

MATRA REALTY LIMITED

**ANNUAL REPORT
2016-17**

MATRA REALTY LIMITED

Contents	
Notice of the Meeting	4
Directors Report	11
Management Decision and Analysis Report	15
Corporate Governance Report	16
Secretarial Audit Report	22
Compliance Certificate	26
Independent Auditor's Report	27
Stand Alone Balance Sheet	33
Stand Alone Profit and Loss Account	34
Cash Flow Statement	35
Notes / Schedules	36
Nomination Form	45
Attendance Slip	46

Board of Directors

Mr. Dipak Mallick	Director
Mr. Arun Kumar Goyal	Director
Smt. Gayatari Devi Goyal	Lady Director
Mr. Ashish Goyal	Director

Bankers

AXIS BANK
HDFC Bank Ltd.

REGISTERED OFFICE:

109 195 (Pt) 828(Pt) B-Cabin-1, Nr Indian Oil, Opp
Madhuban Bldf., Shiv Shakti Chs, 4bunglow,
Andheri (W) Mumbai 400058

AUDITOR

M/s K.M. Tapuriah & Co
Chartered Accountants
E/19, Venus Apartment,
2nd Floor Flat no. 502
R.G. Thadani Marg
Mumbai-400018

REGISTRAR AND TRANSFER AGENT

Bigshare Services Pvt Ltd.
E 2/3 Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai - 400072

MATRA REALTY LIMITED

MATRA REALTY LIMITED

Registered Office: - 109 195(Pt) 828(Pt) B-Cabin-1, Nr Indian Oil, Opp Madhuban Bldg,
Shiv Shakti Chs 4bunglow, Andheri (W) Mumbai City-400058

CIN: L27200MH1985PLC036369

Tel no.022-42153479 Fax No. 022-42153479

Email Id: contact@matrarealty.in Website: www.matrarealty.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF MATRA REALTY LIMITED WILL BE HELD ON 29TH SEPTEMBER, 2017 AT 3.00 P.M. AT SHIVAM PARTY HALL, PLOT NO. 44-47, RSC-13, MANGAL MURTY ROAD, GORAI -II, BORIVALI (WEST),MUMBAI-400091.

TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon..
2. To appoint a Director in place of Mr Dipak Mallick, who retires by Rotation, at the Annual General Meeting and being eligible, offers him for reappointment.
3. **To appoint Statutory Auditors of the Company and fix their remuneration.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time M/s SARP & ASSOCIATES, Chartered, Accountants (Firm Registration No.007375C) , be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s K.M. Tapuriah & Co, Chartered Accountants (Firm Registration No. 314043E to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Thirty seven (37Th) AGM to be held in 2022 (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

4. **Approval of Share Holder for Sale of Asset for paying off the Liabilities of the company.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution

“RESOLVED THAT pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to sell, transfer, or otherwise dispose of the Company's tangible/current asset to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company for paying off the liabilities of the company..

“RESOLVED FURTHER THAT The Board of Director or a committee be and are hereby authorized to all step as may be useful, necessary, proper and expedient to give effect to this resolution subject to approval from the shareholders & your Directors recommend this resolution for your approval”.

SPECIAL BUSINESS:

5. **Appointment of Mr. Ashish Goyal as an Executive Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves to appointment and terms of remuneration of Mr.Ashish Goyal (DIN: 03551585) as the Executive Director of the Company with effect from 23Rd August,2017 (the date of appointment) up to 22nd August,2020 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions

Annual Report 2016-17

of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Ashish Goyal

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

By Order of the Board of Directors

Sd/-

Arun Kumar Goyal
Director

Date: August 23, 2017

Place: Mumbai

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item Nos.3, 4 & 5 above is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment under Item Nos.2 pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of, Members and the Share Transfer Books of the company will remain closed from September 23, 2017 to September 29, 2017 (both days inclusive).
4. The payment of dividend, for the financial year 2016-17 your directors have decided not to declare any dividend,
 - a) To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be available to the Company by National Securities Depository Limited ("NSDL")and the Central Depository Services (India) Limited ("CDSL") as at the end of the day on September 22, 2017.(between the book closing period)
 - b) To all those members holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on September 22, 2017.
5. Shareholders are requested to intimate, indicating their folio number, the changes, if any, of their registered addresses to the Company at its registered office or to the Company's Registrar and Share Transfer Agents ("RTA") viz. Bigshare Services Pvt. Ltd. E 2/3 Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400072 , in case shares are held in physical form or to their respective Depository Participant ("DP") in case the shares are in dematerialized form. The particulars recorded with the DPs will be considered for making the payment of Dividend either by issuing physical instruments or through Electronic Clearing System ("ECS"). The Shareholders are requested to take appropriate action in the matter, in their own interest, to avoid delay in receiving the payment of dividend. Where dividend payments are made through ECS, intimations regarding such remittances would be sent separately to the shareholders.
6. Trading in the Company's shares through stock exchanges is permitted only in dematerialized/electronic form. The equity shares of the Company have been registered with both NSDL as well as CDSL to enable shareholders to hold and trade the securities in dematerialized/electronic form. In view of the numerous advantages offered by the depository system, members holding shares in the Company in physical form are requested to avail of the facility of dematerialization.
7. Shareholders desiring any information regarding the accounts are requested to write to the Company Secretary/Director at least 7 days prior to the Annual General Meeting, so as to enable the Company to keep the information ready.
8. In accordance with the provisions of Section 123 of the Companies Act, 2013, the Company has transferred unclaimed dividends to the "Investor Education and Protection Fund" (IEPF), constituted by the Central Government.
9. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc.

MATRA REALTY LIMITED

10. In terms of Sections 123 of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the IEPF. Members, who have not en cashed their final dividend warrants for any year or thereafter, are requested to write to the Company or the RTA.

In case of non-receipt of the dividend warrants, the shareholders are requested to contact the Company's RTA/the Registrar of Companies as under:-

Dividend for the financial year	Contact	Action by shareholder
If Any Year	Bigshare Services Pvt Ltd.E 2/3 Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400072	Request letter on plain paper.

11. Share Transfer documents and all correspondence relating There to , should be address to the Registrar & Share Transfer Agents ("RTA") of the company viz. Bigshare Services Pvt. Ltd. E 2/3 Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400072.
12. Members who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrars and Share Transfer Agents of the Company at the above address and to their respective Depository Participants, in case shares are held in electronic mode.
13. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL.
14. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, DS offer several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
15. To prevent fraudulent transactions, we urge the Members to exercise due diligence and notify the Company of any change in address/stay abroad or demise of any shareholder as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. The Company has designated an exclusive e-mail ID called contact@matrarealty.in
17. For redressal of shareholders' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at www.matrarealty.in
18. For the convenience of the Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.
19. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting so as to enable the Management to keep the information ready and replies will be provided at the meeting.
20. At the ensuing Annual General Meeting, Mr. Dipak Mallick shall retire by rotation and being eligible, offers himself for re-appointment. Pursuant to Clause 49 of the Listing Agreement.
21. Voting through electronic means :

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, members can exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting facility made available by the Company through Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

(I)

- i) The voting period begins on September 26,2017 at 9.a.m to September 28, 2017 at 6 p.m. during this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, and record date is 22.09.2017 and the cut-off date of e-voting is September 22, 2017 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com
- iii) Click on "Shareholders"
- iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not up to dated of their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the Folio number is less then 8 digit enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
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.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the Company Name MATRA REALTY LIMITED on which you choose to vote.
- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non – Individual Shareholders and Custodians
- Non – Individuals (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.co.in and register themselves as Corporate.

MATRA REALTY LIMITED

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link accounts(s) for which they wish vote on.
 - The List of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2017.
- III. Shraavan Gupta & Associates, Company secretary in practice (CP.No.9990) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- V. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with The Scrutinizer's Report shall be placed on the Company's website www.matrarealty.in and on the website of CDSE within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.

Electronic copy of the Notice of the 32nd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the 32nd Annual General Meeting of the Company.
23. The shareholders holding shares in physical form can avail of the nomination facility by filing Form SH-13 (in duplicate) pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014 with the Company or its RTA and, in case of shares held in demat form, the nomination has to be lodged with their DP. For convenience, nomination form is attached at the end of the Annual Report.
- Pursuant to amended Clause 5A of the listing agreement, shares held physically and remaining unclaimed by shareholders due to insufficient/incorrect information or any other reason, have been transferred (in the demat mode) to one folio in name of 'Unclaimed Suspense Account' with one of the depository participants.
24. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for F.Y.2016-17 will also be available on the Company's website www.matrarealty.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email: contact@matrarealty.in
25. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the 32nd Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

By Order of the Board of Directors

Sd/-

Arun Kumar Goyal
Director

Date: August 23, 2017
Place: Mumbai

Annexure to the Notice

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

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3, & 4 and 5 of the accompanying Notice:

Item No.3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act. Due to preoccupation M/s K.M. Tapuriah & Co, Chartered Accountants, Mumbai, ICAI Firm Registration No.314043E) have expressed their inability to continue as the Auditors of the Company.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 23rd August, 2017, proposed the appointment of Mr. SHAILESH AGARWAL having Membership No. 063220, & Partner of SARP & ASSOCIATES, Chartered Accountants (Firm Registration No.007375C), Address at 105, 4 Fairlee Palace, HMP House, Kolkata – 700001, as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Thirty Seven (37Th) AGM of the Company to be held in 2022, subject to ratification of their appointment at every AGM, if required under the Act. SARP & ASSOCIATES, Chartered Accountants(Firm Registration No.007375C) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act and fix their remuneration The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.3 of the Notice.

Item No. 4

The Company intends to reduce its debts by disposing some of its assets. In terms of Section 180 of the Companies Act, 2013 and therefore requires members approval of members is sought for:-

To sell, transfer, assign or otherwise dispose of the Company's tangible / current asset for paying off the liabilities of the company.

The consideration to be received on said sale, or transfer of the tangible / current asset of the company shall be utilized in paying off the Company's liabilities. In view of the same, the Board of Directors seeking approval from the member but subject to the approval of members of the Company and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to sell, transfer, assign or otherwise dispose of the Company's asset as may be determined by the Board including finalization of the suitable lessee(s) /purchaser(s)/ assignee(s)/ counter party(ies) as the case may be, of the said asset, the terms and the conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, sale deed, agreement for sale, and such other documents in the best interest of the Company.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice

Item No.5

Pursuant to provision of Sections 196,197,198 & 203 and read with Schedule V of the companies Act,2013 all other applicable provisions, if any including any statutory modification or re-enactment thereof for the time being in force & subject to such consent (s),approval(s) and permission(s) as may be necessary in this regards & subject to such conditions as may be imposed by any authority while granting such consent (s) permission(s),and approval(s) and as are agreed to by the Board of Directors (hereinafter refer to as the Board ,which terms shall be unless repugnant to the context and Meaning thereof be deemed to be include any committee thereof and any person authorized by Board in this behalf consent of the members be and is hereby accorded to the Appointment of Mr.Ashish Goyal as an Executive Director of the Company, for a period of Three years with effect from 23rd August, 2017 and other terms and conditions as set out in the Explanatory Statement annexed hereto as approved by the Remuneration Committee and the Board Meeting held on 23rd August,2017.

The Board of Directors of your Company after considering his qualifications and experience as well as the substantial increase in the activities/operations of the Company and the additional responsibilities undertaken by him, it is thought it fit to appoint Mr.Ashish Goyal as an Executive Director with the designation of Executive Director for a period of Three years with effect from 23rd August,2017.

The particulars of the terms of appointment of and remuneration payable to Mr.Ashish Goyal is as under:

- (a) Remuneration: 15000/- per month

MATRA REALTY LIMITED

- (b) The Executive Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company
- (c) The Executive Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (d) The Executive Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (e) The office of the Executive Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- (f) Mr. Ashish Goyal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Ashish Goyal under Section 190 of the Act.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 5 except Mr. Ashish Goyal of the accompanying Notice

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e - mail Id to the Company or to the Bigshare Services Private Limited the Registrar and Share Transfer Agent of the Company.

By Order of the Board of Directors

Sd/-

Arun Kumar Goyal
Director

Date: August 23, 2017
Place: Mumbai

Annual Report 2016-17

Report of the Directors

To,
The Members
Matra Realty Limited
Mumbai

Your Directors have pleasure in presenting their Report and Audited Accounts of the Company for the year ended March 31, 2017.

1. Financial Results:

Turnover:

Current Period (In Rs.)	Previous Year (In Rs.)
Nil	Nil

The financials for the financial year 2016-17 is as follows:-

PARTICULARS	YEAR ENDED	
	31ST March 2017 (Rs.)	31ST March 2016 (Rs.)
Sales and other Income	-	-
Total Expenditure	467,404	639,310
Profit before tax	(467,404)	(639,310)
Profit/(Loss) for the period	(673,007)	(639,310)

2. DIVIDEND:

Considering the losses from last few years the directors of company has no recommended any dividend for the current Period.

3. TERM DEPOSITS :

During the period under review, your Company has not accepted any deposit under section 73 & 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 1975. Section 73 to 76 (both inclusive) read with Companies (Acceptance of deposits) Rules, 2013 regulates the invitation, acceptance and repayment of deposits by the Companies.

4. INFORMATION UNDER SECTION 196 – 202 OF THE COMPANIES ACT, 2013 AND RULE 3 -10 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULE, 2014 :

None of the employees was in receipt of remuneration exceeding the limit specified under section 196-202 of the Companies Act, 2013.

5. DIRECTORS

Pursuant to section 152 of the companies Act, 2013 (the 'Act') and under Article (Article No. if any) of the Company's Articles of Association Mr. Dipak Mallick, who retires by rotation and, being eligible, offers himself for re-appointment is reappointed as a Director of the Company.

Mr. Ashish Goyal has been appointed as an Executive Director of the Company with effect from 23rd August, 2017 with the terms agreed between Board of Directors and Mr. Ashish Goyal.

6. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to in terms of clause (c) of Sub Section 3 of Section 134 of the Companies Act, 2013, the Directors, based on the representations received from the management, confirm:

That in the preparation of the Annual Accounts, the applicable accounting standards have been followed.

That we have 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 at the end of March 2017 and of the Profits /Loss of the Company for that period.

MATRA REALTY LIMITED

That we have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

That we have prepared the Annual accounts on a going concern basis.

7. AUDITORS

(1) Statutory Auditors:

The Board has proposed the appointment of New statutory auditor of S of the Company Mr. SHAILESH AGARWAL having Membership No. 063220, & Partner of SARP & ASSOCIATES, Chartered Accountants (Firm Registration No.007375C) Address at 105, 4 Fairlee palace, Hmp House, Kolkata – 700001 as a Statutory Auditor of the Company until the conclusion of Next Annual General Meeting of the company at a remuneration as the Board of Directors may determine. "subject to the approval of the shareholders in the Annual General Meeting of the company.

(2) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed Megha Modi, Practicing Company Secretary in practice (Memb No:390888) to undertake the Secretarial Audit of the Company for the year ended 31st March, 2017. The Secretarial Audit Report is annexed in the Annual Report.

8. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

The information required under the companies Act, 2013 with respect to conversation of energy, technology absorption and foreign exchange earnings / outgo is appended hereto as Annexure: "A" and it forms part of this Report.

9. EMPLOYEE RELATIONS

The employee relations in the company continued to be positive, information as per Section 134 of the Companies Act, 2013 (the 'Act') read with the Companies (Particulars of Employees) rule, 1975 forms part of this Report. As per the provisions of the Section 136 of the Act, the Report and Accounts are being sent to the shareholders of the Company excluding the statement on particulars of employees under Section 134 of the Act. Any shareholder interested in obtaining a copy of the said statement may write to the Secretarial Department at the Registered Office of the Company

10. TRADE RELATIONS

Your Directors wish to record appreciation of the continued unstinted support and co-operation from its Customers, suppliers of goods/services, and all others associated with it. Your Company will continue to build and maintain strong association with its business partners.

Your Company also has a Policy on Prevention of Sexual Harassment which is reviewed by the Internal Complaints Committee at regular intervals. Your Company recognizes its responsibility and continues to provide a safe working environment for women, free from sexual harassment and discrimination and to boost their confidence, morale and performance.

11. CORPORATE GOVERNANCE

As per clause 49 of the Listing Agreement entered into with the Stock Exchanges, Corporate Governance Report with auditors' certificate thereon and management Discussion and Analysis are attached and form part of this report.

As per clause 55 of the Listing Agreement entered into with the Stock Exchanges, a Business Responsibility Report is attached and form part of the annual report.

12. ACKNOWLEDGEMENTS

The Directors thank the Company's customers, vendors, investors, business associates, bankers for their support to the company. The Directors appreciate and value the contributions made by every member of the "Matra" family across the country.

13. PARTICULARS OF EMPLOYEES

There was no employee in respect of whom information is required to be given pursuant to Section 134 of the Companies Act, 2013 read with the Companies (Particulars of Employees) Amendment Rules, 1999 as amended up-to-date.

Annual Report 2016-17

14. AUDITOR REPORT

The Auditors' Report to the shareholders did not contain any major adverse or qualification remarks.

15. INDUSTRIAL RELATIONS

During the year under review, your company has cordial and harmonious industrial relations at all levels of the Organization.

16. PUBLIC DEPOSITS

During the year under review, your Company has not accepted any Fixed Deposits from public within the meaning of the provisions of the Section 73 & 76 of the Companies Act, 2013 and the Rules made there under.

Your Directors place on record their appreciation of the dedication and commitment of your Company's employees and look forward to their support in the future as well.

Date: August 23, 2017

For and On Behalf of the Board of Directors

Place: Mumbai

Sd/-

**Arun Kumar Goyal
Director**

MATRA REALTY LIMITED

ANNEXURE "A" TO THE BOARD'S REPORT

[Pursuant to Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

INFORMATION REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988

Particulars with respect to Conservation of Energy, Technology Absorption as per section 134(m) of the Companies Act, 2013 read with Company's (Disclosure of particulars in the Board of Directors) Rule, 1988 for the period ended 31st March, 2017 are annexed to this report.

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY

The operations of the company are not energy intensive. However wherever possible the company strives to curtail the consumption of energy on continued basis. Further company has absorbed latest technology which is helpful in conserving energy.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

No manufacturing process is involved in the company so there is no technology absorption, adaption and innovation

FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign exchange earnings and outgo during the Period 2016-2017 are as under.

<u>PARTICULARS</u>	<u>Current Period</u> <u>31.03.2017</u>	<u>Previous Period</u> <u>31.03.2016</u>
Foreign Exchange	NIL	NIL
Earnings Foreign	NIL	NIL
Exchange Outgo		

Date: August 23, 2017

Place: Mumbai

For and On Behalf of the Board of Directors

Sd/-

Arun Kumar Goyal
Director

Management Discussion and Analysis Report

Business Overview

M/s Matra Realty Limited is looking for new business avenues in various areas like Infrastructure Development & other business sources,

Risk and Threats to Business

The Company is exposed to risks from market fluctuations of interest rate and stock market fluctuations of the share price.

Human Resource management

Since the Company is engaged in trading activity therefore minimum staff and worker have been retained in the company to look after day to day operations. The company cares for their personnel and considers them as their assets.

Internal Control System and Their Adequacy

Your Company has Internal Control Systems relating to its areas of operations. Their internal control system lays emphasis in financial reporting and compliance with applicable rules and regulations.

Discussion on Financial Performance with respect to Operational Performance

During the period under Review there is no income of the company

Appreciation

Your Directors place on record their deep appreciation for the continued, support and co-operation extended to the company by the banks, various departments and agencies of Central and State Government and other agencies.

Your Directors thanks our esteemed shareholders for your continued support.

Your Directors place on records their appreciation of the dedication and commitment of your company's employees and look forward to their support in the future as well.

Date: August 23, 2017

For and On Behalf of the Board of Directors

Place: Mumbai

Sd/-

**Arun Kumar Goyal
Director**

MATRA REALTY LIMITED

CORPORATE GOVERNANCE

Matra Realty Limited has been adopting the best Governance Practices so as to promote ethical values, social responsibility, transparency, accountability, fairness, integrity and compliance with existing legislation. Our corporate governance mechanism is being implemented in its true letter and spirit so as to ensure that all the stakeholders of the company maximize their value legally, ethically and benefit in the long run, by way of sustained growth and value addition.

The company strives to adopt the best governance and disclosure practices with the following principles in mind:

- a) The Management of the Company is the trustees of the shareholders funds and not the owners of the same.
- b) Keep a clear distinction between personal and corporate resources.
- c) Disseminate clearly the internal function of the Company to the outside world.
- d) Comply with all applicable laws of land in which the Company operates.
- e) Maintain high degree of integrity in its disclosure.

In line with the Statutory Compliances as stated in Clause 49 of the Listing Agreement(s), the Company has fully complied with the same.

1. COMPOSITION OF BOARD OF DIRECTORS

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. The Non-Executive Directors with their diverse knowledge, experience and expertise bring in their independent judgment in the deliberations and decisions of the Board.

The composition of the Board is in accordance with the requirements of the corporate Governance code of Listing Agreement with the stock exchanges. The Board of Directors consists of optimal combination of Non-executive and Independent directors during the Period.

The Company has a Non Executive Chairman and the number of Independent Directors is one-third of the total number of Directors,

None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees (as specified in clause 49 of the Listing Agreement), across all the Companies in which he is a Director.

a) Attendance of Board of Directors

Our Board of Directors comprises of the following members and the details of meeting attended by directors are as under:-

Sr. No.	Name of Director	Category*	Attendance	
			Board (Yes/No)	Last AGM (Yes/No)
1	Mr. Dipak Mallick	Director	Y	Y
2	Mr. Arun Kumar Goyal	Director	Y	Y
3	Mrs. Gayatari Devi Goyal	Director	Y	Y
4	Mr. Ashish Goyal	Director	N	N

b) Board Procedure

During the financial Period 2016-2017, The Board of Directors met on the following dates: 2016-17 are on may 30,2016, August 13,2016,4th November,2016, November 12, 2016 , February 13,2017. The gap between any two meetings did not exceed four months, as mentioned in clause 49 of the listing agreement. The dates of the meeting were generally decided in advance. Key information is placed before Board of Directors to appraise corporate governance.

BOARD COMMITTEES

Presently the Board has four Committees, Audit Committee and, Stakeholders Relationship Committee, Nominations and Remunerations, CSR Committee, Members of Audit Committee consist of non-executive Chairman with combination of executive and non-executive directors as Member while investor grievances / share transfer committee/CSR Committee consist of non-executive Chairman with combination of executive and non-executive directors as Member

1. AUDIT COMMITTEE

Audit committee of the Board has been constituted in compliance with the provisions of Section **AUDIT COMMITTEE**

Audit committee of the Board has been constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement relating to the composition and terms of reference of the Audit Committee. Audit Committee is, inter alia, responsible for the financial reporting and ensuring compliance with the Accounting Standard and reviewing the financial policies of our company and to recommend the appointment of statutory auditors and internal auditors and to fix their remuneration. The Committee is responsible for reviewing the reports from internal auditors as well as the group Companies. The Committee will review all quarterly reports before submission of the same to the Board. Name of the directors who are members of the Committee and the details of meeting attended by directors are as under

Members of Committee:

Mrs. Gayatri Devi Goyal	Chairman (Appointed w.e.f. July 13, 2015)
Mr. Arun Kumar Goyal	Director (Appointed w.e.f. March 31, 2015)
Mr. Dipak Mallick	Director (Appointed w.e.f. February 12, 2014)
Mr. Ashish Goyal	Director (Appointed w.e.f. August 23, 2017)

- a) Audit committee comprises of executive and non executive directors as a member.
- b) Attendance at the audit committee meeting: The committee met four times during the period and quorum was present for every meeting.
- c) Dates of the Audit Committee meeting held: Audit committee meetings were held during the year 2016-17 are on May 30,2016, August 13,2016, 4th November,2016, November 12, 2016 , February 13,2017. Chief accounts officer of our company attended the Committee meetings, Representatives of Statutory Auditors and Internal Auditors are invited to attend the meeting.
- d) Brief terms of reference:
 - i) Oversight of company's financial reporting process.
 - ii) Recommendation of appointment of Statutory Auditors.
 - iii) Review of Quarterly, Half yearly and annual financial statements.
 - iv) Review of internal control system and internal audit function.
 - v) Management discussion and analysis of financial condition and results of operation.Significant related party transactions

2. NOMINATIONS AND REMUNERATIONS COMMITTEE

Remuneration committee of the Board has been constituted in compliance with the provisions of Section 178(3) of the Companies Act, 2013 and Clause 49 of the Listing Agreement relating to the composition and terms of reference of the Remuneration Committee and ensuring compliance with and to recommend the appointment of Director & to fix their remuneration. The Committee is responsible for reviewing the remuneration of the Director. The Committee will review all remuneration before submission of the same to the Board. Name of the directors who are members of the Committee and the details of meeting attended by directors are as under:

The compensation to the Directors is approved by the Shareholders and disclosed separately in Notes to Accounts. Compensation to the Managing Director(s) consists of fixed salary and/or performance incentive. Sitting Fees payable to the Independent Directors is limited to a fixed amount per year approved by the Board and the shareholders

Members of Committee:

Mrs. Gayatri Devi Goyal	Chairman (Appointed w.e.f. July 13, 2015)
Mr. Arun Kumar Goyal	Director (Appointed w.e.f. March 31, 2015)
Mr. Dipak Mallick	Director (Appointed w.e.f. February 12, 2014)
Mr. Ashish Goyal	Director (Appointed w.e.f. August 23, 2017)

3. STAKEHOLDERS RRELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders relations committee comprising of directors for speedy disposal of the share

MATRA REALTY LIMITED

transfer requests received by our company. The committee along with overseeing share transfer work looks into the complaints received from investors. The names of directors who are members of the Committee and the details of meeting attended by directors are as under:-

Share /debenture Transfer and Investor's Grievance Committee meeting were held during 2016-17 are on May 30,2016, August 13,2016, 4th November,2016, November 12, 2016 , February 13,2017,

The committee expressed its satisfaction with the Company's performance in dealing with the Investor's Grievances.

Members of Committee:

Mrs. Gayatri Devi Goyal	Chairman (Appointed w.e.f. July 13, 2015)
Mr. Arun Kumar Goyal	Director (Appointed w.e.f. March 31, 2015)
Mr. Dipak Mallick	Director (Appointed w.e.f. February 12, 2014)
Mr. Ashish Goyal	Director (Appointed w.e.f. August 23, 2017)

The Committee expresses its satisfaction with the Company's performance in dealing with the Investors' Grievances.

4. CSR COMMITTEE

The committee expresses its satisfaction with the company's performance in dealing with the CSR.

Members of Committee:

Mrs. Gayatri Devi Goyal	Chairman (Appointed w.e.f. July 13, 2015)
Mr. Arun Kumar Goyal	Director (Appointed w.e.f. March 31, 2015)
Mr. Dipak Mallick	Director (Appointed w.e.f. February 12, 2014)
Mr. Ashish Goyal Director	(Appointed w.e.f. August 23, 2017)

SHAREHOLDING OF THE DIRECTORS IN OUR COMPANY

The Articles of Association do not require the directors to hold any qualification shares. The present shareholding of Directors is detailed below:

Name of the Director	Designation	No. of Shares held	% of paid-up share capital
Mr. Dipak Mallick	Director	0	0
Mr. Arun Kumar Goyal	Director	0	0
Mrs. Gayatari Devi Goyal	Director	0	0
Mr. Ashish Goyal	Director	0	0

INTEREST OF DIRECTORS

All Directors of our company may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a Committee thereof as well as to the extent of other remuneration, reimbursement of expenses payable to them under the Articles of Association of our company. All our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our company or that may be subscribed for and allotted to them and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held by or that may be subscribed by and allotted to the Companies, firms and trust, in which they are interested as Directors, Members, Partners or Trustees.

Annual Report 2016-17

GENERAL BODY MEETINGS:

Details of last three Annual General Meetings are as follows:

AGM NO.	Date	Location	Time	No. of Special Resolution Passed
31	September 21, 2016	Shivam Party Hall, PlotNo.44-47, Rsc-13, Mangal Murty Road, Gorai –li, Borivali(West), Mumbai-400091	10.00 a.m.	*
30	September 30, 2015	Shivam Party Hall, PlotNo.44-47, Rsc-13, Mangal Murty Road Gorai –li, Borivali(West), Mumbai-400091	10.00 a.m.	**0
29	September 29, 2014	PRAFUL HALL OPP VIHAR HOTEL, NEHRU ROAD, SANTACRUZ EAST, MUMBAI- 400055	1.00 p.m.	****

MEANS OF COMMUNICATION

Information like quarterly / half yearly / annual financial results and press releases on significant developments in the company that has been made available from time to time, has been submitted to the stock exchanges to enable them to put them on their websites and communicate to their members. The quarterly / half yearly / annual financial results are published in English and Regional newspapers. Moreover, a report on management discussion and analysis has been given elsewhere in this report.

CORPORATE ETHICS

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 Senior Management and a Code of Conduct for Prevention of Insider Trading as detailed below has been adopted. Pursuant to Clause 49 (D) of the Listing Agreement and the Securities and Exchange Board of India (Insider Trading) Regulations (as amended) respectively:

a) Code of Conduct for Board Members and Senior Management

The Board of Directors of the company adopted the Code of Conduct for its members and Senior Management at their meeting. The Code Highlights Corporate Governance as the cornerstone for sustained management performance, for serving all the stakeholders and for instilling pride of association.

The Code is applicable to all directors and specified senior management executives the code impresses upon directors and senior management executives to uphold the interest of the company and its stakeholders and to endeavor to fulfill all the fiduciary obligations towards them. Another important principle on which the code is based is that the Directors and Senior Management Executives shall act in accordance with the highest standard of honesty, integrity, fairness, and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties.

Declaration affirming Compliance of Code of Conduct

A Declaration by the Managing Director/Director affirming Compliance of Board members and Senior Management personnel to the code are also annexed herewith.

b) Code of Conduct for Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its Management, staff and Directors. The Code lays down guideline and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares.

DISCLOSURES

- There are no transactions, which have a potential conflict with the interests of the Company at large.
- The Company has complied with the requirements of the Stock Exchanges/SEBI/any other Statutory Authority on all the matters related to capital markets.
- The company affirms that no employee has been denied access to the Audit Committee.
- The company has complied with all mandatory requirements as stipulated in clause 49 of the listing agreement with stock exchange.
- The Company does not have any pending litigations which would impact its financial position.
- The Company did not have any long term contracts, including derivative contracts for which there were any material foreseeable losses.
- There have been no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

MATRA REALTY LIMITED

- h) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- i) The company has not accepted any deposits from the public.
- j) All short-term and long term employee benefits are recognized at their undiscounted amount in the accounting period in which they are incurred.
- k) The Company has fulfilled the following non mandatory requirements:

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis forms part of this Annual Report

COMPANY'S CORPORATE WEBSITE

The Company's Corporate Website provides the comprehensive reference on Matra Realty Ltd's Management, Board Members, Vision, Mission and Policies and the financials etc. of the Company, in compliance with the Provisions of Listing Agreement.

GENERAL SHAREHOLDERS INFORMATION

Registered Office of the Company	109 195(Pt) 828(Pt) B-Cabin-1, Nr Indian Oil, Opp Madhuban Bldg, Shiv Shakti Chs 4Bungalow, Andheri (W) Mumbai City-400058
32nd Annual General Meeting	Matra Realty Limited
Date	29 th September, 2017
Time	3.00 P.M.
Venue	SHIVAM PARTY HALL, PLOT NO.44-47, RSC-13MANGAL MURTY ROAD GORAI-II, BORIVALI(WEST) MUMBAI-400091
Date of Book Closure	September 23, 2017 to September 29, 2017 (both days inclusive)

Listing of shares on stock exchanges and stock code

SR. No.	Name of the Stock Exchange/ Date	Stock code
1.	The Bombay Stock Exchange Limited	512167

Listing Fees for the year 2016-2017

Annual Listing fees has not been paid to BSE

Market Price Data – BSE

Company: Matra Realty Limited

Stock Prices Period: From Apr 2016 to March 2017

All Prices in ₹

Month	High Price	Low Price	Close Price	No.of Shares	Total Turnover (Rs.)
Apr-16	0.89	0.7	0.7	25487	18871
May-16	0.73	0.7	0.73	1009	707
Jun-16	0.73	0.73	0.73	100	73
Jul-16	0.73	0.56	0.56	18436	12692
Aug-16	0.55	0.48	0.5	31680	16459
Sep-16	0.48	0.37	0.37	75806	33296
Oct-16	0.48	0.38	0.48	23321	9677
Nov-16	0.58	0.5	0.58	1954	987
Dec-16	0.66	0.6	0.63	370	231
Jan-17	0.69	0.6	0.66	15956	10638
Feb-17	0.75	0.66	0.75	31629	22146
Mar-17	0.73	0.61	0.61	241233	154485

Annual Report 2016-17

DISTRIBUTION OF SHARE HOLDING (IN RUPEES) AS ON 31.03.2017

Shareholding of Shares	Number of Shareholders	% of Total	Share Amount (Rs.)	% of Total
1-5000	2939	56.5627	6744860	5.4959
5001-10000	894	17.2055	8044870	6.5552
10001-20000	518	9.9692	8567070	6.9807
20001-30000	217	4.1763	5763840	4.6965
30001-40000	86	1.6551	3154750	2.5706
40001-50000	161	3.0985	7733420	6.3014
50001-100000	205	3.9453	15762700	12.8438
100001- 9999999999	175	3.3872	66954290	54.5560
Total	5196	100.00	122725800	100.00

REGISTRAR AND TRANSFER AGENTS:

Bigshare Services Pvt Ltd.
E 2/3 Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai - 400072

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY

The Board Members and the senior management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31, 2017, as provided under clause 49 of the Listing Agreements with the Stock Exchange.

Date: August 23, 2017

For Matra Realty Limited

Place: Mumbai

Sd/-

**Arun Kumar Goyal
Director**

MATRA REALTY LIMITED

Form No.MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule

No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Board of Directors

M/s. MATRA REALTY LIMITED

CIN:L27200MH1985PLC036369

109 195(PT) 828(PT) B-CABIN-1,

Nr Indian Oil,Opp,Madhuban Bldg,

Shiv Shakti Chs, 4 Bunglow,

Andheri (W) Mumbai – 400058

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. MATRA REALTY LIMITED** (hereinafter called the "company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act 2013 and the Rules made thereunder ;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; Not Applicable
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iv) Foreign Exchange Management Act, 1999 and the applicable rules and regulations made there under; **Not Applicable as there was no Foreign Direct Investment , Overseas Direct Investment or External Commercial Borrowing During the Period under review**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable during the period under Review**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable during the period under Review**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable during the period under Review**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under Review**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable during the period under Review**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations,1998- **Not Applicable during the period under Review**

(vi) The laws as are applicable specifically to the Company are as under:

- a. The Companies Act, 2013
- b. The Income Tax Act, 1961
- c. The Environment Protection Act, 1986
- d. Sales Tax /Service Tax Act 2012

(vii) The Listing Agreements entered into by the Company with BSE Listed

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above:

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India-
- (ii) Corporate Governance Voluntary Guidelines- 2009 issued by Ministry of Corporate Affairs Government of India ,
- (iii) Corporate Social Responsibility Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs, Government of India;
- (iv) The Company has not been a holding & Subsidiary of another companies.
- (v) The company has non Government Company /non financial company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above:

We Further report that, during the year under review:

The status of the Company during the financial year has been that of a Equity Listed Public Company.

The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Company has complied with the provisions of the Act and Rules made under that Act in carrying out the No changes:

We Further Report that:

- a) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel.
- b) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and directorships in other companies and interests in other entities.
- c) The company has advanced loans, given guarantees and provided securities amounting to companies in which directors were interested, and has complied with the provisions of the Companies Act, 2013. *Not Applicable as no such Transaction took place*
- d) The Company has made loans and investments; or given guarantees or provided securities to other business entities and has complied with the provisions of the Companies Act, 2013 and any other statutes as may be applicable. *Not Applicable as no such Transaction took place*
- e) The amount borrowed by the Company from its directors, members, bank(s)/ financial institution(s) and others were within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws. *Not Applicable as no such Transaction took place*

MATRA REALTY LIMITED

- f) The Company has not defaulted in the repayment of public deposits, unsecured loans and debentures, facilities granted by bank(s)/financial institution(s) and non-banking financial companies. *Not Applicable as no such Transaction took place*
- g) The Company has created, modified or satisfied charges on the assets of the company and complied with the applicable laws. *Not Applicable as no such Transaction took place*
- h) All registrations under the various state and local laws as applicable to the company are valid as on the date of report.
- i) The Company has not allotted the securities to the persons-entitled thereto and has also issued letters and certificates thereof as applicable to the concerned persons its shares within the stipulated time in compliance with the provisions of the Companies Act, 2013 and other relevant statutes during the period under review.
- j) The Company has paid all its Statutory dues During the Period under review Except the Following under. According to the records of the Company, there are no dues of Income Tax, sales tax, wealth tax, service tax, custom duty, excise-duty, cess which have not been deposited on account of disputes.
- k) The Company has complied with the provisions of the Listing Regulations during the period under review. The Company have not been deposited/paid BSE ,CDSL & NSDL Annual Listing Fees on account of Financial Crises
- l) The Company has provided a list of statutes in addition to the laws as mentioned above and it has been observed that there are proper systems in place to ensure compliance of all laws applicable to the company.

Megha Modi
Practicing Company Secretary in practice
Memb No:390888
COP:14871

Place:Kolkata
Date: 23Rd August 2017

'Annexure A'

To,
The Members
M/s. MATRA REALITY LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Megha Modi
Practicing Company Secretary in practice
Memb No:390888
COP:14871

Place:Kolkata
Date: 23Rd August 2017

MATRA REALTY LIMITED

COMPLIANCE CERTIFICATE OF THE AUDITORS

A certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

Auditors Certificate on Corporate Governance

To,
The Members,

MATRAREALTY LIMITED

We have examined the compliance of conditions of corporate governance by Greenearth Resources and Projects Limited for the Period ended 31st March, 2017, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us:

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement.

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

For and on behalf of
K.M.Tapuriah & Co
Chartered Accountants
Firm Registration Number: 314043E

Sd/-

Ca Naveen Mohta
(Partner)
Membership No. 048111

Place: Mumbai
Date: August 23, 2017

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MATRA REALTY LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements MATRA REALTY LIMITED ("the Company"), which comprises the balance sheet as at 31 March 2017, the statement of profit and loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31 March 2017 and its Loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

MATRA REALTY LIMITED

- (c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act; and
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our Separate Report as Annexure –B.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long term contracts, including derivative contracts for which there were any material foreseeable losses.
 - iii) There have been no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) The company has provided requisite disclosure in Financial Statements as regards its holding and dealings in Specified Bank Notes as defined in Notification No S.O.3407(E) dated November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and representations provided to us by the management we report that the disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the Management – Refer Note to the financial statements.

For and on behalf of
K.M.Tapuriah & Co
Chartered Accountants
Firm Registration Number: 314043E

Sd/-

Ca Naveen Mohta
(Partner)
Membership No. 048111

Place: Mumbai
Date: August 23, 2017

Annexure to the Independent Auditors' Report

Annexure "A" to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As per the information and explanations given to us, the fixed assets have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the Company and no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of freehold land are held in the name of the Company.
- (ii) As the Company had no inventories during the year, clause (ii) of paragraph 3 of the Order is not applicable to the company.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (iv) In our opinion and according the information and explanation given to us, there are no loans, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable
- (vi) To the best of our knowledge and belief, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, 2013 for any of the services rendered by the Company. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) According to the information and explanations given to us and the records examined by us, the Company is not regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income-tax, sales-tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues and there have been material delays in number of cases. The arrears of of outstanding undisputed dues as at 31st March 2017, for a period of more than six months from the date they became payable are as under.

Name of the Nature of Period	Amount involved	Due Date	Statute	Dues which amount (Rs)
Income Tax Act, 1961	Income Tax AY 2007-08 1,83,264/-	Various Dated	Income tax Act, 1961	Income Tax AY 2009-10 3,766/-
Various Dated	Income tax Act, 1961	Income Tax AY 2009-10	10,000/-	Various Dated & Penalty
- (b) According to the records of the Company, there are no dues of Income Tax, sales tax, wealth tax, service tax, custom duty, excise-duty, cess which have not been deposited on account of disputes.
- (c) According to the information and explanations given to us there are no amounts which were required to be transferred to the investor education and protection fund.
- (d) The Company has accumulated loss of Rs. 70.89 Lacs (Previous period accumulated loss Rs. 64.21 Lacs and net loss of Rs 5.76 Lacs) and has incurred cash loss of Rs. 3.99 Lacs during the reporting period covered by our audit.
- (viii) The Company does not have any loan or borrowing from any financial institution, banks, government or debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provision of section 197 read with Schedule V of the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly paragraph 3(xii) of the Order is not applicable.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013

MATRA REALTY LIMITED

and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For and on behalf of
K.M.Tapuriah & Co
Chartered Accountants
Firm Registration Number: 314043E

Sd/-

Ca Naveen Mohta
(Partner)
Membership No. 048111

Place: Mumbai
Date: August 23, 2017

Annexure “B” to the Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Matra Realty Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting

MATRA REALTY LIMITED

and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
K.M. Tapuria & Co
Chartered Accountants
Firm Registration Number: 314043E

Sd/-

Ca Naveen Mohta
(Partner)
Membership No. 048111

Place: Mumbai
Date: August 23, 2017

Annual Report 2016-17

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No.	<i>Figures as at the end of 31st March 2017</i>	<i>Figures as at the end of 31st March 2016</i>
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	61,362,900	61,362,900
(b) Reserves and Surplus	3	(7,089,274)	(6,421,267)
(c) Money received against share warrants		-	-
(2) Share Application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities		207,868	2,265
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(4) Current Liabilities			
(a) Short-Term Borrowings	4	12,207,897	13,900,000
(b) Trade Payables	5	286,334	287,266
(c) Other Current Liabilities	6	336,479	369,979
Total Equity & Liabilities		67,307,205	69,501,143
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Gross Block	7	1,570,422	1,570,422
(ii) Depreciation		1,151,099	1,088,152
(iii) Net Block		419,323	482,270
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	8	585,000	585,000
(d) Cash and cash equivalents	9	95,523	735,211
(e) Short-term loans and advances	10	65,473,584	66,964,887
(f) Other current assets	11	733,775	733,775
Total Assets		67,307,205	69,501,143
NOTES TO ACCOUNTS	1		

For and on behalf of

M/s K.M. Tapuriah & Co.

Chartered Accountants

Firm Registration Number: 314043E

Sd/-

CA Naveen Mohta

(Partner)

Membership no: 048111

Place: Mumbai

Date: August 23, 2017

For Matra Realty Limited

Sd/-

Arun Kumar Goyal

Director

Sd/-

Ashish Goyal

Director

MATRA REALTY LIMITED

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2017

Sr. No	Particulars	Sch. No.	Figures for the end of 31st March 2017	Figures for the end of 31st March 2016
I	Revenue from operations	12	-	-
II	Other income	13	-	-
III	Total Revenue (I+II)		-	-
IV	Expenses:			
	Cost of Material Consumed	14		
	Employee Benefit Expense	15	10,000	100,413
	Depreciation and amotisation expense	7	62,947	62,947
	Other Expenses	16	394,457	475,950
	Total Expenses (IV)		467,404	639,310
V	Profit before exceptional and extraordinary items and tax(III-IV)	(III-IV)	(467,404)	(639,310)
VI	Exceptional items		-	-
VII	Profit before extraordinary items and tax (V-VI)		(467,404)	(639,310)
III	Extraordinary Items		-	-
IX	Profit before Tax (VII-VIII)		(467,404)	(639,310)
X	Tax expense:			
	Current tax expense		-	-
	Deferred tax expense		205,603	-
	Mat Credit Entitlement		-	-
XI	Profit/(Loss) for the period (IX-X)		(673,007)	(639,310)
XII	Earning per equity share:			
	(1) Basic		(0.05)	(0.05)
	(2) Diluted		(0.05)	(0.05)
	Significant accounting policies	1		

For and on behalf of

M/s K.M. Tapuriah & Co.

Chartered Accountants

Firm Registration Number: 314043E

Sd/-

CA Naveen Mohta

(Partner)

Membership no: 048111

Place: Mumbai

Date: August 23, 2017

For Matra Realty Limited

Sd/-

Arun Kumar Goyal

Director

Sd/-

Ashish Goyal

Director

Annual Report 2016-17

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 March, 2017

PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT.

PARTICULARS		31st March 2017 (Rs)	31st March 2016 (Rs)
A. CASH FROM OPERATING ACTIVITIES			
Net Profit before extra ordinary items and Tax		(467,404)	(639,310)
Adjustment for:			
Depreciation		62,947	62,947
Preliminary Expenses written off		-	-
Interest debited to Profit and loss account		-	-
Non Operating Items		-	-
Loss on sale of Assets(Net)		-	-
Interest Credit to Profit and Loss Account		-	-
Operating Profit Before Working Capital Changes		(404,457)	(576,363)
Adjustment for:			
(Increase)/Decrease in Trade and other Receivables		-	-
(Increase)/Decrease in Inventories		-	-
(Increase)/Decrease in other Current Assets		1,491,303	(11,670,062)
Increase/(Decrease) Current Liabilities and Provisions		(1,726,534)	12,080,594
Cash Generated From Operations		(639,688)	(165,831)
Tax paid (net of refunds)			
Net Cash provided by operating activities	(A)	(639,688)	(165,831)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed asset		-	-
Interest/Dividend received		-	-
Loan & advances		-	-
Net Cash Used in Investing activities	(B)	-	-
C. CASH FROM FINANCING ACTIVITY			
Proceeds from Borrowings		-	-
Interest paid		-	-
Net Cash Used in Financing Activities	(C)	-	-
Net Increase in Cash and Cash Equivalents (A)+(B)+(C)		(639,688)	(165,831)
Cash & Cash Equivalents (Opening Balance)		735,211	901,042
Cash & Cash Equivalents (Closing Balance)		95,523	735,211

For and on behalf of

M/s K.M. Tapuriah & Co.

Chartered Accountants

Firm Registration Number: 314043E

Sd/-

CA Naveen Mohta

(Partner)

Membership no: 048111

Place: Mumbai

Date: August 23, 2017

For Matra Realty Limited

Sd/-

Arun Kumar Goyal

Director

Sd/-

Ashish Goyal

Director

MATRA REALTY LIMITED

NOTE: 1

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

1. CORPORATE INFORMATION

Matra Realty Limited is a public limited company domiciled in India under the provisions of the Companies Act, 2013 (erstwhile Companies Act 1956). The main business of the Company is trading of coal, coke, Iron & steel.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting and uses of estimates:

- a) The financial statements are prepared under historical cost convention and in accordance with the generally accepted accounting principles or an accrual basis to comply with the Accounting Standards referred to in Section 133 of the Companies Act, 2013 and the relevant provisions of the Act, as applicable.
- b) The preparation of the financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

3. REVENUE RECOGNITION

- a) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.
- b) Sale of goods: Revenue is recognized when the significant risks and rewards of ownership of goods have passed to the buyer.
- c) Sale of scrap: Revenue from sale of scrap is recognized as and when scrap is sold.

4. FIXED ASSETS AND DEPRECIATION

- a. **Tangible Assets:** Fixed assets are carried at the cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets.
- b. **Depreciation and amortization:** Depreciation on fixed assets is charged on Straight Line basis at rates considering the useful lives prescribed in schedule II to the Companies Act, 2013 which coincides with the useful life estimated by the management.

5. EMPLOYEE BENEFITS

All short-term and long term employee benefits are recognized at their undiscounted amount in the accounting period in which they are incurred.

6. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

7. TAXATION

Provision for current tax is made for the tax liability payable on taxable income after considering the allowances, deductions and exemptions and disallowances if any determined in accordance with the prevailing tax laws. The differences between the taxable income and the net profit or loss before tax for the period as per the financial statements are identified and the tax effect on the "timing differences" is recognised as deferred tax asset or deferred tax liability. The tax effect is calculated on the accumulated timing differences at the end of the accounting period based on the tax rates and laws, enacted or substantively enacted as of the balance sheet date.

8. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

The Company creates a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the outflow. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not within the control of the company. Contingent Assets are neither recognized nor disclosed in the Financial Statements as a matter of prudence.

Annual Report 2016-17

9. MISCELLANEOUS EXPENDITURE:

Miscellaneous expenditure represents ancillary cost incurred in connection with the arrangement of borrowings and share issue expenses. It is decided to write off share issue expenses over the lower of a period of five years and the bond issue expenses are being amortized over the period of arrangement on a pro-rata basis.

10. SEGMENT REPORTING:

The company operates in one segment only.

For and on behalf of

M/s K.M. Tapuriah & Co.

Chartered Accountants

Firm Registration Number: 314043E

Sd/-

CA Naveen Mohta

(Partner)

Membership no: 048111

Place: Mumbai

Date: August 23, 2017

For Matra Realty Limited

Sd/-

Arun Kumar Goyal

Director

Sd/-

Ashish Goyal

Director

MATRA REALTY LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2017

Note : 2 Share Capital

Sr. No	Particulars	31st March 2017	31st March 2016
1	AUTHORIZED SHARE CAPITAL		
a	3,70,00,000 Equity Shares of Rs. 5/- each. (P.Y. 3,70,00,000 Equity Shares of Rs. 5/- each.)	185,000,000 185,000,000	185,000,000 185,000,000
2	ISSUED , SUBSCRIBED & PAID UP SHARE CAPITAL		
	1,22,72,580 Equity Shares of Rs. 5/- each fully paid up (P.Y. 1,22,72,580 Equity Shares of Rs. 5/- each fully paid up) (of the above 1,02,27,250 shares of Rs. 5/- each have been issued as fully paid up bonus shares by capitalisation of Profit and Loss Account)	61,362,900	61,362,900
(a)	Terms/Rights attached to equity shares The Company has only one class of share referred to as equity shares having a par value of Rs.5/- 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 any of the remaining assets of the Company, after distribution of all preferential amount. The distribution will be proportionate to the number of equity shares held by the share holders.		
(b)	Reconciliation of the shares outstanding at the beginning and at the end of the reporting period Opening number of outstanding equity shares 12,272,580 12,272,580 Add: Number of equity share issued during the year - - Closing number of outstanding equity shares 12,272,580 12,272,580		
(c)	Details of shareholders holding more than 5% shares in the company Equity shares of Rs. 5/- each fully paid	Nil	Nil
	TOTAL	85,908,060	85,908,060

Note : 3 Reserve & Surplus

Sr. No	Particulars	31st March 2017	31st March 2016
	Surplus (Profit & Loss Account A/c)		
a	Opening Balance	(6,421,267)	(5,781,957)
b	During the Year	(673,007)	(639,310)
c	Closing Balance	(7,094,274)	(6,421,267)
	TOTAL	(7,094,277)	(6,421,267)

Note : 4 Short-term Borrowing

Sr. No	Particulars	31st March 2017	31st March 2016
1	Others	12207897	13,900,000
	TOTAL	12,207,897	13,900,000

Annual Report 2016-17

Note : 5 Trades Payable

Sr. No	Particulars	31st March 2017	31st March 2016
1	Sundry Creditors	286334	287266
	TOTAL	286,334	287,266

Note : 6 Other Current Liabilities

Sr. No	Particulars	31st March 2017	31st March 2016
1	Outstanding Liabilities	240512	229,012
2	- Statutory remittances	9000	9,000
	Unclaimed Dividend *	36622	36,622
	(* Not yet become due for transfer to Investor and Protection Fund)		
3	Employee Benefit Exp Payable	22345	67,345
4	Rent Payble	28000	28,000
	TOTAL	336,479	369,979

MATRA REALTY LIMITED

Note : 7 Fixed Asset

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block			
			Value as at 1st April 2016	Addition during the year	Deduction during the year	Value as at 31st March 2017	Value as at 1st April 2016	Addition during the year	Deduction during the year	Value as at 31st March 2017	WDV as on 31.03.2017	WDV as on 31.03.2016		
I	Tangible Assets													
1	Plant and Equipment		575,998	-	-	575,998	575,998	-	-	575,998	-	-	-	-
2	Furniture & Fixtures		994,424	-	-	994,424	512,154	62,947	-	575,101	419,323	482,270	419,323	482,270
	TOTAL		1,570,422	-	-	1,570,422	1,088,152	62,947	-	1,151,099	419,323	482,270	419,323	482,270
	(Previous Year)		1,570,422	-	-	1,570,422	1,025,205	62,947	-	1,088,152	482,270	545,217	482,270	545,217

Annual Report 2016-17

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2017

Note : 8 Trade Recievables

Sr. No	Particulars	31st March 2017	31st March 2016
1	Outstanding for more than six months		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	585,000	585,000
2	Others		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
	Total	585,000	585,000

Note : 9 Cash & Cash Equivalent

Sr. No	Particulars	31st March 2017	31st March 2016
1	Cash-in-Hand		
	Cash Balance	360	7,526
	Sub Total (A)	360	7,526
2	Bank Balance		
	In Current Account	95,163	727,685
	Sub Total (B)	95,163	727,685
	Total [A + B]	95,523	735,211

Note : 10 Short Terms Loans and Advances

Sr. No	Particulars	31st March 2017	31st March 2016
1	Loans & Advances		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	54,249,885	65,866,188
	c) Doubtful		-
2	Others		
	Advance Recoverable in cash or in kind or for value to be considered good	10,190,000	50,000
	Advance to Suppliers	68,834	83,834
	Advance Income Tax/Refund Due	961,106	961,106
	Balance With Revenue Authorities (Indirect Taxes)	3,759	3,759
	Total	65,473,584	66,964,887

MATRA REALTY LIMITED

Note : 11 Other Current Assets

Sr. No	Particulars	31st March 2017	31st March 2016
1	a. Preliminary Expenses	733,775	733,775
	Less : Written off during the year	-	-
	Total	733,775	733,775

Note : 12 Revenue from Operations

Sr. No	Particulars	31st March 2017	31st March 2016
1	Sales during the year	-	-
	Total	-	-

Note : 13 other income

Sr. No	Particulars	31st March 2017	31st March 2016
1	Interest Income	-	-
2	Commission Income	-	-
	Total	-	-

Note : 14 Cost of Material Consumed

Sr. No	Particulars	31st March 2017	31st March 2016
1	Purchases during the year	-	-
	Total	-	-

Notes : 15 Employment Benefit Expenses

Sr. No	Particulars	31st March 2017	31st March 2016
1	Salaries, Bonus, PF & ESIC	10,000	100,413
2	Directors Remuneration	-	-
	Total	10,000	100,413

Note : 16 Other Expenses

Sr. No	Particulars	31st March 2017	31st March 2016
1	Audit Expenses	11,500	11,450
2	Bank Charges	351	5,215
3	Legal and Professional Fees	82,027	347,947
4	Rent, Rates & Taxes	128,000	20,000
5	Publication , Printing & Stationery	65,713	41,483
6	Custodian Fees	64,600	28,843
7	Filing Fees	11,742	1,742
8	Other Administrative Expenses	30,524	19,270
	Total	394,457	475,950

Annual Report 2016-17

Note 17 Contingent Liabilities: There are no such contingent liabilities to disclose as on the balance sheet date.

Note 18 Balances of Loans & Advances are subject to confirmation, reconciliation and adjustments if any.

Note 19 Related Party Disclosures:-

(Rupees in Lacs)

Nature of Transactions	Key Managerial Personnel	Group Company/Associate Company
Loan/Advances Given During the year.	—	--
Loan/Advances Taken during the year	—	--

Note 20 Auditors' Remuneration includes:-

(Amount in Rs.)

Particulars	2016-17	2015-16
Audit Fees	11500	11450

Note 21 Disclosure on Specified Bank Notes: During the year, the company has specified bank notes (SBN) or other denomination notes as defined in the MCA notification, G. S. R. 308(E), dated 31.03.2017. The details of SBN's held and transacted during the period from November 08, 2016 to December 30, 2016 the denomination wise SBN's and other notes as per the notification are as follows:-

Particulars	SBN's	Other denomination notes	Total
Closing cash in hand as on November 08, 2016.	0	9040	9040
Add : Permitted Receipts	0	0	0
Less : Permitted Payments	0	0	0
Less : Amount deposited in Bank	0	0	0
Closing cash in hand as on December 30, 2016	0	9040	9040

Explanation: For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016."

Note 22 Previous year's figures have been re-grouped, re-classified and rearranged wherever necessary

For and on behalf of

M/s K.M. Tapuriah & Co.

Chartered Accountants

Firm Registration Number: 314043E

Sd/-

CA Naveen Mohta

(Partner)

Membership no: 048111

Place: Mumbai

Date: August 23, 2017

For Matra Realty Limited

Sd/-

Arun Kumar Goyal

Director

Sd/-

Ashish Goyal

Director

**Form No. SH-13
Nomination Form**

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,

I/We _____

the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death:

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S:

(a) Name	:	
(b) Date of Birth	:	
(c) Father's/Mother's/Spouse's name	:	
(d) Occupation	:	
(e) Nationality	:	
(f) Address	:	
(g) E-mail id	:	
(h) Relationship with the security holder	:	

(3) IN CASE NOMINEE IS A MINOR :

(a) Date of birth	:	
(b) Date of attaining majority	:	
(c) Name of guardian	:	
(d) Address of guardian	:	
Name	:	
Address	:	
Name of the Security Holder(s)	:	
Signature	:	
Witness with name and address	:	

MATRA REALTY LIMITED

MATRA REALTY LIMITED

Registered Office: - 109 195(Pt) 828(Pt) B-Cabin-1, Nr Indian Oil, Opp Madhuban Bldg,
Shiv Shakti Chs, 4bunglow,Andheri (W) Mumbai 400058
CIN: L27200MH1985PLC036369
Tel no.022-42153479
Email Id: contact@matrarealty.in Website: www.matrarealty.in

ATTENDANCE SLIP

**PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL
AND HAND IT OVER AT THE ENTRANCE**

I/we hereby record my/our presence at the 32nd Annual General meeting of Matra Realty Limited held at on Fridays day 29th september,2017 at 3.00 p.m. at Shivam party Hall, Plot No.44-47, RSC-13, Mangal Murty Road, Gorai –II, Borivali (west),Mumbai-400091

Sr. No.

{for office use only}

Name of the Share Holders

Registered Address of the share Holder

Ledger Folio No./CL./ID :

D.P.Id No. if any

Number of shares Held :

Name of the proxy/ :

Representative if any

Signature of Member/s :

Proxy

Signature of the Representative :

FOR IMMEDIATE ATTENTION OF THE SHARE HOLDERS

Shareholders may please note that the user id and password given below for the purpose of e-voting in terms of section 108 of the companies Act,2013, read with rules 20 of the companies {Management and administration }Rules,2014 . detailed instructions for e-voting are given in the AGM Notice.

EVEN(E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

*USE YOUR PASSWORD SENT BY CDSL

MATRA REALTY LIMITED

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Shiv Shakti Chs, 4bunglow,Andheri (W) Mumbai 400058

CIN: L27200MH1985PLC036369

Tel no.022-42153479

Email Id: contact@matrarealty.in **Website:** www.matrarealty.in

Form No. MGT-11

Proxy form

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

Name of the member (s)	:
Registered address	:
Email Id	:
Folio No/ Client Id	:
DPID	:

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

(1) Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him

(2) Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him

(3) Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him

MATRA REALTY LIMITED

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the32nd Annual General Meeting/ Extraordinary general meeting of the company, to be held on the 29th day of september,2017 At 3.00. p.m. at Shivam party Hall, Plot No.44-47, RSC-13, Mangal Murty Road, Gorai -II, Borivali (west),Mumbai-400091and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

Resolution No.	Resolution
1	Adopt the Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon..
2	Appoint a Director in place of Mr. Dipak Mallick, who retires by Rotation, at the Annual General Meeting and being eligible,offers him for reappointment
3	To appoint M/S SARP & ASSOCIATES, Chartered, Accountants (Firm Registration No.007375C) the New Statutory Auditors of the company and fix their remuneration
4.	Approval of Share Holder for Sale of Asset for paying off the Liabilities of the company.

SPECIAL BUSINESS:

Resolution No.	Resolution
5	Appointment of Mr. Ashish Goyal as an Executive Director of the Company

Signed this _____ day of _____ 2017

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

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. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the THIRTY TWO ANNUAL GENERAL MEETING of the Company.

FORM NO. MGT.12

Polling Paper

MATRA REALTY LIMITED

Registered Office: - 109 195(Pt) 828(Pt) B-Cabin-1, Nr Indian Oil, Opp Madhuban Bldg,
Shiv Shakti Chs, 4bunglow,Andheri (W) Mumbai 400058

CIN: L27200MH1985PLC036369

Tel no.022-42153479

Email Id: contact@matrarealty.in **Website:** www.matrarealty.in

BALLOT PAPER (32nd AGM)

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity share

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adopt the Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon			
2.	Appoint a Director in place of Mr. Dipak Mallick, who retires by Rotation, at the Annual General Meeting and being eligible, offers him for reappointment			
3.	To appoint M/S SARP & ASSOCIATES, Chartered, Accountants (Firm Registration No.007375C) the New Statutory Auditors of the Company and fix their remuneration			
4.	Approval of Share Holder for Sale of Asset for paying off the Liabilities of the company..			
5.	To Appointment of Mr.Ashish Goyal as an Executive Director of the Company			

Place:

Date:

(Signature of the shareholder)

If undelivered, please return to:

MATRA REALTY LIMITED

Registered Office: 109 195 (Pt) 828(Pt) B-Cabin-1,
Nr Indian Oil, Opp Madhuban Bldf., Shiv Shakti Chs,
4 bungalow, Andheri (W) Mumbai 400058