

INFORMATION MEMORANDUM

JANUARY, 2015

ADCON CAPITAL SERVICES LIMITED



For ADCON CAPITAL SERVICES LTD.

S. J. A.
DIRECTOR.

CONFIDENTIAL

INFORMATION MEMORANDUM

ADCON CAPITAL SERVICES LIMITED

Adcon Capital Services Limited, a Company incorporated under the Companies Act, 1956 and holding registration as Non - Banking Financial Company (NBFC) from Reserve Bank of India. It is a listed NBFC Company, engaged in the business of providing loans and advances, investment in shares of other companies and providing other related Financial Services.

Presently, the equity shares of the Company are listed with Madhya Pradesh Stock Exchange Limited (MPSE) and Ahmedabad Stock Exchange Limited (ASE).

Registered Office 417, Chetak Centre NX, Near Hotel Shreemaya
RNT Marg, Indore - 452 001, Madhya Pradesh

Corporate Office 117, Hubtown Solaris, N. S. Phadke Marg, Near
East - West Flyover, Andheri (East),
Mumbai - 400 069, Maharashtra

Telephone No: 022 - 268 444 95 / 97

Email ID adconcap@gmail.com

Website: www.adconcap.com

Company Secretary & Compliance Officer Mr. Vibhav S. Ranade

Registrar & Share Transfer Agent: **Purva Sharegistry India Pvt Ltd**
9, Shivshakti Industrial Estate, J R Boricha
Marg, Opp. Kasturba Hospital, Lower Parel (E),
Mumbai - 400 011
Tel: 91-22-2301 6761 / 8261
Fax: 91-22-2301 2517
Email ID: busjcomp@vsnl.co



For ADCON CAPITAL SERVICES LTD.


DIRECTOR.

GENERAL RISK

Investment in Equity and Equity related securities involve a degree of risk and investors should not invest in the equity shares of Adcon Capital Services Limited unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking the investment decision in the shares of Adcon Capital Services Limited. For taking an investment decision, investors must rely on their own examination of the Company including the risk involved.

ABSOLUTE RESPONSIBILITY OF ADCON CAPITAL SERVICES LIMITED

Adcon Capital Services Limited having made all the reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to Adcon Capital Services Limited which is material, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material aspect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material aspect.

LISTING

The Equity Shares of Adcon Capital Services Limited which are presently listed on Madhya Pradesh Stock Exchange Limited (MPSE) and Ahmedabad Stock Exchange Limited (ASE) are proposed to be listed on Bombay Stock Exchange Limited (BSE).

The Company has submitted this Information Memorandum with Bombay Stock Exchange Limited (BSE). The Information Memorandum would also be made available on the Company's website (www.adconcap.com).



For ADCON CAPITAL SERVICES LTD.

Sanjay
DIRECTOR.

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For ADCON CAPITAL SERVICES LTD.

A handwritten signature in black ink, appearing to read "Sanjay".

DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

DEFINITIONS AND ABBREVIATIONS

COMPANY RELATED TERMS

Term	Description
"We", "us", "our", "Issuer", "the Company" and "our Company".	Unless the context otherwise indicates or implies, refers to Adcon Capital Services Limited.
The "Company" or the "Issuer" or "ACSL"	Adcon Capital Services Limited, a Non - Banking Financial Company (NBFC) registered under the Companies Act, 1956.
Memorandum/ Memorandum of Association	Memorandum of Association of our Company

CONVENTIONAL AND GENERAL TERMS/ ABBREVIATIONS

Term	Description
A/c	Account
Act or Companies Act	The Companies Act, 2013 and amendments thereto
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
ASE	Ahmedabad Stock Exchange Limited
AY	Assessment Year
BSE	Bombay Stock Exchange Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CLB	Company Law Board
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996 as amended from time to time
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
DIN	Director's Identification Number
EGM	Extraordinary General Meeting
Financial Year/ Fiscal/ FY	Period of twelve months ended March 31 of that particular year
GDP	Gross Domestic Product
GoI/Government	Government of India
Indian GAAP	Generally Accepted Accounting Principles in India
MOU	Memorandum of Understanding
MPSE	Madhya Pradesh Stock Exchange Limited
NA	Not Applicable
NBFC	Non Banking Financial Company
NTA	Net Tangible Assets
NOC	No Objection Certificate
NR	Non-resident



ADCON CAPITAL SERVICES LIMITED

Term	Description
NSDL	National Securities Depository Limited
P.A.	Per Annum
PAT	Profit after Tax
PBT	Profit Before Tax
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time
Registration Act	Registration Act, 1908
RoC/Registrar of Companies	Registrar of Companies, Madhya Pradesh
Rs./INR/Rupees	Indian Rupees
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997, as amended.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, including instructions and clarifications issued by SEBI from time to time.



For ADCON CAPITAL SERVICES LTD.

Singh

DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

GENERAL INFORMATION

Adcon Capital Services Limited, a Public Limited Company incorporated on July 28, 1994 under the Companies Act, 1956 and holding registration as Non - Banking Financial Company (NBFC) from Reserve Bank of India, Department of Non-Banking Supervision, Bhopal, Madhya Pradesh. Its registration no. is 03: 00024. The Company is mainly engaged in the business of Investment and Financial Services etc. The Corporate Identification Number (CIN) of the Company is L67120MP1994PLC008511.

Now the Equity shares of the Company i.e. Adcon Capital Services Limited, shall be admitted to trading on BSE. Such admission for trading will be subject to fulfillment by the Company of listing criteria of BSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE at the time of the application by the Company seeking listing.

Eligibility Criterion

The Company is submitting its Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement for public issues, as applicable, to BSE for making the said Information Memorandum available to public through its website viz. www.adconcap.com.

Prohibition by SEBI

The Company, its directors, its promoters, other companies promoted by the promoters and companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Caution

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Disclaimer Clause of BSE

As required, a copy of this Information Memorandum is being submitted to BSE. The BSE does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- Warrant that this Company's securities will be traded or will continue to be traded on the BSE; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;



For ADCON CAPITAL SERVICES LTD.

Sawfa

ADCON CAPITAL SERVICES LIMITED

and it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE. Every person who desires to acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription / acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Filing

Copies of Information Memorandum have been filed with BSE in due compliance.

Listing

Application is being made to BSE for Listing of Equity Shares of the Company.

DEMAT Credit

The Company has executed Agreements with NSDL and CDSL for its securities in DEMAT form as per the following details:

(i) Dematerialization of Shares

Tripartite agreements have been signed between the Company, the Registrar and CDSL and NSDL. The ISIN No. allotted to the Company is INE805Q01010.

(ii) Registrar & Share Transfer Agent

Purva Shareregistry (India) Pvt. Ltd.
9, Shivshakti Industrial Estate,
J R Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (E), Mumbai - 400 011
Tel: 91-22-2301 6761 / 8261
Fax: 91-22-2301 2517
Email ID: busjcomp@vsnl.co

Statutory Auditors to the Company

M/s Gupta Saharia & Co.,
Chartered Accountants
C-103/104, Pranay Nagar,
Ram Mandir Road Extn,
Near Anand Rao Pawar High School,
Vazira Naka, Boriwali (West),
Mumbai - 400 092, Maharashtra
Mob: 91 - 9869003673/7666804873
Fax: 91-22-2833 7953
Email ID: shyamrathi1@gmail.com



For ADCON CAPITAL SERVICES LTD.

Sahj

DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

Bankers to the Company

ING Vysya Bank Limited
Nariman Point Branch 210,
Mittal Towers, 'A' Wing,
Ground Floor, Nariman Point
Mumbai - 400 021, Maharashtra
Tel: 91-22-2843753
Email ID: narimanpointbr@ingvysyabank.com

Company Secretary & Compliance Officer

Mr. Vibhav S. Ranade
117, Hubtown Solaris,
N. S. Phadke Marg,
Near East - West Flyover,
Andheri (East), Mumbai - 400 069,
Maharashtra
Tel: 91-22-268 44497 / 95
Email ID: adconcap@gmail.com

(Investors can contact the Company Secretary, Compliance Officer and Registrar & Share Transfer Agent in case of transfer, transmission, conversion, endorsement, consolidation, splitting of shares, issue of duplicate certificate or any other related problem)



For ADCON CAPITAL SERVICES LTD.

Sanja
DIRECTOR.

PROFILE AND BRIEF HISTORY

Adcon Capital Services Limited, a Company incorporated under the Companies Act, 1956 and holding registration as Non - Banking Financial Company (NBFC) from Reserve Bank of India. It is a listed NBFC Company, engaged in the business of providing loans and advances, investment in shares of other companies and providing other related Financial Services.

Presently, the Equity Shares of the Company are listed on Ahmedabad Stock Exchange Limited (ASE) and Madhya Pradesh Stock Exchange Limited.

The Company adheres to the highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealings. A Code of Conduct for Board Members and a Code of Conduct for Prevention of Insider Trading has been adopted pursuant to clause 49 (D) of the Listing Agreement & the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (as amended), respectively.

We believe that good corporate governance is a synonym for sound management, transparency and disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a Company to take sound decisions, thus maximizing long-term stakeholder value without compromising on integrity, social obligations and regulatory compliances.

The Company's philosophy on Corporate Governance finds its roots in ethical governance practices. This philosophy has been sought to be strengthened through the Code of Conduct, the Whistle Blower Policy and the Code for Prevention of Insider Trading which have been adopted. The Company will continue to focus its energies and resources in creating and safeguarding of shareholders' wealth and, at the same time, protect the interests of all its stakeholders.



For ADCON CAPITAL SERVICES LTD.

Sanya

DIRECTOR.

PURPOSE OF LISTING

The entire Equity Share Capital of the Company is currently listed at Madhya Pradesh Stock Exchange (MPSE) Limited and Ahmedabad Stock Exchange Limited (ASE) and the Company is regularly complying with the Listing compliances. However, since no trading platform is available on either of the stock exchanges viz; MPSE and ASE, the trading of the securities of the Company is not carried out in these stock exchanges.

Since the Bombay Stock Exchange Ltd. (BSE) is the world's No. 1 exchange in terms of listed companies (over 5000) providing a host of services to capital market participants including risk management, clearing, settlement, market data services and education, nation-wide trading terminals and also has a global reach with customers around the world with a nation-wide presence, getting the Company listed at BSE will provide the members of the Company, investors and/or traders, the facility to trade in the shares of the company, better liquidity of funds, help in mobilizing savings for economic development as well as protect the investors interest by ensuring full disclosures.

* Further considering the followings benefits of listing, the Management has got motivated to get the securities of the Company listed on BSE:

Fund Raising and exit route to investors:

Listing provides an opportunity to the Corporates / entrepreneurs to raise capital to fund new projects/undertake expansions/diversifications and for acquisitions. Listing also provides an exit route to private equity investors as well as liquidity to the ESOP-holding employees.

Ready Marketability of Security:

Listing brings in liquidity and ready marketability of securities on a continuous basis adding prestige and importance to listed companies.

Ability to raise further capital:

An initial listing increases a company's ability to raise further capital through various routes like preferential issue, rights issue, Qualified Institutional Placements and ADRs/GDRs/FCCBs, and in the process attract a wide and varied body of institutional and professional investors.

Supervision and Control of Trading in Securities:

The transactions in listed securities are required to be carried uniformly as per the rules and byelaws of the exchange. All transactions in securities are monitored by the regulatory mechanisms of the stock exchange, preventing unfair trade practices. It improves the confidence of small investors and protects them.

Fair Price for the Securities:

The prices are publicly arrived at on the basis of demand and supply; the stock exchange quotations are generally reflective of the real value of the security. Thus listing helps generate an independent valuation of the company by the market.

For ADCON CAPITAL SERVICES LTD.

Savj
DIRECTOR.



ADCON CAPITAL SERVICES LIMITED

Timely Disclosure of Corporate Information:

The listing agreement signed with the exchange provides for timely disclosure of information relating to dividend, bonus and right issues, book closure, facilities for transfer, company related information etc by the company. Thus providing more transparency and building investor confidence.

Collateral Value of Securities:

Listed securities are acceptable to lenders as collateral for credit facilities. A listed company can also borrow from financial institutions easily as it is rated favorably by lenders of capital; the company can also raise additional funds from the public through the new issue market with a greater degree of assurance.

Better Corporate Practice:

Since the violation of the listing agreement entails the de-listing/suspension of securities from the rings of the exchange, the listed companies are expected to follow fair practices to the advantage of investors and public.

Benefits to the Public:

The data daily culled out by the stock exchange in the form of price quotations and others; provide valuable information to the public which can be used for project and research studies. The stock exchange prices can be an index of the state of the economy. Financial institutions, NRIs, individual investor's etc. can take wise decisions before making investments.

Subdivision and Consolidation of Holdings:

Stock exchange bye-laws provide for explicit rules for sub division and consolidation of securities as desired by the investors. There is special trading sessions in the exchange for conversion of odd lots into market lots arranged by financial and institutional investors. Thus listing helps to provide flexibility to investors in the subdivision and consolidation of their holdings with speed and earnestness.

*(Source: BSE website)



For ADCON CAPITAL SERVICES LTD.

A handwritten signature in black ink, appearing to be "S. S. S." or similar.

DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

CAPITAL STRUCTURE

PRESENT SHARE CAPITAL

Particulars	Amount (in Rs)
(A) Authorised Share Capital	
40,00,000 Equity Shares of Rs 10 each	4,00,00,000
(B) Issued, Subscribed and Paid-up Equity Capital	
35,51,100 Equity Shares of Rs 10 each	3,55,11,000

SHARE CAPITAL HISTORY OF THE COMPANY

Year	No. of shares issued	Issue price (Rs)	Nature of consideration	Nature of Allotment	Cumulative Capital (No. of shares)
28.07.1994	700	10/-	Cash	Subscribers	700
21.09.1994	5,08,100	10/-	Cash	Further Issue	50,8,800
15.12.1994	10,91,200	10/-	Cash	Allotment to Promoters, Directors & their Relatives	16,00,000
14.02.1995	19,51,100	10/-	Cash	Initial Public Issue	35,51,100



For ADCON CAPITAL SERVICES LTD.

Sanj

DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

DIVIDEND POLICY

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. Under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous Years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the "record date" are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

Our Company has not paid any dividends and cash bonuses paid during the last Ten Years or such shorter period as the Company has been in existence.



For ADCON CAPITAL SERVICES LTD.

DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

**SUMMARY OF FINANCIAL INFORMATION
STATEMENT OF ASSETS AND LIABILITIES**

(Amount In Rs.)

	31.03.2014	31.03.2013	31.03.2012	31.03.2011	31.03.2010
I. Shareholders' Fund					
Share Capital	3,55,11,000	3,55,11,000	3,55,11,000	3,55,11,000	3,55,11,000
Reserves & Surplus	(15,57,677)	(21,15,463)	(25,45,433)	(26,95,594)	NIL
	3,39,53,323	3,33,95,537	3,29,65,567	3,28,15,406	3,55,11,000
II. Non-Current Liabilities					
Deferred Tax Liabilities (Net)	45,362	53,182	70,037	70,037	NIL
	45,362	53,182	70,037	70,037	NIL
III. Current Liabilities					
Other Current Liabilities	11,236	11,236	83,569	53,530	NIL
Short - Term Provisions	2,54,676	1,86,739	1,71,077	91,259	NIL
Trade Payables	NIL	23	NIL	NIL	NIL
	2,65,912	1,97,998	2,54,646	1,44,789	NIL
TOTAL	3,42,64,597	3,36,46,717	3,32,90,250	3,30,30,232	3,55,11,000
IV. Non - Current Assets					
Fixed Assets	7,58,461	8,94,703	10,58,453	12,09,566	14,21,550
Other Non-current Assets	2,09,943	4,19,886	NIL	NIL	NIL
	9,68,404	13,14,589	10,58,453	12,06,566	14,21,550
V. Current Assets					
Trade Receivables	(562)	6	6	3,742	3,918
Cash and Bank Balances	5,06,367	29,188	1,56,100	66,438	1,52,189
Short-term Loans & Advances	1,49,27,504	1,44,60,486	1,52,34,647	3,09,10,715	34,09,110
Current Investments	1,77,72,347	1,77,72,002	1,62,11,216	NIL	2,67,23,000
Other Current Assets	90,538	70,447	6,29,828	8,39,771	-
Less: Current Liability & Provision	-	-	-	-	(28,157)
	3,32,96,194	3,23,32,128	3,22,31,797	3,18,20,666	3,02,60,060
Miscellaneous Expenditure	NIL	NIL	NIL	NIL	10,49,714
Profit & Loss Account	NIL	NIL	NIL	NIL	27,79,676
TOTAL	3,42,64,597	3,36,46,717	3,32,90,250	3,30,30,232	3,55,11,000



For ADCON CAPITAL SERVICES LTD.

Sajid
DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

STATEMENT OF PROFIT AND LOSS

		31.03.2014	31.03.2013	31.03.2012	31.03.2011	31.03.2010
I.	Income					
	Operating Income	13,15,899	10,36,790	9,26,835	10,60,289	6,50,691
	Other Income	NIL	NIL	NIL	NIL	NIL
	TOTAL INCOME	13,15,899	10,36,790	9,26,835	10,60,289	6,50,691
II.	EXPENDITURE					
	Employee benefit expenses	NIL	NIL	1,80,000	1,50,000	NIL
	Depreciation & Amortization Expense	1,36,242	1,63,750	1,83,613	2,11,984	9,888
	other expenses	3,75,014	2,71,016	3,33,243	4,47,613	NIL
	Interest	NIL	NIL	NIL	NIL	458
	Purchases	NIL	NIL	NIL	NIL	4,91,258
	Administration & General Exps.	NIL	NIL	NIL	NIL	1,37,757
	TOTAL EXPENDITURE	5,11,256	4,34,767	6,96,856	8,09,597	6,39,361
III.	PROFIT BEFORE TAXATION	8,04,643	6,02,023	2,29,979	2,50,691	11,330
	Provision for Taxation					
	- Current tax	2,54,676	1,86,739	79,818	91,259	5,099
	- Deferred tax	(7,820)	(16,855)	NIL	70,037	NIL
	Tax adjustment of previous year	NIL	2,170	NIL	5,313	NIL
IV.	NET PROFIT	5,57,787	4,29,969	1,50,161	84,082	6,231
V.	Earning per Equity Share					
(i).	Basic	0.16	0.12	0.04	0.02	0.00
(ii).	Diluted	0.16	0.12	0.04	0.02	0.00



For ADCON CAPITAL SERVICES LTD.

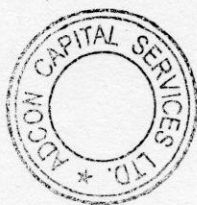
Sanjay

DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

CASH FLOW STATEMENT

PARTICULARS	31.03.2014	31.03.2013	31.03.2012	31.03.2011	31.03.2010
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit / (loss) before tax and extraordinary items	8,04,643	602023	229979	250691	11330
Adjustment for :					
Preliminary Expenses					
Depreciation	2,09,943	209943	209943	209943	88777
Taxes	1,36,242	163750	183613	211984	9888
Profit on sale of investment	-2,54,676	-188909	-79818	-166609	-5099
	Nil	0	0	-31730	Nil
Total Inflow from Operation	896151	786807	543717	474279	104896
Non Operating Income	Nil	Nil	Nil	Nil	Nil
Operating Profit / Loss before Working Capital Changes	896151	786807	543717	474279	104896
Adjustment For:					
Trade and other receivables	568	Nil	3737	176	Nil
Deposits	-3176536	2937472	750000	Nil	Nil
Loans & Advances	Nil	Nil	15023992	-27501605	3000
Current Liabilities	Nil	-72333	30039	186669	9098
Prepaid Rent	518	242	-24200	Nil	Nil
Other advances	2709000	-2315000	Nil	Nil	Nil
Tax Provisions	67937	15662	79818	Nil	Nil
T.D.S (Advance Income Tax)	-20091	81000	-73724	Nil	Nil
Trade Payable	-24	24	Nil	Nil	Nil
Net cash from operating activities	(A) 477524	1433874	16333378	-26840481	116994
CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Computer	Nil	Nil	-32500	Nil	Nil
Purchase of Investment	-345	-1560786	-16211216	Nil	Nil
Sale of Investment	Nil	Nil	Nil	26750000	Nil
Shares Trading	Nil	Nil	Nil	4730	Nil
CASH FLOW FROM FINANCIAL ACTIVITIES	(B) -345	-1560786	-16243716	26754730	Nil
Proceeds from Secured Loans	Nil	Nil	Nil	Nil	Nil
Proceeds from extra ordinary items	Nil	Nil	Nil	Nil	Nil
Proceeds from Unsecured Loans	Nil	Nil	Nil	Nil	Nil
Sub - Total	(C) Nil	Nil	Nil	Nil	Nil
Net Increase (Decrease) in cash & cash equivalent	477179	-126912	89663	-85751	116994
Opening Cash & Cash equivalents	29188	156100	66438	152189	35195
Closing Cash & Cash equivalents	506367	29188	156100	66438	152189



For ADCON CAPITAL SERVICES LTD.

Sanjiv
DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

CORPORATE GOVERNANCE

BOARD OF DIRECTORS ("The Board")

The Board has been constituted in a manner, which results in an appropriate mix of Non-Executive and Independent Directors to ensure proper governance and management.

COMPOSITIONS OF THE BOARD

The Board of Directors comprises of (4) four Directors, of which (3) three are Non-Executive Independent who brings in a wide range of skills and experience to the Board. There is no institutional nominee Director on the Board of the Company. Details of Directors retiring by rotation and their brief are provided in the notice to Annual General Meeting. The Directors are elected based on their qualifications and experience in the fields of the Company's business needs.

Name of Director	Category
Mr. Sanjay Minda	Non Executive
Mr. Mihir Patel	Non Executive and Independent Director
Mr. Sawan Jajoo	Non Executive and Independent Director
Mr. Manjit Jajoo	Non Executive and Independent Director

Our Company has constituted an Audit Committee, Nomination and Remuneration Committee (earlier called as Remuneration Committee), Stakeholders Relationship Committee (earlier known as Shareholders / Investors Grievance Committee) as per the provisions of the Companies Act and Clause 49 of the Listing Agreement to be entered with Stock Exchanges. The Terms of reference of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee complies with the requirements of Clause 49 of the Listing Agreement entered into with Stock Exchanges.

In terms of the above stated provision of the Listing Agreement, the Company re-constituted its Audit Committee on October 8, 2014.

Committee	Name of Director	Designation
Audit Committee		
	Mr. Mihir Patel	Chairman
	Mr. Sawan Jajoo	Member
	Mr. Manjit Jajoo	Member
Nomination and Remuneration Committee		
	Mr. Sawan Jajoo	Chairman
	Mr. Sanjay Minda	Member
	Mr. Manjit Jajoo	Member
Stakeholders Relationship Committee		
	Mr. Manjit Jajoo	Chairman
	Mr. Sanjay Minda	Member
	Mr. Sawan Jajoo	Member



For ADCON CAPITAL SERVICES LTD.

Sanjay

DIRECTOR

ADCON CAPITAL SERVICES LIMITED

During the financial year 2013-14, 5 (Five) Board meetings were held on May 30, 2013, August 14, 2013, September 10, 2013, November 14, 2013 and February 14, 2014 with the time gap between any two meetings being not more than four months at any point of time.

REPORT ON CORPORATE GOVERNANCE

Our Company is in compliance with the provisions of the clause 49 of the Listing Agreement of the Stock Exchange.

DIRECTORS WITH MATERIALLY PECUNIARY OR BUSINESS RELATIONSHIP WITH THE COMPANY

There have not been materially relevant pecuniary transactions or relationship between Adcon Capital Services Limited and its non-executive and / or independent Directors during the year 2013-2014.

REMUNERATION OF DIRECTORS

The Company has not paid any remuneration to its Directors during the financial year.

CODE OF CONDUCT

Pursuant to the requirements of the Clause 49 of the Listing Agreement, The Board of Directors of the Company adopted the Code of Conduct for its members. The Code highlights Corporate Governance as the cornerstone for sustained management performance, for serving all the stakeholders and for instilling pride of association.

The Company has received confirmations from the Directors regarding compliance of the Code of Conduct during the year under review.

All the Board Members and Senior Management personnel have affirmed compliance with the Code for the financial year 2013-14 and a declaration to this effect signed by the Chairman of the Company is provided at the end of this report.

DISCLOSURES

- There were no materially significant related party transactions i.e. transaction of the Company of material nature with its Promoters, Directors or the Management or their relatives etc. that would conflict with the interests of the Company.
- No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

The Company has Whistle Blower Policy (WBP) in line with Clause 7 of Annexure 1D to Clause 49 of the Listing Agreement. The Company affirms that no employee has been denied access to the Audit Committee.

- All mandatory requirements as per Clause 49 of the Listing Agreement have been complied with by the Company.



For ADCON CAPITAL SERVICES LTD.

Sanjiv
DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

- The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
- In terms of Clause 49(V) of the Listing Agreement, the Managing Director made a certification i.e. (CEO / CFO Certificate) to the Board of Directors in the prescribed format for the year under review which has been reviewed by the Audit Committee and taken on record by the Board.

MEANS OF COMMUNICATION

- a) The quarterly un-audited financial results are published in English and Vernacular newspapers. The half yearly report is not sent separately to the Shareholders. Annual Reports are sent to the shareholders at their registered address with the company.
- b) The Management Discussion and Analysis Report, in compliance with the requirements of Clause 49 of the Listing Agreement is annexed to the Directors' Report and forms part of this Annual Report being sent to all the members of the Company.

ADCON CAPITAL SERVICES LIMITED INSIDER TRADING POLICY

The Company has adopted the Code of Conduct for Prevention of Insider Trading for its Management and Directors. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares. Mr. Vibhav S. Ranade, Company Secretary of the Company, has been appointed as the Compliance Officer and is responsible for adherence to the Code.

Listing on Stock Exchange(s)

The Company's Equity Shares are listed on the Madhya Pradesh Stock Exchange Ltd., Indore (MP) and Ahmadabad Stock Exchange Limited (ASE)

The Company has paid Annual Listing Fees as applicable, to the MPSE and to ASE for the financial year 2014-15.

However, both the stock exchanges are failed to provide the trading platform. The Company has entered into an agreements with both the depositories i.e. Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) for admission of Equity Shares in order to facilitate the Shareholders at large to avail dematerialization facilities.

ISIN Equity :	INE805Q01010
Face Value :	Rs. 10/- per share

Stock Data

During the Financial year there were no trading took place in the equity shares of the Company at Ahmedabad Stock Exchange Limited (ASE) and Madhya Pradesh Stock Exchange Limited (MPSE).

For ADCON CAPITAL SERVICES LTD.


DIRECTOR.



ADCON CAPITAL SERVICES LIMITED

SHAREHOLDING STRUCTURE

Table below gives the pattern of shareholding by ownership and share class respectively:

Categories of shareholding as on 31st December, 2014

Category	No. of shares held	Shareholding (in %)
Promoters	2,99,940	8.45
Bodies Corporate (Group Cos.)	-	-
Other Bodies Corporate	11,26,860	31.73
NRI's	-	-
Banks/Financial Institutions	-	-
Individuals	21,24,300	59.82
TOTAL	35,51,100	100

b. Distribution of shareholding as at 31st December, 2014

Sr.	Category (1)	Share Holders		Share Amount	
		Number (2)	% to Total (3)	(in Rs.) Total (4)	% (5)
1.	Upto - 5000	5828	99.27	13557000	38.18
2.	5001 - 10000	8	0.13	523000	1.47
3.	10001 - 20000	8	0.13	1312000	3.69
4.	20001 - 30000	7	0.12	1587000	4.47
5.	30001 - 40000	8	0.13	2857000	8.05
6.	40001 - 50000	2	0.03	906000	2.55
7.	50001 - 100000	2	0.03	1501000	4.23
8.	Above 100000	8	0.13	13268000	37.36
	TOTAL	5871	100.00	35511000	100.00



For ADCON CAPITAL SERVICES LTD.

Sanjiv
DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

SHAREHOLDING STRUCTURE OF THE COMPANY AS ON DECEMBER 31, 2014

Name of the Company	Adcon Capital Services Limited
Class of Security	Equity Shares of Rs 10 each

Introductory sub-table (I)(a)

Name of the Company: Adcon Capital Services Ltd.			
Scrip Code: ADCON		Name of the scrip: Adcon Capital Services Ltd.	
		Class of security: Equity	
Quarter ended: 31st December, 2014			
Partly paid-up shares	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company.
Held by promoter/promoter group	-	0	0
Held by Public	-	0	0
Total:	0	0	0
Outstanding convertible securities:	No. of outstanding securities	As a % of total no. of outstanding convertible securities.	As a % of total no. of shares of the Company assuming full conversion of the convertible securities
Held by promoter/promoter group	-	0	0
Held by Public	-	0	0
Total:	0	0	0
Warrants:	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the Company, assuming full conversion of warrants
Held by promoter/promoter group	-	0	0
Held by Public	-	0	0
Total:	0	0	0
Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities	3,551,100		



For ADCON CAPITAL SERVICES LTD.

Sami

ADCON CAPITAL SERVICES LIMITED

Statement Showing Shareholding Pattern

Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a % of total number of shares		Shares Pledged or otherwise encumbered		
			Total No. of Shares	Number of shares held in dematerialized form	As a % of (A+B) ¹	As a % of (A+B+C)	No. of shares	As a %	
									(I)
(A)	Shareholding of Promoter and Promoter Group ²								
1	Indian								
(a)	Individuals/ Hindu Undivided Family	1	299,940	-	8.45	8.45	-	0.00	
(b)	Central Government/ State Government(s)	-	-	-	0.00	0.00	-	0.00	
(c)	Bodies Corporate	-	-	-	0.00	0.00	-	0.00	
(d)	Financial Institutions/ Banks	-	-	-	0.00	0.00	-	0.00	
(e)	Any Others(Specify)	-	-	-	0.00	0.00	-	0.00	
	Sub Total(A)(1)	1	299,940	0.00	8.45	8.45	0	0.00	
2	Foreign								
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	0.00	0.00	-	0.00	
b	Bodies Corporate	-	-	-	0.00	0.00	-	0.00	
		-	-	-	0.00	0.00	-	0.00	



For ADCON CAPITAL SERVICES LTD.

Sanjiv

ADCON CAPITAL SERVICES LIMITED

c	Institutions	-	-	-	0.00	0.00	-	0.00
d	Any Others(Specify)	-	-	-	0.00	0.00	-	0.00
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1	299,940	0	8.45	8.45	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	-	-	-	0.00	0.00	0	0.00
(b)	Financial Institutions / Banks	-	-	-	0.00	0.00	0	0.00
(c)	Central Government/ State Government(s)	-	-	-	0.00	0.00	0	0.00
(d)	Venture Capital Funds	-	-	-	0.00	0.00	0	0.00
(e)	Insurance Companies	-	-	-	0.00	0.00	0	0.00
(f)	Foreign Institutional Investors	-	-	-	0.00	0.00	0	0.00
(g)	Foreign Venture Capital Investors	-	-	-	0.00	0.00	0	0.00
(h)	Any Other (specify)	-	-	-	0.00	0.00	0	0.00
	Sub-Total (B)(1)	0	0	0	0.00	0.00	0	0.00
B 2	Non-institutions							
(a)	Bodies Corporate	8	1,126,860	-	31.73	31.73	0	0.00
(b)	Individuals							



For ADCON CAPITAL SERVICES LTD.

Saha

DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	5835	1,429,600	1600	40.26	40.26	0	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	27	694,700	-	19.56	19.56	0	0.00
(c)	Any Other (specify)	-	-	-	0.00	0.00	0	0.00
	Sub-Total (B)(2)	5,870	3,251,160	1600	91.55	91.55	0	0.00
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	5870	3,251,160	1600	91.55	91.55	0	0.00
	TOTAL (A)+(B)	5871	3551100	1600	100.00	100.00	0	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	-	-	-				
2	Public	-	-	-		0.00	0.00	0.00
	Sub-Total (C)	0.00	0.00	0.00		0.00	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	5,871	3,551,100	1600		100.00	0.00	0.00



For ADCON CAPITAL SERVICES LTD.

S. S. S.

DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

Sr.No	Notes
1	NIL
2	
3	
4	
5	
6	
7	
8	
9	

(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a %	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Awadhesh Pandey	299,940	8.45	0	0.00	0.00	0	0	0	0	8.45%
TOTAL		299,940	8.45	0	0.00	0.00	0	0	0	0	8.45%



For ADCON CAPITAL SERVICES LTD.

[Signature]

DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
1.	Lyme Grass Mercantile Private Limited	158,960	4.48	4.48
2.	Riddhika Vincon Private Limited	152,000	4.28	4.28
3.	Aakriti Dealers Private Limited	151,950	4.28	4.28
4.	Gangour Distributors Private Limited	117,600	3.31	3.31
5.	Benchmark Buildcon Priavate Limited	140,000	3.94	3.94
6.	Segment Agencies Private Limited	156,350	4.40	4.40
7.	Pashupathi Enclave Private Limited	150,000	4.22	4.22
8.	Jigdamba Complex Private Limited	100,000	2.82	2.82
9.	Manoj Kumar Mishra	50,100	1.41	1.41
10.	Prabhakar B	40,600	1.14	1.14
TOTAL		1,217,560	34.29	34.29



For ADCON CAPITAL SERVICES LTD.

Sauji
DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	Nil	0	0.00	0	0	0	0	0
2	Nil	0	0.00	0	0	0	0	0
TOTAL		0	0.00	0	0	0	0	0

(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Category
1	Nil	0	0.00	0
2	Nil	0	0.00	0
TOTAL		0	0.00	0



For ADCON CAPITAL SERVICES LTD.

Signed

ADCON CAPITAL SERVICES LIMITED

(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	-	0	0	0.00
2	-	0	0	0.00
TOTAL		0	0	0.00

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	-	-	0	0.00
2	-	-	0	0.00
TOTAL			0	0.00



For ADCON CAPITAL SERVICES LTD.

Sanjay
DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

SHAREHOLDING STRUCTURE OF THE COMPANY AS ON SEPTEMBER 30, 2014

Name of the Company	Adcon Capital Services Limited
Class of Security	Equity Shares of Rs 10 each

Partly paid-up shares	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company.
Held by promoter/promoter group	-	0	0
Held by Public	-	0	0
Total:	0	0	0
Outstanding convertible securities:	No. of outstanding securities	As a % of total no. of outstanding convertible securities.	As a % of total no. of shares of the Company assuming full conversion of the convertible securities
Held by promoter/promoter group	-	0	0
Held by Public	-	0	0
Total:	0	0	0
Warrants:	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the Company, assuming full conversion of warrants
Held by promoter/promoter group	-	0	0
Held by Public	-	0	0
Total:	0	0	0
Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities	3,551,100		



For ADCON CAPITAL SERVICES LTD.

Sanjiv
DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

(I)(a)- Statement showing Shareholding Pattern

Category code	Category of Shareholder	Number of Shareholders	Total number of Shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a % of(A+B) 1	As a % of (A+B+C)	Number of shares	As a%
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV) *100
(A)	Shareholding of Promoter and Promoter Group²							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	1	299,940	-	8.45	8.45	-	0.00
(b)	Central Government/ State Government(s)	-	-	-	0.00	0.00	-	0.00
(c)	Bodies Corporate	-	-	-	0.00	0.00	-	0.00
(d)	Financial Institutions/ Banks	-	-	-	0.00	0.00	-	0.00
(e)	Any Others(Specify)	-	-	-	0.00	0.00	-	0.00
	Sub Total(A)(1)	1	299,940	0.00	8.45	8.45	0	0.00
2	Foreign							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	0.00	0.00	-	0.00
b	Bodies Corporate	-	-	-	0.00	0.00	-	0.00
c	Institutions	-	-	-	0.00	0.00	-	0.00
d	Any Others(Specify)	-	-	-	0.00	0.00	-	0.00
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1	299,940	0	8.45	8.45	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	-	-	-	0.00	0.00	0	0.00



ADCON CAPITAL SERVICES LIMITED

(b)	Financial Institutions / Banks	-	-	-	0.00	0.00	0	0.00
(c)	Central Government/ State Government(s)	-	-	-	0.00	0.00	0	0.00
(d)	Venture Capital Funds	-	-	-	0.00	0.00	0	0.00
(e)	Insurance Companies	-	-	-	0.00	0.00	0	0.00
(f)	Foreign Institutional Investors	-	-	-	0.00	0.00	0	0.00
(g)	Foreign Venture Capital Investors	-	-	-	0.00	0.00	0	0.00
(h)	Any Other (specify)	-	-	-	0.00	0.00	0	0.00
	Sub-Total (B)(1)	0	0	0	0.00	0.00	0	0.00
B 2	Non-institutions							
(a)	Bodies Corporate	8	1,126,860	-	31.73	31.73	0	0.00
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	5835	1,429,600	-	40.26	40.26	0	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	27	694,700	-	19.56	19.56	0	0.00
(c)	Any Other (specify)	-	-	-	0.00	0.00	0	0.00
	Sub-Total (B)(2)	5,870	3,251,160	0	91.55	91.55	0	0.00
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	5870	3,251,160	0	91.55	91.55	0	0.00
	TOTAL (A)+(B)	5871	3551100	0	100.00	100.00	0	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	0.00	0.00	0.00		0.00	0.00	0.00
2	Public	0.00	0.00	0.00		0.00	0.00	0.00
	Sub-Total (C)	0.00	0.00	0.00		0.00	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	5,871	3,551,100	0.00		100.00	0.00	0.00



For ADCON CAPITAL SERVICES LTD.

Singh

ADCON CAPITAL SERVICES LIMITED

(I)(b)- Statement showing Shareholding of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Details of Shares held		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A) +(B) +(C)	
(I)	(II)	(III)	(IV)	(XII)
1	Awadhesh Kumar Pandey	299,940	8.45	8.45%
TOTAL		299,940	8.45	8.45%

(I)(c)(i) - Statement showing Shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares [i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above]	Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
1.	Lyme Grass Mercantile Private Limited	158,960	4.48	4.48
2.	Riddhika Vincon Private Limited	152,000	4.28	4.28
3.	Aakriti Dealers Private Limited	1,51,950	4.28	4.28
4.	Gangour Distributors Private Limited	117,600	3.31	3.31
5.	Benchmark Buildcon Priavate Limited	140,000	3.94	3.94
6.	Segment Agencies Private Limited	156,350	4.40	4.40
7.	Pashupathi Enclave Private Limited	150,000	4.22	4.22
8.	Jigdamba Complex Private Limited	100,000	2.82	2.82
9.	Manoj Kumar Mishra	50,100	1.41	1.41
10.	Prabhakar B	40,600	1.14	1.14
TOTAL		1,217,560	34.29	34.29



For ADCON CAPITAL SERVICES LTD.

S. S. S.
DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

(I)(c)(ii) - Statement showing Shareholding of persons belonging to the category "Public" and holding more than 5% of the total number of shares

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
1	Nil	0	0.00	0
2	Nil	0	0.00	0
TOTAL		0	0.00	0

(I) (d) Statement showing details of Locked in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Category
1	Nil	0	0.00	0
2	Nil	0	0.00	0
TOTAL		0	0.00	0

(II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	-	0	0	0.00
2	-	0	0	0.00
TOTAL		0	0	0.00



For ADCON CAPITAL SERVICES LTD.

S. S. S.
DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	-	-	0	0.00
2	-	-	0	0.00
TOTAL			0	0.00



For ADCON CAPITAL SERVICES LTD.

Sauji

DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

Details of outstanding convertible instruments including warrants pending conversion

There are no outstanding convertible instruments including warrants pending for conversion as on date.

List of Top Ten Shareholders as on December 31, 2014

Sr.No.	Name of Shareholder	Number of Shares Held	Percentage of the Total Capital (%)
1	Awadhesh Panday	2,99,940	8.45
2	Lyme Grass Mercantile Private Limited	158,960	4.48
3	Segment Agencies Private Limited	1,56,350	4.40
4	Riddhika Vincon Private Limited	1,52,000	4.28
5	Aakriti Dealers Private Limited	1,51,950	4.28
6	Pasupathi Enclave Private Limited	1,50,000	4.22
7	Benchmark Buildcon Priavate Limited	1,40,000	3.94
8	Gangour Distributors Private Limited	1,17,600	3.31
9	Jigdamba Complex Private Limited	1,00,000	2.82
10	Manoj Kumar Mishra	50,100	1.41
	TOTAL	14,76,900	41.59



For ADCON CAPITAL SERVICES LTD.

DIRECTOR.

ADCON CAPITAL SERVICES LIMITED

MANAGEMENT OF THE COMPANY

Name of Director	Directors Identification Number	Other Directoship	Residential Address
Mr. Sanjay Minda	00034029	Vishwas Traders Private Limited CSM Commodity Limited M J Commodities Private Limited Padamprabhu Project Private Limited Wagend Infra Venture Limited Dione Entertainment and Media Private Limited	C-601, Shree Sai Tower, Sodawala Lane, Borivali (West), Mumbai - 400 092, Maharashtra, India
Mr. Mihir Patel	06991256	Nil	A/304/3, Shanti Apartment, Moti Nagar, Near Ambe Mata Mandir, Bhayandar, Mumbai - 401 101, Maharashtra, India
Mr. Manjit Jajoo	01988243	Proficient Merchandise Limited Sukuma Info Solutions Private Limited	307, Nirmal Nagar, Jantanagar Road, Bhayanadar (West), Thane, Mumbai - 401 101, Maharashtra, India
Mr. Sawan Jajoo	01988257	Nest Fincaps and Services Private Limited Laxmi Infracon Private Limited	307, Nirmal Nagar, Jantanagar Road, Bhayanadar (West), Thane, Mumbai - 401 101, Maharashtra, India

BRIEF PROFILE OF THE DIRECTORS-

Mr. Sanjay Minda, aged 48 years has received a Bachelor's Degree in Commerce. He is also a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He is a first generation entrepreneur and has experience of about two decade in Accounting, Taxation and Corporate Restructuring, Capital market laws, acquisition and takeovers and related matters and advises corporate various matters of Finance, Accounting, Taxation and restructuring.

Mr. Mihir Patel, aged 25 years, holds a Bachelor's Degree in Commerce and inter Company Secretship. He is having expertise in Corporate Law, Accounts, Taxation and Finance.

Mr. Manjit Jajoo, aged 29 years, holds a Bachelor's Degree in Commerce. He is having extensive expertise in the field of Capital Market and Finance. He gives his highest contribution to form Financial Strategies.

Mr. Sawan Jajoo, aged 34 years, holds a Bachelor's Degree in Commerce. He is having expertise in the field of Capital Market and Finance. He is providing valuable support to the management of Company.



For ADCON CAPITAL SERVICES LTD.

Saw

DIRECTOR

OUTSTANDING LITIGATIONS

There are no outstanding or pending litigation, suit, criminal or civil prosecution, proceeding or tax liabilities against our Company that would have a material adverse effect on our business and there are no defaults, non payment or overdue of statutory dues, institutional/bank dues or dues payable to holders of debentures, bonds and fixed deposits and arrears of preference shares (irrespective of whether they are specified under Part I of Schedule XIII of the Act), that would have a material adverse effect on our business.

There are no pending proceedings initiated for economic offences against us. No disciplinary action/ investigation have been taken by the SEBI against us, our group companies. The promoters, their relatives, Adcon Capital Services Ltd., are not declared as wilful defaulters by Reserve Bank of India /Government authorities and there are no violations of securities laws committed by them in part or pending against them.



For ADCON CAPITAL SERVICES LTD.

Sauji

DIRECTOR.

DECLARATION

All relevant provisions of the Companies Act, 1956 (to the extent applicable) and Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, applicable, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 1956, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be, and that all approvals and permissions required to carry on the business of our Company have been obtained, are currently valid and have been complied with. We further certify that all the statements in this Information Memorandum are true and correct.

For Adcon Capital Services Limited



**Sanjay Minda
Director**



**Date: 08/01/2015
Place: Mumbai**

MATERIAL DOCUMENTS FOR INSPECTION

1. Memorandum and Articles of Association of the Company as amended from time to time.
2. Certificate of Incorporation of the Company.
3. Copies of Annual Report of Adcon Capital Services Limited for the year ended 31st March, 2014.
4. Agreement among CDSL, NSDL, our Company and Registrar to the Issue.

The material contracts and the other documents shall be available for the inspection at the Corporate Office of the Company and during the normal business hours.



For ADCON CAPITAL SERVICES LTD.

Sangh

DIRECTOR.