,274)		

12. LOANS AND ADVANCES

		NON CURRENT LONG TERM		CURRENT SHORT TERM	
		As at		As at	
		31.03.2014	**31.03.2013**	**31.03.2014**	**31.03.2013**
Capital Advances					
Secured, Considered Good		-	-	-	-
Unsecured Considered Good					
	(A)	**-**	**-**	**-**	**-**
Security Deposit					
Secured, Considered Good			-	-	-
Unsecured Considered Good		-	-	5,000	5,000
	(B)	**-**	**-**	**5,000**	**5,000**
Advances Recoverable in cash or kind					
Secured, Considered Good		-	-	-	-
Unsecured Considered Good		37,291,085	33,988,585	-	-
	(C)	**37,291,085**	**33,988,585**	**-**	**-**
Other Loans and Advances					
Advance Income tax		-	-	372,650	372,650
Balances with Statutory/Government Authorities		-	-	137,950	76,926
	(D)	**-**	**-**	**510,600**	**449,576**
TOTAL (A + B + C + D)		**37,291,085**	**33,988,585**	**515,600**	**454,576**

13. TRADE RECEIVABLES

		NON CURRENT		CURRENT	
		As at		As at	
		31.03.2014	31.03.2013	31.03.2014	31.03.2013
		(₹)	(₹)	(₹)	(₹)
Unsecured, considered good unless stated otherwise					
Trade receivables outstanding for a period less than six months from the date they are due for payment					
Secured, considered good		-	-	-	-
Unsecured, considered good			-	-	2,115,177
Unsecured, considered doubtful			-	-	-
		-	-	-	2,115,177
Less: Provision for doubtful debts		-	-	-	-
	(A)	**-**	**-**	**-**	**2,115,177**
Trade receivables outstanding for a period more than six months from the date they are due for payment					
Secured, considered good		-	-	-	-
Unsecured, considered good			-	-	-
Unsecured, considered doubtful		-	-	-	-
		-	-	-	-
Less: Provision for doubtful debts		-	-	-	-
	(B)	**-**	**-**	**-**	**-**
Total (A + B)		**-**	**-**	**-**	**2,115,177**

14. OTHER CURRENT ASSETS

		NON CURRENT		CURRENT	
		As at		As at	
		31.03.2014	31.03.2013	31.03.2014	31.03.2013
		(₹)	(₹)	(₹)	(₹)
Unsecured, considered good unless stated otherwise					
Non-Current Balances					
Deferred Revenue Expenses		1,259,328	1,259,328		
Deferred Tax Assets		5,453,810	5,252,547		
	(A)	**6,713,138**	**6,511,875**		
Others					
Interest accrued on fixed deposit		-	502,166		
Income Receivable		-	-		
	(B)	**-**	**502,166**		
Total (A + B)		**6,713,138**	**7,014,041**		

15. INVENTORIES

	As at	
	31.03.2014	31.03.2013
	(`)	(`)
Finished Goods	-	-
	-	**-**

Valuation of Inventories :
(a) Closing Stock is valued at Cost or Market Value which ever is lower

16. CASH AND CASH EQUIVALENTS

	NON CURRENT		CURRENT	
	As at		As at	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
	(₹)	(₹)	(₹)	(₹)
Balances with Banks:				
On Current Accounts	-	-	9,640,331	29,001
Cash on Hand	-	-	38,877	12,379
	-	**-**	**9,679,208**	**41,381**
Other Bank Balances				
Margin Money Deposit	-	-	-	-
	-	**-**	**9,679,208**	**41,381**

17. REVENUE FROM OPERATIONS

	As at	
	31.03.2014	31.03.2013
	(₹)	(₹)
Revenue from Operations		
Sale of Products		
Sales	176,078	11,779,028
Other Operating Revenue		
Others - Construction Income	-	-
Revenue from Operations (Net)	**176,078**	**11,779,028**

	As at	
	31.03.2014	31.03.2013
	(₹)	(₹)
Details of Product Sold		
Cement	-	1,244,089
Binding Wair	-	14,797
Building Materials	135,556	6,054,067
Electrical Goods	-	1,480,980
Kapchi	-	110,228
Sand	-	151,528
Tiles	16,351	1,211,534
Steel	24,171	1,276,020
Tax Free	-	235,785
	176,078	**11,779,028**

18. OTHER INCOME

	As at	
	31.03.2014	31.03.2013
	(₹)	(₹)
Profit on sale of shares		
Long term Capital Gain - Shares	-	3,048,376
Short term Capital Gain	-	-
Dividend Income	3,983	22,825
Interest Income	1,160,788	557,961
Creditors Written Off	29,195	-
Interest on VAT	2,034	-
	1,196,000	**3,629,162**

19. COST OF FINISHED PRODUCT

	As at	
	31.03.2014	31.03.2013
	(₹)	(₹)
Inventory at the beginning of the year	-	-
Add: Purchases	104,917	11,123,878
	104,917	**11,123,878**
Less: Inventory at the end of the year	-	-
Cost of Finished Product	**104,917**	**11,123,878**

	As at	
	31.03.2014	31.03.2013
	(₹)	(₹)
Details of Product Purchased		
Binding Wire	-	13,451
Building Materials	77,789	5,956,993
Chemicals	6,200	-
Cement	-	1,213,744
Electrical Goods	-	1,347,570
Greet	-	12,236
Kapchi	-	112,655
Sand	-	113,070
Steel	20,928	1,144,317
Vitrified & Ceramic Glass Tiles	-	1,209,844
	104,917	**11,123,878**

20. (INCREASE)/DECREASE IN INVENTORIES

	As at		
	31.03.2014	31.03.2013	(Increase) /Decrease
	(₹)	(₹)	(₹)
			31.03.2014
Inventory at the end of the year			
Finished Goods	-	-	-
	-	-	-
	-	**-**	**-**
Inventory at the beginning of the year			31.03.2013
Finished Goods	-	-	-
	-	-	-
	-	**-**	**-**
	-	**-**	

21. EMPLOYEE BENEFIT EXPENSES

	As at	
	31.03.2014	31.03.2013
	(₹)	(₹)
Salaries & Wages	284,104	308,829
Bonus	22,250	36,000
	306,354	**344,829**

22. OTHER EXPENDITURE

	As at	
	31.03.2014	**31.03.2013**
	(₹)	**(₹)**
Carting	1,000	15,791
C- Form CST 2% Input	1,492	25,662
Transportation Expenses	-	29,000
Annual listing and Custody fees	84,270	45,264
Annual Demat Charges & Brokerage	-	30,834
Conveyance Expenses	15,150	12,370
Donation	-	30,000
Light Bill	-	37,916
Municipal Corporation Tax	5,713	4,534
Office Expenses	80,918	80,687
Office Rent	540,000	690,000
Post & Telephone Expenses	80,762	96,676
Printing & Stationery & Zerox Expenses	8,944	17,025
Professional Fees	25,086	134,164
Travelling Expenses	7,555	-
Vehicle Expenses	185,559	197,532
Service tax and ROC charges	5,500	9,285
Director Remuneration	300,000	300,000
Futures & Options(Margin Money)	-	221,507
Auditors Remuneration	22,472	22,472
	1,364,421	**2,000,718**

Payment to Auditors

	As at	
	31.03.2014	**31.03.2013**
	(₹)	**(₹)**
As Auditor	22,472	22,472
For Taxation Matters	-	-
	22,472	**22,472**

23. FINANŒ COST

		As at
	31.03.2014	**31.03.2013**
	(₹)	**(₹)**
Bank Charges	2,940	533
Interest On VAT	-	804
Interest	230,136	31,702
	233,076	**33,039**

NOTES FORMING PART OF THE ACCOUNTS :

1. SIGNIFICANT ACCOUNTING POLICIES :

A. Basis of Presentation

a. The financial statements have been prepared under the historical cost convention and on the basis of going concern, in accordance with the generally accepted accounting principles and provisions.

b. The Company generally follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis. Insurance and other claims are accounted for as and when admitted by the appropriate authorities.

B. Fixed Assets:

Fixed Assets are recorded at cost before depreciation. The company capitalises all direct costs relating to the acquisition and installation of fixed assets.

C. Depreciation:

Depreciation is charged on fixed assets as per the Straight Line Method at the rates and in the manner prescribed under Schedule XIV to the Companies Act,1956.

D. Deferment of Taxes:

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognised, 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.

During the year a Deferred Tax Assets of Rs. NIL has been utilized for carried forward unabsorbed losses of the company. However looking to the business circumstances it is less probable that the company will be able to earn sufficient profits in future to absorb the huge unabsorbed losses to this extent the deferred tax assets should not be recognized by the company.

2. In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated, if realised, in the ordinary course of business. Provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

3. Debit and Credit Balance in party accounts are subject to confirmation and reconciliation.

4. Contingent Liabilities not provided for in respect of :

a.	Estimated amount of contracts remaining to be executed on Capital Account not provided for in the Books of Accounts	Rs. Nil
b.	Claims against Company/disputed liabilities not acknowledge as debts.	Rs. Nil
5.	Earning in Foreign Currency	Rs. Nil
6.	CIF Value of Import & Expenditures :	Rs. Nil

7. Quantitative Information : Not Applicable

8. The Company has not written off Misc. Expenditure Rs. 12, 59,328/- as per AS – 26.

9. Pursuant to AS-22, The effect of deferred tax asset of Rs. 2,06,601/- for the year ended 31st March 2014 has been credited to profit & loss account.

10. Deferred Tax Assets / Liabilities :

	As at March 2014	As at March 2013
i. Deferred Tax Liabilities for Temporary Differences Depreciation	(18,213/-)	(23,551/-)
ii. Deferred Tax Asset for temporary difference Unabsorbed Losses	54,53,810/-	52,52,547/-
Deferred Tax Assets (Net)	54,35,597/-	52,28,996/-

11. Calculation of Deferred Tax Assets/(Liabilities)

PARTICULARS	UPTO 01.04.2013	DURING THE YEAR	AS AT 31.03.2014
DTL Difference between W.D.V. as per books and as per Income Tax	(23,551/-)	5,338/-	(18,213/-)
DTA Carried Forward Loss	52,52,547/-	2,01,263/-	54,53,810/-
NET DTA/(DTL)	52,28,996/-	2,06,601/-	54,35,597/-

12. Investments are stated at Cost.

13. The Name of the Company has been changed to "AARCON FACILITIES LIMITED" from "R.B. GUPTA FINANCIALS LIMITED" w.e.f. 26.11.2013.

14. Figures for the previous period have been re-grouped/re-arranged wherever necessary to correspond with the figures of the current year.

FOR AMIN PARIKH & CO.
CHARTERED ACCOUNTANTS
F.R.N. 100332W

CA. SAMIR R. PARIKH
PARTNER
M.No. 41506
VADODARA
DATED: May 23, 2014

On Behalf of the Board
AARON FACILITIES LIMITED
Bharat R. Gupta
Anupama B. Gupta

DIRECTOR DIRECTOR

DATED: May 23, 2014

To,
The Shareholders,
AARCON FACILITIES LIMITED
VADODARA

We have examined the attached Cash Flow Statement of Aarcon Facilities Limited for the year ended 31st March' 2014. The statement has been prepared by the Company in accordance with requirements of Listing Agreement Clause 32 with Bombay Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the company covered by our report of even date to the Members of the Company.

FOR AMIN PARIKH & CO.
CHARTERED ACCOUNTANTS
F.R.N. 100332W

CA. SAMIR R. PARIKH
PARTNER
M.NO. 41506
VADODARA
DATED: May 23, 2014

CASH FLOW STATEMENT FOR YEAR ENDED 31/03/2014

				31.03.2014 (Rs. in Lacs)	31.03.2013 (Rs. in Lacs)
A.		Cash Flow from Operation Activities :			
		Net Profit after Taxation		-4.51	12.88
	Add. :	Depreciation	0.21		
		Provision For Taxation	0.00		
		Transfer to Special Reserve	0.00		
		Decrease in Current Assets	26.99		
		Increase in Non-Current Assets	-27.80		
		Deferred Tax Assets	-2.07		
		Decrease in Current Liabilities	-18.62		
		Interest & Dividend Income	3.74	-17.55	75.21
				-22.06	88.09
	Less :	Interest Paid		2.38	0.33
		Net Cash Inflow from Operating Activities		-24.44	87.76
B.		Cash Flow from Investing Activities :			
		Decrease in Investments		-130.00	114.08
		Interest Income		11.61	5.57
		Dividend Income		0.04	0.22
		Net Cash Inflow from Investing Activities		-118.35	119.87
C.		Cash Flow from Financial Activities :			
		Proceeds of Unsecured Loans		2.47	3.45
	Net :	Decrease in Cash & Cash Equivalents		96.38	-28.66
	Add. :	Cash & Cash Eq. as on 01.04.2013		0.41	29.07
	Cash :	**Cash & Cash Eq. as on 31.03.2014**		**96.79**	**0.41**

FOR AMIN PARIKH & COMPANY
CHARTERED ACCOUNTANTS

CA SAMIR R. PARIKH
PARTNER
M.No.
41506
Place : VADODARA

Date : 23.05.2014

On behalf of the Board
FOR AARCON FACILITIES LIMITED
Bharat R. Gupta
Anupama B. Gupta

DIRECTOR
Date :
23.05.2014

A T T E N D A N C E S L I P

AARCON FACILITIES LIMITED (Formerly known as R B GUPTA FINANCIALS LIMITED)

(CIN: L65910GJ1993PLC019057)

REGISTERED OFFICE: 401, 402, Earth Complex, Opp. Vaccine Institute, Old Padra Road, Vadodara, Gujarat, 390015

E-mail ID: rbgfin@gmail.com

TWENTY FIRST ANNUAL GENERAL MEETING

Please complete this attendance slip and hand it over at the entrance of meeting hall. Joint Shareholders may obtain additional attendance slip on request.

NAME & ADDRESS OF THE SHAREHOLDER _____

No. of shares held : L.F. No. (s) / DP ID-CLIENT ID:

I hereby record my presence at the 21st ANNUAL GENERAL MEETING of the Company being held on **Monday, 29 th September,2014** at the Registered Office at 401, 402, Earth Complex, Opp. Vaccine Institute, Old Padra Road, Vadodara, Gujarat, 390015

SIGNATURE OF THE SHAREHOLDERS/PROXY * _____

*Strike whichever is not applicable.

AARCON FACILITIES LIMITED (Formerly known as R B GUPTA FINANCIALS LIMITED)

(CIN: L65910GJ1993PLC019057)

REGISTERED OFFICE: 401, 402, Earth Complex, Opp. Vaccine Institute, Old Padra Road, Vadodara, Gujarat, 390015 **E-mail ID: rbgfin@gmail.com**

TWENTY FIRST ANNUAL GENERAL MEETING

Monday, 29th September, 2014 at 09.00 a.m.

PROXY FORM

I /We, being the member(s), holding _____ shares of the above named Company, hereby appoint:

(1) Name: _____ Address: _____
E-mail ID: _____ Signature _____ or failing him / her

(2) Name: _____ Address: _____
E-mail ID: _____ Signature _____or failing him / her

(3) Name: _____ Address: _____
E-mail ID: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty Third Annual General Meeting of the Company, to be held on Monday, 29th September,2014 at 09.00 a.m. at registered office of the company at 401, 402, Earth Complex, Opp. Vaccine Institute, Old Padra Road, Vadodara, Gujarat, 390015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary business			
1.	Adoption of Accounts		
2.	Appointment of Statutory Auditors		
Special business			
3.	Appointment of Mr. Rameshbhai Narshinhbhai Chauhan as Independent Director		
4.	Appointment of Mr Narendrakumar Chandubhai Patel as Independent Director		
6.	Appointment of Mr Kamal Bachubhai Pandya as Independent Director		

Signed this _____ day of _____ 2014

Member's Folio/DP ID – Client ID No. _____

Signature of shareholder(s) _____

Signature of proxy holder(s)_____

Affix Revenue Stamp Re. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statement and notes, please refer to the notice of Twenty First Annual General Meeting.
3. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

BOOK POST

If undelivered please return to:
AARCON FACILITIES LIMITED
401, 402, Earth Complex, Opp. Vaccine Institute,
Old Padra Road, Vadodara, Gujarat, 390015.

AARCON
FACILITIES LTD.
Formerly known as R B Gupta Financials Ltd.
CIN No.: L65910GJ1993PLC019057

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the Company	AARCON FACILITIES LIMITED (Formerly known as R B GUPTA FINANCIALS LTD)
2.	Annual financial statements for the year ended	31st March 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	be signed by	Aarcon Facilities Limited Managing Director
	• CEO / Managing Director	Bharat R. Gupta Managing Director
	• CFO	Ramesh N. Chauhan
	• Auditor of the Company	M/s. Amin Parikh & Co. Chartered Accountants C.A. Samirbhai R. Parikh
	• Audit Committee Chairman	Bharat Gupta