

MATRA REALTY LIMITED

**ANNUAL REPORT
2017-2018**

Contents

Notice of the Meeting	2 - 11
Directors Report	12 - 16
Management Decision and Analysis Report	17
Corporate Governance Report	18 - 25
Secretarial Audit Report	26 - 30
Compliance Certificate	31
Independent Auditor's Report	32 - 37
Stand Alone Balance Sheet	38
Stand Alone Profit and Loss Account	39
Cash Flow Statement	40
Notes / Schedules	41 - 58
Nomination Form	59
Attendance Slip	60

BOARD OF DIRECTORS

Mr. Pradeep Kumar Agarwal
Mr. RajendraMansukhlal Shah
Smt.Gita Devi Agarwal

Director
Director
(Chairman)

BANKERS

AXIS BANK

REGISTERED OFFICE

OFFICE No.103-HUBTOWN
SOLARIS,TELI GALI,
OFF NS PHADKE MARG
SAIWADI,ANDHERI EAST
MUMBAI, MH 400069 ,INDIA

**REGISTRAR AND
TRANSFER AGENT**

Bigshare Services Pvt Ltd.
1st Floor,Bharat Tin Works Building,
Opp.Vasant Oasis,Makwana Road,
Marol,Andheri East, Mumbai-400059

**AUDITOR
M/S SARP & ASSOCIATES**

Chartered Accountants
4, FAIRLEE PLACE, HMP HOUSE,
1ST FLOOR, ROOM- 105,
KOLKATA-700001

MATRA REALTY LIMITED

OFFICE No.103, HUBTOWN SOLARIS, TELI GALI, OFF NS PHADKE MARG, SAIWADI, ANDHERI
EAST MUMBAI, MUMBAI CITY MH 400069, INDIA

Cin No: L27200MH1985PLC036369

Tel no.022-66067200 Fax No. 022-66067200

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF MATRA REALTY LIMITED WILL BE HELD ON SATURDAY 29TH SEPTEMBER, 2018 AT 10.00 A.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, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. Appointment of Auditors:

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

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/S SARP & ASSOCIATES, Chartered Accountants (Firm Registration No.007375C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of the next Annual General Meeting (AGM) (subject to ratification of their appointment at every AGM), at such remuneration plus GST, out-of-pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:**3. Appointment of Mr. Pradeep Kumar Agarwal 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. Pradeep Kumar Agarwal (DIN:07147139) as the Executive Director of the Company with effect from 22nd March, 2018 (the date of appointment) up to 21st March, 2021 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 of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Pradeep Kumar Agarwal

“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

4. Appointment of Mr. Rajendra Mansukhlal Shahas 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. Rajendra Mansukhlal Shah (DIN: 07972469) as the Executive Director of the Company with effect from 30ThMay,2018 (the date of appointment) up to 29th May,2021 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 of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajendra Mansukhlal Shah

"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.

5. Appointment of Smt. Gita Devi Agarwalas an Non Executive Independent Director of the Company

To consider and if thought fit to pass with or without modification (s), the following resolution relating to Appointment of Smt.Gita Devi Agarwalas an Independent Director of the Company by way of an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the Companies Act, 2013 and regulation 25 and all other applicable regulation of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, Smt.Gita Devi Agarwal, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30ThMay,2018 and who holds office until the date of the forth coming AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Smt. Gita Devi Agarwal(DIN:08126967), and Smt. Gita Devi Agarwal,who also has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company up to 29ThMay, 2023, not liable to retire by rotation

By Order of the Board of Directors
For Matra Realty Limited
Sd/-
PRADEEP KUMAR AGARWAL
Director

Date: August 31, 2018

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.3,4,5above is annexed hereto.The relevant details of the Directors seeking re-appointment/ appointment under Item Nos.3,4,5pursuant 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 apoxy 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.
3. 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.
4. The Register of, Members and the Share Transfer Books of the company will remain closed from September 23, 2018 to September 29, 2018 (both days inclusive).
5. The payment of dividend, for the financial year 2017-18 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, 2018.(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, 2018.
6. 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. 1st Floor,Bharat Tin Works Building, Opp.VasantOasis,Makwana Road, Marol, Andheri East,Mumbai-400059, 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.
7. 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.
8. 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.
9. 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.

10. 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.
11. 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 encashed 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. 1stFloor,Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059.	Request letter on plain paper.

12. 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. 1st Floor,Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059.
13. 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.
14. 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.
15. 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.
16. 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.
17. The Company has designated an exclusive e-mail ID called contact@matrarealty.in
18. Forredressalof shareholders'complaints/grievances.In case you have any queries/complaints or grievances, then please write to us at www.matrarealty.in
19. 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.
20. 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. 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 33rd 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) The voting period begins on September 26,2018 at 9.a.m to September 28, 2018 at 5 p.m. during this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, and record date is 22.09.2018 and the cut-off date of e-voting is September 22, 2018 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	<p>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</p>
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.
 - 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, 2018.

- III. Shравan 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 CDSL 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 33rd 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 33rd 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 33rd 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 33rd Annual General Meeting and the Annual Report for F.Y.2017-18 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 33rd 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
For Matra Realty Limited
Sd/-
PRADEEP KUMAR AGARWAL
Director

Date: August 31, 2018
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

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. Pradeep Kumar Agarwal (DIN: 07147139) as an Executive Director of the Company, for a period of Three years with effect from 22nd March, 2018 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 30th May, 2018.

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. Pradeep Kumar Agarwal as an Executive Director with the designation of Executive Director for a period of Three years with effect from 22nd March, 2018.

The particulars of the terms of appointment of and remuneration payable to Mr. Pradeep Kumar Agarwal is as under:

- (a) Remuneration: 15000/- per month
- (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. Pradeep Kumar Agarwal 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. Pradeep Kumar Agarwal 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. 3 except Mr. Pradeep Kumar Agarwal of the accompanying Notice

Item No.4

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. Rajendra Mansukhlal Shah (DIN: 07972469) as an Executive Director of the Company, for a period of Three years with effect from 30th May, 2018 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 13th August, 2018.

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. Rajendra Mansukhlal Shah as an Executive Director with the designation of Executive Director for a period of Three years with effect from 30th May, 2018.

The particulars of the terms of appointment of and remuneration payable to Mr. Rajendra Mansukhlal Shah is as under:

- (a) Remuneration: 15000/- per month
- (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. Rajendra Mansukhlal Shah 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. Rajendra Mansukhlal Shah 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.4 except Mr. Rajendra Mansukhlal Shah of the accompanying Notice

Item No.5

The Board, has appointed Smt. Gita Devi Agarwal as an Additional Director of the Company with effect from 30.05.2018, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Smt. Gita Devi Agarwal will hold office up to the date of the forth coming AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Smt. Gita Devi Agarwal for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Smt. Gita Devi Agarwal (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Smt. Gita Devi Agarwal as an Independent Director of the Company up to 29th May, 2023 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Smt.Gita Devi Agarwal, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Smt. Gita Devi Agarwal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Smt. Gita Devi Agarwal, to whom the resolution relates, is interested or concerned in the resolution.Smt. Gita Devi Agarwal,The Board recommends the resolution set forth in Item no. 5 for the approval of the members

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
For Matra Realty Limited
Sd/-
Pradeep Kumar Agarwal
Director

Date: August 31, 2018
Place: Mumbai

Report of the Directors

To,
The Members of
Matra Realty Limited
Mumbai

Your Directors have pleasure in presenting their Report and Audited Accounts of the Company for the year ended March 31, 2018.

1. Financial Results

The financials for the financial year 2017-18 is as follows:-

(Amount in Rs.)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Revenue from operations	-	-
Other income	-	-
Total income	-	-
Expenses		
Employee benefits expense	15,000	10,000
Depreciation and amortization expense	62,947	62,947
Other expenses	55,112,230	394,457
Total expenses	55,190,177	467,404
Profit before tax	(55,190,177)	(467,404)
Tax expense		
Current tax	-	-
MAT credit entitlement	-	-
Deferred tax (benefit)/charge	32,692	205,603
Total tax expense	32,692	205,603
Profit for the year	(55,222,869)	(673,007)
Other comprehensive income		
Items that will not be reclassified to profit or loss	-	-
Income tax on items that will not be reclassified to profit or loss	-	-
Items that will be reclassified to profit or loss	-	-
Income tax on items that will be reclassified to profit or loss	-	-
Total other comprehensive income	-	-
Total comprehensive income for the year	(55,222,869)	(673,007)

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

Mr. Pradeep Kumar Agarwal has been appointed as an Executive Director of the Company with effect from 22nd March, 2018 with the terms agreed between Board of Directors and Mr. Pradeep Kumar Agarwal.

Mr. Rajendra Mansukhlal Shah has been appointed as an Executive Director of the Company with effect from 30th May, 2018 with the terms agreed between Board of Directors and Mr. Rajendra Mansukhlal Shah.

Smt. Gita Devi Agarwal has been appointed as a Non Executive Independent Director of the Company with effect from 30th May, 2018 with the terms agreed between Board of Directors and Smt. Gita Devi Agarwal.

Mr. Arun Kumar Goyal The Executive Director of the company has been Resign from the position of Director with effect From 12th June, 2018.

Smt. Gayatri Devi Goyal The Non Executive Independent Director of the company has been Resign from the position of Director with effect From 12th June, 2018.

Mr. Dipak Mallick The Executive Director of the company has been Resign from the position of Director with effect From 15th February, 2018.

Mr. Ashish Goyal The Executive Director of the company has been Resign from the position of Director with effect From 22nd March, 2018.

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 2018 and of the Profits /Loss of the Company for that period.

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 to re-appointed of M/s SARP & ASSOCIATES, Chartered(FRN:007375C) as a Statutory Auditors of the Company until the conclusion of next Annual General Meeting of the company at 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 Mr.Ritul Bharat Parmar, Practicing Company Secretary in practice (Memb No:31583) to undertake the Secretaria Audit of the Company for the year ended 31st March,2018.The Secretarial Audit Report is annexed Practicing Company Secretary in practice

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.

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 31, 2018

Place: Mumbai

By Order of the Board of Directors
For Matra Realty Limited
Sd/-
Pradeep Kumar Agarwal
Director

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, 2018 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 2017-2018 are as under.

PARTICULARS	Current Period 31.03.2018	Previous Period 31.03.2017
Foreign Exchange	NIL	NIL
Earnings Foreign	NIL	NIL
Exchange Outgo		

Management Discussion and Analysis Report

Business Overview

M/s Matra Realty Limited is looking for new business avenues in various areas like Manufacturing /trading of Coke, hard coke and other coal / coke related products& 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.

By Order of the Board of Directors
For Matra Realty Limited
Sd /-
Pradeep Kumar Agarwal
Director

Date: August31,2018
Place: Mumbai

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. DipakMallick	Director	Y	Y
2	Mr. Arun Kumar Goyal	Director	Y	Y
3	Mrs. Gayatari Devi Goyal	Chairman	Y	Y
4	Mr.AshishGoyal	Director	Y	Y
5	Mr.Pradeep Kumar Agarwal(appointed wef 22.03.2018)	Director	N	N
6	Mr.RajendraMansukhlal Shah(appointed wef 30.05.2018)	Director	N	N
7	Smt.Gita Devi Agarwal(appointed wef 30.05.2018)	Chairman	N	N

b) Board Procedure

During the financial Period 2017-2018, The Board of Directors met on the following dates: 2017-18 are on 30th May 2017, 12 Aug 2017, 12 Sep 2017, 15 Sep 2017, 13 Nov 2017, 12 Feb 2018. 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 (Resign w.e.f. 12Th June, 2018)
Mr. Arun Kumar Goyal	Director (Resign w.e.f. 12Th June, 2018)
Mr. Dipak Mallick	Director (Resign w.e.f. February 15, 2018)
Mr. Ashish Goyal	Director (Resign w.e.f. 22nd March, 2018)
Mrs. Gita Devi Agarwal	Chairman (Appointed w.e.f. 30Th May, 2018)
Mr. Rajendra Mansukhlal Shah	Director (Appointed w.e.f. 30Th May, 2018)
Mr. Pradeep Kumar Agarwal	Director (Appointed w.e.f. March 22, 2018)

- 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 2017-18 are on May 30, 2017, August 12, 2017, September 15, 2017, November 13, 2017, February 13, 2018. 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 (Resign w.e.f. 12Th June, 2018)
Mr. Arun Kumar Goyal	Director (Resign w.e.f. 12Th June, 2018)
Mr. DipakMallick	Director (Resign w.e.f. February 15, 2018)
Mr. AshishGoyal	Director (Resign w.e.f. 22nd March,2018)
Mrs. Gita Devi Agarwal	Chairman (Appointed w.e.f. 30Th May, 2018)
Mr. RajendraMansukhlal Shah	Director (Appointed w.e.f. 30Th May, 2018)
Mr. pradeepkumaragarwal	Director (Appointed w.e.f. March 22, 2018)

Dates of the Nominations and Remunerations committee meeting held: Nominations and Remunerations committee meetings were held during the year 2017-18 are onMay30, 2017, August 12,2017, September 15,2017,November 13,2017,February 13,2018

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders relations committee comprising of directors for speedy disposal of the share 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 2017-18 are on May 30, 2017, August 12,2017, September 15,2017,November 13,2017,February 13,2018,

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 (Resign w.e.f. 12Th June, 2018)
Mr. Arun Kumar Goyal	Director (Resign w.e.f. 12Th June, 2018)
Mr. DipakMallick	Director (Resign w.e.f. February 15, 2018)
Mr. AshishGoyal	Director (Resign w.e.f. 22nd March,2018)
Mrs. Gita Devi Agarwal	Chairman (Appointed w.e.f. 30Th May, 2018)
Mr. RajendraMansukhlal Shah	Director (Appointed w.e.f. 30Th May, 2018)
Mr. pradeepkumaragarwal	Director (Appointed w.e.f. March 22, 2018)

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 (Resign w.e.f. 12Th June, 2018)
Mr. Arun Kumar Goyal	Director (Resign w.e.f. 12Th June, 2018)
Mr. DipakMallick	Director (Resign w.e.f. February 15, 2018)
Mr. AshishGoyal	Director (Resign w.e.f. 22nd March,2018)
Mrs. Gita Devi Agarwal	Chairman (Appointed w.e.f. 30Th May, 2018)
Mr. RajendraMansukhlal Shah	Director (Appointed w.e.f. 30Th May, 2018)
Mr. PradeepkumarAgarwal	Director (Appointed w.e.f. March 22, 2018)

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 2017-18 are on May 30, 2017, August 12, 2017, September 15, 2017, November 13, 2017, February 13, 2018.

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. DipakMallick	Director	0	0
Mr. Arun Kumar Goyal	Director	0	0
Mrs. Gayatari Devi Goyal	Director	0	0
Mr. AshishGoyal	Director	0	0
Mr. Pradeep Kumar Agarwal	Director	0	0
Mr. RajendraMansukhlal Shah	Director	0	0
Smt. Gita Devi Agarwal	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.

GENERAL BODY MEETINGS:

Details of Last three Annual General Meetings are as follows:

AGM NO.	Date	Location	Time	No. of Special Resolution Passed
32	September 29, 2017	SHIVAM PARTY HALL, PLOT NO. 44-47, RSC-13, MANGAL MURTY ROAD, GORAI – II, BORIVALI (WEST), MUMBAI-400091	3.00 P.M.	*
31	September 21, 2016	Shivam Party Hall, Plot No. 44-47, Rsc-13, Mangal Murty Road, Gorai – II, Borivali (West), Mumbai-400091	10.00 a.m.	*
30	September 30, 2015	Shivam Party Hall, Plot No. 44-47, Rsc-13, Mangal Murty Road, Gorai – II, Borivali (West), Mumbai-400091	10.00 a.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

- a) There are no transactions, which have a potential conflict with the interests of the Company at large.
- b) The Company has complied with the requirements of the Stock Exchanges/SEBI/any other Statutory Authority on all the matters related to capital markets.
- c) The company affirms that no employee has been denied access to the Audit Committee.
- d) The company has complied with all mandatory requirements as stipulated in clause 49 of the listing agreement with stock exchange.
- e) The Company does not have any pending litigations which would impact its financial position.
- f) The Company did not have any long term contracts, including derivative contracts for which there were any material foreseeable losses.
- g) There have been no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.
- 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	OFFICE No.103-HUBTOWN SOLARIS,TELI GALI, OFF NS PHADKE MARG ,SAIWADI,ANDHERI EAST MUMBAI MUMBAI CITY MH 400069 INDIA.
33rd Annual General Meeting	Matra Realty Limited
Date	29ThSeptember, 2018
Time	10.00A.M.
Venue	SHIVAM PARTY HALL, PLOT NO.44-47, RSC-13 MANGAL MURTY ROAD GORAI -II,BORIVALI(WEST) MUMBAI-400091
Date of Book Closure	September 23, 2018 to September 29, 2018 (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 2017-2018

Annual Listing fees has not been paid to BSE

Market Price Data – BSE

Company: Matra Realty Limited

Stock Prices Period: From Apr 2017 to March 2018

All Prices in ₹

Month	Open Price	High Price	Low Price	Close Price	No.of Shares	Total Turnover (Rs.)
Apr-17	0.64	0.67	0.57	0.57	37830	22302
May-17	0.57	0.61	0.55	0.61	53644	30372
Jun-17	0.58	0.58	0.58	0.58	2110	1223
Jul-17	0.58	0.58	0.58	0.58	10000	5800
Jan-18	0.56	0.56	0.5	0.5	1407	769
Feb-18	0.5	0.5	0.46	0.46	1894	896
Mar-18	0.44	0.44	0.42	0.42	2155	916

NOTE: As per BSE website data available from Apr-2017 to Jul-2017 & Jan-2018 to March 2018. data not available on BSE website from August 2017 to Dec-2017.

DISTRIBUTION OF SHARE HOLDING (IN RUPEES) AS ON 31.03.2018

Shareholding of Shares	Number of Shareholders	% of Total	Share Amount (Rs.)	% of Total
1-5000	2941	56.4817	6740960	5.4927
5001-10000	902	17.3228	8111020	6.6091
10001-20000	522	10.0250	8649530	7.0478
20001-30000	214	4.1090	5689690	4.6361
30001-40000	85	1.6324	3127150	2.5481
40001-50000	161	3.0920	7747000	6.3124
50001-100000	208	3.9946	16158690	13.1665
100001- 9999999999	174	3.3417	66501760	54.1873
Total	5207	100.00	122725800	100.00

REGISTRAR AND TRANSFER AGENTS:

Bigshare Services Pvt Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai-400059

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, 2018, as provided under clause 49 of the Listing Agreements with the Stock Exchange.

By Order of the Board of Directors
For Matra Realty Limited
Sd /-
Pradeep Kumar Agarwal
Director

Date: August 31, 2018
Place: Mumbai

Form No.MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2018
[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

OFFICE No.103-HUBTOWN SOLARIS,
TELI GALI, OFF NS PHADKE MARG ,
SAIWADI, ANDHERI EAST, MUMBAI,
MUMBAI CITY
MH- 400069 INDIA.

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 2018, 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, 2018 according to the provisions of:

- The Companies Act 2013 and the Rules made thereunder ;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; Not Applicable
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- 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
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not Applicable during the period under Review
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not Applicable during the period under Review
- 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

- The Securities and Exchange Board of India (Issue and Listing of Debt Securities)

Regulations, 2008; Not Applicable during the period under Review

- 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;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- Not Applicable during the period under Review
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not Applicable during the period under Review
- The laws as are applicable specifically to the Company are as under:
- The Companies Act, 2013
- The Income Tax Act, 1961
- The Environment Protection Act, 1986
- 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:

- 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.
- 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.
- 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
- 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
- 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
- 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
- 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
- All registrations under the various state and local laws as applicable to the company are valid as on the date of report.
- 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.
- 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.
- 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

- 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.

For Ritul Parmar, Company Secretaries

Sd/-

Ritul Parmar

(ACS No: 31583 CP No: 14845)

May 30, 2018

Navi Mumbai

'Annexure A'

To,
The Members
M/s. MATRA REALTY 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.

For RitulParmar, Company Secretaries

Sd/-

RitulParmar

(ACS No: 31583 CP No: 14845)

May 30, 2018

Navi Mumbai

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,
MATRA REALTY LIMITED

We have examined the compliance of conditions of corporate governance by MATRA REALTY LIMITED for the Period ended 31st March, 2018, 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

M/s SARP & Associates

Chartered Accountants

Firm Registration Number: 007375C

Sd/-

Shailesh Agarwal

(Partner)

Membership No. 063220

Place: Mumbai

Date: May 30, 2018

Independent Auditor's Report

To the Members of MATRA REALTY LIMITED

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying Standalone Ind AS Financial Statements of Matra Realty Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "Standalone Ind AS Financial Statements").

Management's Responsibility for the 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 and presentation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the applicable Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

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 Standalone Ind AS 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 Standalone Ind AS 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 Standalone Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS 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 Standalone Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 Standalone Ind AS 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 Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS 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 including the Ind AS, of the financial position of the Company as at 31st March, 2018 and its financial performance including other comprehensive income, its cash flows and the changes in equity 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 "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;
 - c) the Balance Sheet, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) on the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - 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 in '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:
 - 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For SARP & Associates

Chartered Accountants

Firm Reg. No. 007375C

Sd/-

Shailesh Agarwal

Partner

Membership No.063220

Place: Kolkata

Date: May 30, 2018

Annexure "A" to the Independent Auditors' Report

(Referred to in Paragraph 1 of our Report of even date)

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the Standalone Ind AS Financial Statements for the year ended 31st March, 2018, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, fixed assets, according to the practice of the Company, are physically verified by the management at reasonable intervals, in a phased verification programme, which, in our opinion, is reasonable, looking to the size of the Company and the nature of its business.
2. As the Company had no inventories during the year, clause (ii) of paragraph 3 of the Order is not applicable to the company.
3. 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'). Accordingly, Clause (iii) (a), (b) and (c) of the order are not applicable for the year.
4. In our opinion and according to 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.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. The Central Government has not prescribed the maintenance of cost records for the company under section 148(1) of the Act, 2013.
7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, income tax, sales tax, service tax, GST, duty of customs, value added tax, cess and other material statutory dues if any have generally been deposited regularly during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of applicable statutory dues as referred to above were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.

(b) According to the information available, there are no dues of Income Tax, sales tax, wealth tax, service tax, GST, custom duty, excise-duty, cess which have not been deposited on account of disputes.
8. Based on the information and explanations given to us, the Company has not availed any loan from the financial institutions and banks, during the period under audit and hence this clause is not applicable to the company.
9. Based upon the audit procedures performed, during the period under audit, Company has not raised moneys by way of initial public offer or further public offer. Hence not commended upon.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practice in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been

informed of any such case by the management.

11. According to the information and explanations given to us and on the basis of our examination of the records of the Company, managerial remuneration has been paid or provided if any, is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
12. In our opinion, the Company is not a nidhi Company. Accordingly the provisions of Clauses 3 (xii) of the Order are not applicable.
13. As per information and explanation given to us and on the basis of our examination of the records of the Company, all the transaction if any with related parties are in compliance with Section 177 and 188 of Companies Act 2013 and all the details have been disclosed in Standalone Ind AS Financial Statements as required by the applicable Accounting Standards.
14. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not made any preferential allotment or private placement or not issued any debenture during the year under review. Accordingly the provisions of paragraph 3(xiv) of the Order are not applicable.
15. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not entered into any non-cash transactions with any director or any person connected with him. Accordingly the provisions of Clauses 3(xv) of the Order are not applicable to the Company.
16. In our opinion, the Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable.

For SARP & Associates

Chartered Accountants
Firm Reg No. 007375C

Sd/-

Shailesh Agarwal
Partner

Membership No. 063220

Place: Kolkata

Date: May 30, 2018

Annexure "B" to the Independent Auditor's Report
(Referred to in paragraph 2 (f) of our Report of even date)

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 the Company as of 31st March, 2018 in conjunction with our audit of the Standalone Ind AS 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial 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 Standalone Ind AS 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 and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, 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 SARP & Associates

Chartered Accountants
Firm Reg No. 007375C

Sd/-

Shailesh Agarwal
Partner

Membership No. 063220

Place: Kolkata

Date: May 30, 2018

Balance Sheet
as at 31 March 2018

(Amount in ₹)

	Note	31 March 2018	31 March 2017	01 April 2016
ASSETS				
Non-current assets				
Property, plant and equipment	3	356,376	419,323	482,270
		356,376	419,323	482,270
Current assets				
Financial assets				
Trade receivables	4	585,000	585,000	585,000
Cash and cash equivalents	5	112,670	95,523	735,211
Loans	6	10,190,000	64,439,885	65,916,188
Other current assets	7	737,318	806,368	821,368
Income tax asset (net)		961,106	961,106	961,106
		12,586,094	66,887,882	69,018,872
TOTAL ASSETS		12,942,469	67,307,205	69,501,142
EQUITY AND LIABILITIES				
Equity				
Equity share capital	8	61,362,900	61,362,900	61,362,900
Other equity	SOCIE	(62,317,142)	(7,094,274)	(6,421,267)
		(954,242)	54,268,626	54,941,633
Liabilities				
Non-current liabilities				
Deferred tax liability (Net)	9	240,560	207,868	2,265
		240,560	207,868	2,265
Current liabilities				
Financial liabilities				
Borrowings	10	12,290,991	12,207,897	13,900,000
Trade payables	11	1,010,139	286,334	287,266
Other financial liabilities	12	346,022	327,479	360,979
Other current liabilities	13	9,000	9,000	9,000
		13,656,152	12,830,711	14,557,245
TOTAL EQUITY AND LIABILITIES		12,942,469	67,307,205	69,501,143

Significant accounting policies 1-2
Notes referred to above form an integral part of the standalone financial 3-25

As per our report of even date attached
For SARP & Associates
Chartered Accountants
Firm Registration Number:007375C

Sd/-
Shailesh Agarwal
Partner
Membership No. 063220

Place: Kolkata
Date: 30 May 2018

on behalf of Board of Directors
For Matra Realty Limited

Sd/- **Sd/-**
PRADEEP KUMAR AGARWAL RAJENDRA MANSUKHLAL SHAH
(Director) **(Director)**
DIN No. 07147139 DIN No. 07972469

Statement of Profit and Loss
for the year ended on 31 March 2018

(Amount in ₹)

	Note	31 March 2018	31 March 2017
Revenue from operations		-	-
Other income		-	-
Total income		-	-
Expenses			
Employee benefits expense	14	15,000	10,000
Depreciation and amortization expense	3	62,947	62,947
Other expenses	15	55,112,230	394,457
Total expenses		55,190,177	467,404
Profit before tax		(55,190,177)	(467,404)
Tax expense	24		
Current tax		-	-
MAT credit entitlement		-	-
Deferred tax (benefit)/charge		32,692	205,603
Total tax expense		32,692	205,603
Profit for the year		(55,222,869)	(673,007)
Other comprehensive income			
Items that will not be reclassified to profit or loss		-	-
Income tax on items that will not be reclassified to profit or loss		-	-
Items that will be reclassified to profit or loss		-	-
Income tax on items that will be reclassified to profit or loss		-	-
Total other comprehensive income		-	-
Total comprehensive income for the year		(55,222,869)	(673,007)

Earnings per equity share for continuing operations (face value per share ₹ 5 each)

Basic	22	(4.50)	(0.05)
Diluted	22	(4.50)	(0.05)

Significant accounting policies

1

Notes referred to above form an integral part of the standalone financial statements

3-25

As per our report of even date attached

For SARP & Associates**Chartered Accountants****Firm Registration Number:007375C**

on behalf of Board of Directors

For Matra Realty Limited**Sd/-****Shailesh Agarwal**

Partner

Membership No. 063220

Sd/-

PRADEEP KUMAR AGARWAL/RAJENDRA MANSUKHLAL SHAH

(Director)

DIN No. 07147139

(Director)

DIN No. 07972469

Place: Kolkata

Date: 30 May 2018

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 March, 2018
PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT.**

PARTICULARS		31st March 2018	31st March 2017
		(Rs)	(Rs)
A. CASH FROM OPERATING ACTIVITIES			
Net Profit before extra ordinary items and Tax		(55190177)	(467404)
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		(55127230)	(404457)
Adjustment for:			
(Increase)/Decrease in Trade and other Receivables		-	-
(Increase)/Decrease in Inventories		-	-
(Increase)/Decrease in other Current Assets		54,318,935	1,491,303
Increase/(Decrease) Current Liabilities and Provisions		825,441	(1726534)
Cash Generated From Operations		17,147	(639688)
Tax paid (net of refunds)			
Net Cash provided by operating activities	(A)	17,147	(639688)
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)		17,147	639,688
Cash & Cash Equivalents (Opening Balance)		95,523	735,211
Cash & Cash Equivalents (Closing Balance)		112,670	95,523

As Per our Report of even date attached

For SARP & Associates

Chartered Accountants

Firm Registration Number:007375C

For Matra Realty Limited

Sd/-

Shailesh Agarwal

Partner

Membership No. 063220

Sd/-

PRADEEP KUMAR AGARWAL

(Director)

DIN No. 07147139

Sd/-

RAJENDRA MANSUKHLAL SHAH

(Director)

DIN No. 07972469

Place: Kolkata

Date: 30 May 2018

Statement of changes in equity
for the year ended on 31 March 2018

(Amount in ₹)

A Equity share capital

Balance as at 1 April 2016	61,362,900
Changes in equity share capital during 2016-17	-
Balance as at 31 March 2017	61,362,900
Changes in equity share capital during 2017-18	-
Balance as at 31 March 2018	61,362,900

B Other equity

	Reserves & surplus	Total
	Retained earnings	
Balance as on 01 April 2016	(6,421,267)	(6,421,267)
Profit for the year	(673,007)	(673,007)
Other comprehensive income (net of tax)	-	-
Total comprehensive income for the year	(673,007)	(673,007)
Transactions with owners recognised directly in equity		
Changes during the year	-	-
Balance as on 31 March 2017	(7,094,274)	(7,094,274)
Profit for the year	(55,222,869)	(55,222,869)
Other comprehensive income (net of tax)	-	-
Total comprehensive income for the year	(55,222,869)	(55,222,869)
Transactions with owners recognised directly in equity		
Changes during the year	-	-
Balance as on 31 March 2018	(62,317,142)	(62,317,142)

Significant accounting policies

1

Notes referred to above form an integral part of the standalone financial statements

3-25

For SARP & Associates
Chartered Accountants
Firm Registration Number:007375C

on behalf of Board of Directors
For Matra Realty Limited

Sd/-
Shailesh Agarwal
Partner
Membership No. 063220

Sd/-
PRADEEP KUMAR AGARWAL
(Director)
DIN No. 07147139

Sd/-
RAJENDRA MANSUKHLAL SHAH
(Director)
DIN No. 07972469

Place: Kolkata
Date: 30 May 2018

1. Company Overview

1.1 General 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.

1.2 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 [the Companies (Indian Accounting Standards) Rules, 2015, as amended] and other relevant provisions of the Act.

The Financial Statements up to the year ended 31 March 2017 were prepared in accordance with the Accounting Standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act ("Previous GAAP"). The financial statements for the year ended 31 March 2018 are the first financial statements of the Company prepared in accordance with Ind AS. An explanation of how the transition to Ind AS has affected the reported balance sheet, statement of profit or loss and cash flows of the company is provided in notes to accounts.

The financial statements were authorised for issue by the Board of Directors on 30 May 2018.

a) Basis of measurement

The financial statements have been prepared on a historical cost basis.

b) Current versus non-current classification

The company presents assets and liabilities in the balance sheet based on current and non-current classification. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

c) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the company's functional currency. All amounts have been rounded-off to the Indian Rupees.

2. Summary of significant accounting policy:

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities at the end of period / year. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b) Property, plant and equipment

Recognition and measurement

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost

less accumulated depreciation and accumulated impairment loss, if any. Cost comprises of purchase price and any directly attributable costs of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Borrowing costs attributable to construction or acquisition of a qualifying asset for the period up to the date, the asset is ready for its intended use are included in the cost of the asset to which they relate.

Capital work-in-progress comprises of the cost of property, plant and equipment that are not yet ready for their intended use as at the balance sheet date.

- **Subsequent costs**

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss as incurred.

- **Derecognition**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net and disclosed within other income or expenses in the statement of profit and loss.

- **Depreciation methods, estimated useful lives and residual value**

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is recognised in the statement of profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment as prescribed in Schedule II of the Companies Act 2013.

c) Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors.

An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

d) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

e) Revenue recognition

Revenue from sale of goods is recognised when all significant risks and rewards of ownership of the goods are passed on to the buyer, recovery of the consideration is probable, the associated costs can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably. It also includes excise duty and excludes Goods and Service tax (GST), value added tax or sales tax. Sales are stated net of discounts, rebates and returns.

f) Other income**• Interest income**

Interest income from debt instruments is recognised using effective interest rate method (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

- **Any other income is accounted for on accrual basis.**

g) Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset, are expensed in the period in which they are incurred.

h) Employee Benefits**Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the services are classified as short-term employee benefits. Benefits such as salaries, wages, expected cost of bonus and short-term compensated absences, ex-gratia, performance pay etc. are recognised in the period in which the employee renders the related service.

i) Income tax

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable temporary differences, except deferred tax liability arising from initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, affects neither accounting nor taxable profit/ loss at the time of transaction. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses, except deferred tax assets arising from initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, affects neither accounting nor taxable profit/ loss at the time of transaction. Deferred tax assets are recognized only to the extent that sufficient future taxable income will be available against which such deferred tax assets can be realized.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available against which such deferred tax assets can be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognized outside the statement of profit and loss is recognized in co-relation to the underlying transaction either in other comprehensive income or directly in equity.

j) Provisions and contingencies

A provision is recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost in the statement of profit and loss.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised in financial statements, unless they are virtually certain. However, contingent assets are disclosed where inflow of economic benefits are probable.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

k) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the company has determined classes of assets and liabilities based

on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

I) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified as:

Financial assets at amortized cost

Financial assets that are held within a business model whose objective is to hold assets for collecting contractual cash flows and whose contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at amortized cost using the effective interest rate method. The change in measurements are recognized as finance income in the statement of profit and loss.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets and the assets' contractual cash flows represent solely payments of principal and interest on the principal amount outstanding are subsequently measured at fair value. Fair value movements are recognized in other comprehensive income.

Financial assets at fair value through profit or loss (FVTPL)

Any financial asset which does not meet the criteria for categorization as financial instruments at amortized cost or as FVTOCI, is classified as financial instrument at FVTPL. Financial instruments included within the FVTPL category are subsequently measured at fair value with all changes recognized in the statement of profit and loss.

Financial liabilities

Initial recognition and measurement

Financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

For the purpose of subsequent measurement, financial liabilities are classified as:

Financial liabilities at amortized cost

Financial liabilities such as loans and borrowings are subsequently measured at amortized cost using the effective interest rate method. The change in measurements are recognized as finance costs in the statement of profit and loss.

Financial liabilities at fair value through profit or loss (FVTPL)

Financial liabilities include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss if the recognition criteria as per Ind AS 109 are satisfied. Gains or losses on liabilities held for trading are recognized in statement of profit and loss. Fair value gains or losses on liabilities designated as FVTPL attributable to changes in own credit risk are recognized in other comprehensive income. All other changes in fair value of liabilities designated as FVTPL are recognized in the statement of profit and loss. The Company has not designated any financial liability as at FVTPL.

Impairment of financial assets

The company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets mentioned below:

- Financial assets that are debt instrument and are measured at amortised cost
- Financial assets that are debt instruments and are measured as at FVOCI
- Trade receivables under Ind AS 18

ECL is the difference between contractual cash flows that are due and the cash flows that the Company expects to receive, discounted at the original effective interest rate.

For impairment of trade receivables, the company chooses to apply practical expedient of providing expected credit loss based on provision matrix and does not require the Company to track changes in credit risk. Percentage of ECL under provision matrix is determined based on historical data as well as futuristic information.

m) Earnings per share (EPS)

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted EPS adjust the figures used in the determination of basic EPS to consider

- The after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

n) Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

o) Recent accounting pronouncements

Standards issued but not yet effective

Ind AS 115 – Revenue from contract with customers

Ind AS 115 is effective for annual periods beginning on or after 1 April 2018. Ind AS 115 establishes a five-step model that will apply to revenue earned from a contract with a customer, regardless of the type of revenue transaction or the industry (with limited exceptions). Extensive disclosures will be required, including disaggregation of total revenue; information about performance obligation; changes in contract asset and contract liability balances between periods and key judgments and estimates. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is currently evaluating the requirements of Ind AS 115 and does not expect the new guidance to have significant impact on the financial statements.

Transfers of Investment Property— Amendments to Ind AS 40

The amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use.

Entities should apply the amendments prospectively to changes in use that occur on or after the beginning of the annual reporting period in which the entity first applies the amendments. An entity should reassess the classification of property held at that date and, if applicable, reclassify property to reflect the conditions that exist at that date. Retrospective application in accordance with Ind AS 8 is only permitted if it is possible

without the use of hindsight.

The amendments are effective for annual periods beginning on or after April 1, 2018. The Company will apply amendments when they become effective. Since the Company does not have any such transaction, this amendment does not have any effect of the financial statements of the Company.

Appendix B to Ind AS 21 Foreign Currency Transactions and Advance Consideration

The Appendix clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine the transaction date for each payment or receipt of advance consideration.

Entities may apply the Appendix requirements on a fully retrospective basis. Alternatively, an entity may apply these requirements prospectively to all assets, expenses and income in its scope that are initially recognised on or after:

- (i) The beginning of the reporting period in which the entity first applies the Appendix, or
- (ii) The beginning of a prior reporting period presented as comparative information in the financial statements of the reporting period in which the entity first applies the Appendix.

The Appendix is effective for annual periods beginning on or after April 1, 2018. Since the Company does not have any such transaction, this amendment does not have any effect of the financial statements of the Company.

Notes forming part of the standalone financial statements (continued)
for the year ended on 31 March 2018

(Amount in ₹)

3 Property, plant and equipment

Changes in the carrying amount of property, plant and equipment

	Plant and Equipment	Furniture and Fixtures	Total
Gross carrying amount as at 1 April 2016	575,998	994,424	1,570,422
Additions	-	-	-
Disposal/retirements/derecognition	-	-	-
Gross carrying amount as at 31 March 2017	575,998	994,424	1,570,422
Accumulated depreciation as at 1 April 2016	575,998	512,154	1,088,152
Depreciation during the year	-	62,947	62,947
Disposal/retirements/derecognition	-	-	-
Accumulated depreciation as at 31 March 2017	575,998	575,101	1,151,099
Carrying amount as at 1 April 2016	-	482,270	482,270
Carrying amount as at 31 March 2017	-	419,323	419,323
Gross carrying amount as at 1 April 2017	575,998	994,424	1,570,422
Additions	-	-	-
Disposal/retirements/derecognition	-	-	-
Gross carrying amount as at 31 March 2018	575,998	994,424	1,570,422
Accumulated depreciation as at 1 April 2017	575,998	575,101	1,151,099
Depreciation during the year	-	62,947	62,947
Disposal/retirements/derecognition	-	-	-
Accumulated depreciation as at 31 March 2018	575,998	638,048	1,214,046
Carrying amount as at 1 April 2017	-	419,323	419,323
Carrying amount as at 31 March 2018	-	356,376	356,376

Notes forming part of the standalone financial statements (continued)
for the year ended on 31 March 2018

(Amount in ₹)

	31 March 2018	31 March 2017	01 April 2016
4 Trade receivables			
<i>(Unsecured)</i>			
Trade receivables (Unsecured) :			
- Considered good	-	-	-
- Considered doubtful	585,000	585,000	585,000
	<u>585,000</u>	<u>585,000</u>	<u>585,000</u>
Less: Allowance for bad and doubtful trade receivables			
	<u>585,000</u>	<u>585,000</u>	<u>585,000</u>

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

5 Cash and cash equivalents

Cash on hand	18,210	360	7,526
Balances with banks			
- In current accounts	94,460	95,163	727,685
	<u>112,670</u>	<u>95,523</u>	<u>735,211</u>

6 Loans*(Unsecured, considered good unless otherwise stated)*

Loans and advances	-	54,249,885	65,866,188
Advance Recoverable in cash for value to be considered good	10,190,000	10,190,000	50,000
	<u>10,190,000</u>	<u>64,439,885</u>	<u>65,916,188</u>

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

7 Other current assets*(Unsecured, considered good unless otherwise stated)*

Advance to suppliers	-	68,834	83,834
Balance With Revenue Authorities (Indirect Taxes)	3,543	3,759	3,759
Preliminary Expenses	733,775	733,775	733,775
	<u>737,318</u>	<u>806,368</u>	<u>821,368</u>

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

Matra Realty Limited

Notes forming part of the standalone financial statements (continued) for the year ended on 31 March 2018

(Amount in ₹)

	31 March 2018	31 March 2017	01 April 2016
8 Share capital			
Authorised:			
3,70,00,000 (Previous year 3,70,00,000) equity shares of 5 each fully paid up	185,000,000	185,000,000	185,000,000
	185,000,000	185,000,000	185,000,000
Issued subscribed and fully paid up:			
1,22,72,580 (Previous year 1,22,72,580) equity shares of 5 each fully paid up	61,362,900	61,362,900	61,362,900
	61,362,900	61,362,900	61,362,900

8.1 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.

8.2 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:

Particulars	As at 31 March 2017		As at 31 March 2016	
	Number of shares	(₹)	Number of shares	(₹)
Equity shares				
At the beginning of the year	12,272,580	61,362,900	12,272,580	61,362,900
Add: Shares issued on exercise of employee stock options	-	-	-	-
Outstanding at the end of the year	12,272,580	61,362,900	12,272,580	61,362,900

8.3 Number of equity shares held by each shareholder holding more than 5% shares in the Company are as follows:

Name of the shareholders	Number of shares as at 31 March 2018	% of shares held	Number of shares as at 31 March 2017	% of shares held
Nil	-	0.00%	-	0.00%

Notes forming part of the standalone financial statements (continued)
for the year ended on 31 March 2018

(Amount in ₹)

	31 March 2018	31 March 2017	01 April 2016
9 Deferred tax liability (Net)			
- Deferred tax liability	240,560	207,868	2,265
	<u>240,560</u>	<u>207,868</u>	<u>2,265</u>
Refer note 24 for further disclosures.			
10 Borrowings			
Short Term Borrowings	12,290,991	12,207,897	13,900,000
	<u>12,290,991</u>	<u>12,207,897</u>	<u>13,900,000</u>
Notes: borrowings are measured at amortised cost.			
11 Trade payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	1,010,139	286,334	287,266
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-
	<u>1,010,139</u>	<u>286,334</u>	<u>287,266</u>
Notes: Trade Payable are measured at amortised cost.			
12 Other current financial liabilities			
Outstanding Liabilities	244,055	240,512	229,012
Employee Benefit Expenses Payable	37,345	22,345	67,345
Unclaimed dividend (refer note (i))	36,622	36,622	36,622
Rent payable	28,000	28,000	28,000
	<u>346,022</u>	<u>327,479</u>	<u>360,979</u>
13 Other current liabilities			
Statutory remittances	9,000	9,000	9,000
	<u>9,000</u>	<u>9,000</u>	<u>9,000</u>

Notes forming part of the standalone financial statements (continued)
for the year ended on 31 March 2018

(Amount in ₹)

	31 March 2018	31 March 2017
14 Employee benefits expense		
Salaries, Bonus, PF & ESIC	15,000	10,000
	<u>15,000</u>	<u>10,000</u>
15 Other expenses		
Audit Expenses (Refer note (i))	11,800	11,500
Bank Charges	722	351
Legal and Professional Fees	23,600	82,027
Rent, Rates & Taxes	-	128,000
Publication , Printing & Stationery	13,125	65,713
Custodian Fees	732,272	64,600
Filing Fees	4,200	11,742
Other Administrative Expenses	14,626	30,524
Directors Sitting fees	2,000	-
Sundry Balances written-off	54,309,885	-
	<u>55,112,230</u>	<u>394,457</u>
Note:		
(i) Breakup of Auditors Remuneration		
Particulars		
Audit Fees	11,800	11,500
	<u>11,800</u>	<u>11,500</u>

16 Financial Instruments**16.1 Financial Instruments by category**

The carrying value of financial instruments by categories as on 31 March 2018 are as follows:

Particulars	Amortised cost	FVTPL	FVTOCI	Total carrying value
Assets				
Trade receivables	585,000	-	-	585,000
Cash and cash equivalents	112,670	-	-	112,670
Loans	10,190,000	-	-	10,190,000
Total Assets	10,887,670	-	-	10,887,670
Liabilities				
Borrowings	12,290,991	-	-	12,290,991
Trade payables	1,010,139	-	-	1,010,139
Other financial liabilities	346,022	-	-	346,022
Total Liabilities	13,647,152	-	-	13,647,152

The carrying value of financial instruments by categories as on 31 March 2017 are as follows:

Particulars	Amortised cost	FVTPL	FVTOCI	Total carrying value
Assets				
Trade receivables	585,000	-	-	585,000
Cash and cash equivalents	95,523	-	-	95,523
Loans	64,439,885	-	-	64,439,885
Total Assets	65,120,408	-	-	65,120,408
Liabilities				
Borrowings	12,207,897	-	-	12,207,897
Trade payables	286,334	-	-	286,334
Other financial liabilities	327,479	-	-	327,479
Total Liabilities	12,821,711	-	-	12,821,711

Notes forming part of the standalone financial statements (continued)
for the year ended on 31 March 2018

16.1 Financial Instruments by category (continued)

The carrying value of financial instruments by categories as on 1 April 2016 are as follows:

Particulars	Amortised cost	FVTPL	FVTOCI	Total carrying value
Assets				
Trade receivables	585,000	-	-	585,000
Cash and cash equivalents	735,211	-	-	735,211
Loans	65,916,188	-	-	65,916,188
Total Assets	67,236,398	-	-	67,236,398
Liabilities				
Borrowings	13,900,000	-	-	13,900,000
Trade payables	287,266	-	-	287,266
Other financial liabilities	360,979	-	-	360,979
Total Liabilities	14,548,245	-	-	14,548,245

16.2 Fair value hierarchy

Fair value of financial assets and financial liabilities measured at amortised cost :

The management believes that the fair values of current financial assets (e.g., cash and cash equivalents, trade receivables, loans and others and current financial liabilities (e.g. borrowings, trade payables and other payables excluding derivative liabilities) approximate their carrying amounts largely due to the short term nature.

Fair value of financial assets measured at FVTPL :

The management believes that the fair values of investment approximate their carrying amount. Fair value of which is measured at level 3.

16.3 Financial risk management

The Company's activities exposes it to market risks, credit risks and liquidity risks. The Company's management have overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risks are reviewed regularly to reflect changes in market conditions and the company's activities.

The Company has exposure to the following risks arising from financial instruments :

a. **Credit risk**

Credit risk is the risk of financial losses to the Company if a customer or counterparty to financial instruments fails to discharge its contractual obligations. It arises primarily from the Company's receivables from customers. To manage this, the Company periodically assesses the key accounts receivable balances. As per Ind-AS 109 : Financial Instruments, the Company uses expected credit loss model to assess the impairment loss or gain.

The carrying amount of trade and other receivables and other financial assets represents the maximum credit exposure.

i. **Trade receivables**

The management has established accounts receivable policy under which customer accounts are regularly monitored. The management reviews status of critical accounts on a regular basis. The Company measures the expected credit loss of trade receivables based on historical trend. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered. Thus, there is no movement in the provision in impairment allowance.

16.3 Financial risk management (continued)

Trade receivables that were not impaired

Particulars	Carrying amount		
	31 March 2018	31 March 2017	01 April 2016
Less than 180 days	-	-	-
More than 180 days	585,000	585,000	585,000
Total	585,000	585,000	585,000

iii. **Financial instruments and Cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's management. Company monitors rating, credit spreads and financial strength of its counter parties. Based on ongoing assessment Company adjust it's exposure to various counterparties.

b. **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has a view of maintaining liquidity and to take minimum possible risk while making investments. The Company monitors its cash and bank balances periodically in view of its short term obligations associated with its financial liabilities.

Notes forming part of the standalone financial statements (continued)
for the year ended on 31 March 2018

The liquidity position at each reporting date is given below:

Particulars	31 March 2018	31 March 2017	01 April 2016
Cash and cash equivalents	112,670	95,523	735,211
Total	112,670	95,523	735,211

The following are the remaining contractual maturities of financial liabilities as on 31 March 2018.

Particulars	Repayable on demand	Less than one year	More than one year	Total
Borrowings	-	12,290,991	-	12,290,991
Trade payables	-	1,010,139	-	1,010,139
Other financial liabilities	36,622	309,400	-	346,022

The following are the remaining contractual maturities of financial liabilities as on 31 March 2017.

Particulars	Repayable on demand	Less than one year	More than one year	Total
Borrowings	-	12,207,897	-	12,207,897
Trade payables	-	286,334	-	286,334
Other financial liabilities	36,622	290,857	-	327,479

The following are the remaining contractual maturities of financial liabilities as on 01 April 2016.

Particulars	Repayable on demand	Less than one year	More than one year	Total
Borrowings	-	13,900,000	-	13,900,000
Trade payables	-	287,266	-	287,266
Other financial liabilities	36,622	324,357	-	360,979

16.3 Financial risk management (continued)

c. Market risk

Market risk is a risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. Market risk comprises three types of risk interest rate risk, currency risk and other price risk such as equity price risk. Financial instruments affected by market risk include borrowings, trade and other payables, loans, trade and other receivables, deposits with banks.

i. Foreign currency risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. Company transacts business in its functional currency (INR). The company financial exposure is as follows:

The following is the Company's exposure to currency risk from financial instruments:

Particulars	US Dollars	Equivalent INR
As at 31 March 2018		
Liabilities		
Assets		
Total net liability (asset)	-	-
As at 31 March 2017		
Liabilities		
Assets		
Total net liability (asset)	-	-
As at 1 April 2016		
Liabilities		
Assets		
Total net liability (asset)	-	-

Foreign currency sensitivity on unhedged exposure

Financial Year	Foreign currency	Change in foreign currency rates	Effect on profit before tax	Effect on pre-tax equity
For 31 March 2018	USD		-	-
For 31 March 2017	USD		-	-

ii. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

17 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018, 31 March, 2017 and 1 April 2016.

Notes forming part of the standalone financial statements (continued)
for the year ended on 31 March 2018

(Amount in ₹)

18 Explanation of transition to Ind AS

These financial statements, for the year ended 31 March 2018, are the first financial statements, the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with Indian GAAP.

Accordingly, the Company has prepared financial statements which comply with Ind As applicable for periods ending 31 March 2018, together with the comparative period data as at and for the year ended 31 March 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening Balance Sheet was prepared as at 1 April 2016, the Company's date of transition to Ind AS. This note explains the principal exemptions, exception applied and adjustments made by the Company in restating its Indian GAAP financial statements, including the Balance Sheet as at 1 April 2016 and the financial statement as at and for the year ended 31 March 2017.

Exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has elected to apply the following exemptions:

1. Property, plant and equipment and intangible assets

The Company has elected to continue with the carrying value for all of its property, plant and equipment & intangible assets as recognised in its Indian GAAP financials as deemed cost at the transition date.

Exceptions applied

1. Estimates

Upon an assessment of the estimates made under Indian GAAP, the Company has concluded that there was no necessity to revise such estimates under Ind AS, except where estimates were required by Ind AS and not required by Indian GAAP.

There were no adjustments under Ind AS affecting the equity as at 31 March 2017 and 01 April 2016. Accordingly, profit also was not impacted. As there is no change in profit and equity of the company, no equity and profit reconciliation is required to be presented on account of transition to Ind AS.

There are no material adjustments to the cash flow statements

19 Disclosure as per the requirement of section 22 of the Micro, Small and Medium Enterprise Development Act, 2006:

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the company. There are no overdue principal amounts/ interest payable for delayed payments to such vendors on the Balance Sheet date. There is no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

20 Operating segment

The Company's operating business predominantly relates to trading of coking coal and LAM Coke and hence the Company has considered "Trading coking coal and LAMC" as the single reportable segment.

21 Related party disclosures

A. List of Key Management Personnel :

Key Management Personnel (KMP)	Mrs. GITA DEVI AGARWAL	Chairman
	Mr. PRADEEP KUMAR AGARWAL	Director
	Mr. RAJENDRA MANSUKHLAL SHAH	Director

B. Compensation to key management personnel :

Particulars	FY 2017-18	FY 2016-17
Short term employee benefits	-	-
Sitting Fees	2,000	-
Post-employment benefits	-	-
Other long-term benefits	-	-
Total Compensation to key management personnel	2,000	-

Note:

As the post-employment benefits is provided on an actuarial basis for the Company as a whole, the amount pertaining to key management personnel is not ascertainable and therefore not included above.

Notes forming part of the standalone financial statements (continued)
for the year ended on 31 March 2018

22 Basic and diluted earnings per share

Particulars		FY 2017-18	FY 2016-17
Nominal value per equity share	₹	5.00	5.00
Profit for the year		(55,222,869)	(673,007)
Weighted average number of equity shares	No. of shares	12,272,580	12,272,580
Earnings per share - Basic	₹	(4.50)	(0.05)
Earnings per share - Diluted	₹	(4.50)	(0.05)

23 Net debt reconciliation and movement (Amendment to Ind AS 7)

Position of borrowings

Particulars	FY 2017-18 (₹)	FY 2016-17 (₹)
Current borrowings	12,290,991	12,207,897
Position of borrowings	12,290,991	12,207,897

Movement in borrowings

Particulars	Amount in (₹)
As at 31 March 2017	12,207,897
Borrowed during the year	83,094
Repaid during the year	-
Any other item	-
As at 31 March 2018	12,290,991

24 Income taxes

The income tax expense consists of following:

Particulars	FY 2017-18 (₹)	FY 2016-17 (₹)
Tax expense		
Current tax	-	-
MAT credit entitlement	-	-
Deferred tax (benefit) / charge	32,692	205,603
Total tax expense	32,692	205,603
Other comprehensive income		
Income tax on items that will not be reclassified to profit or loss	-	-
Income tax on items that will be reclassified to profit or loss	-	-
Income tax expense reported in the statement of other comprehensive income	-	-

The deferred tax relates to origination/reversal of temporary differences.

The reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in Statement of Profit or Loss is as follows:

Particulars	FY 2017-18 (₹)	FY 2016-17 (₹)
Profit before tax	(55,190,177)	(467,404)
Indian statutory income tax rate	29.87%	29.87%
Expected tax expense	(16,485,306)	(139,614)
Tax Effect of adjustments to reconcile expected income tax expense to reported income tax expense		
Effects of exemptions, allowances, deductions and unrecognised deferred tax assets	16,517,998	345,217
Total tax expense as per P&L	32,692	205,603

Deferred Tax**Item wise movement in deferred tax expense recognised in profit or loss / OCI**

Particulars	FY 2017-18 (₹)	FY 2016-17 (₹)
-Excess of depreciation/amortisation on fixed assets under income-tax law over depreciation/amortisation provided in accounts	-	-
Total expenses	-	-
- Recognised in Profit or Loss	32,692	205,603
- Recognised in Other Comprehensive Income	-	-
	32,692	205,603

The gross movement in the deferred tax for the year ended 31 March 2018 and 31 March 2017 is as follows:

Particulars	FY 2017-18 (₹)	FY 2016-17 (₹)
Net deferred tax asset / (liability) at the beginning	207,868	2,265
Effect relating to temporary differences	32,692	205,603
Net deferred income tax asset at the end	240,560	207,868

Unrecognised deferred tax and their tax effects are as follows:

Particulars	31 March 2018 (₹)	31 March 2017 (₹)	01 April 2016 (₹)
Unabsorbed depreciation (no expiry)	46567	52025	58265
Total	46567	52025	58265
Tax effect of above	13,910	15,540	17,404

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

As Per our Report of even date attached

For SARP & Associates

Chartered Accountants

Firm Registration Number:007375C

For Matra Realty Limited

Sd/-

Shailesh Agarwal

Partner

Membership No. 063220

Sd/-

PRADEEP KUMAR AGARWAL

(Director)

DIN No. 07147139

Sd/-

RAJENDRA MANSUKHLAL SHAH

(Director)

DIN No. 07972469

Place: Kolkata

Date: 30 May 2018

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

Registered Office: - OFFICE No.103-HUBTOWN SOLARIS,TELI GALI, OFF NS PHADKE
MARG ,SAIWADI,ANDHERI EAST MUMBAI MUMBAI CITY MH 400069 INDIA

CIN: L27200MH1985PLC036369 • Tel.: 022-66067200 • 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 33rd Annual General meeting of Matra Realty Limited held at on Saturday 29th September, 2018 at 10.00 A.M. at Shivam party Hall, Plot No.44-47, RSC-13, MangalMurty 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

Registered Office: - OFFICE No.103-HUBTOWN SOLARIS,TELI GALI, OFF NS PHADKE MARG ,SAIWADI,ANDHERI EAST MUMBAI MUMBAI CITY MH 400069 INDIA

CIN: L27200MH1985PLC036369 • Tel.: 022-66067200 • 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: DP ID:

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 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the33rdAnnual General Meeting/ Extraordinary general meeting of the company, to be held on the 29th day of september,2018 At 10.00. A.M at Shivam party Hall, Plot No.44-47, RSC-13, MangalMurty 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, 2018 together with the Reports of the Board of Directors and Auditors thereon
2	To appoint M/S SARP & ASSOCIATES, Chartered Accountants (Firm Registration No.007375C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of the next Annual General Meeting (AGM)

SPECIAL BUSINESS:

Resolution No.	Resolution
3	To Appointment of Mr.PradeepKumarAgarwalas an Executive Director of the Company
4	To Appointment of Mr.RajendraMansukhlalShahas an Executive Director of the Company
5	To Appointment of Smt. Gita Devi Agarwalas aNon ExecutiveIndependent Director of the Company

Signed this.....day of..... 2018

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 FOUR ANNUAL GENERAL MEETING of the Company.

FORM NO. MGT.12**Polling Paper****MATRA REALTY LIMITED**

Registered Office: - OFFICE No.103-HUBTOWN SOLARIS, TELI GALI, OFF NS PHADKE
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BALLOT PAPER (33rd 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, 2018 together with the Reports of the Board of Directors and Auditors thereon			
2	To appoint M/S SARP & ASSOCIATES, Chartered Accountants (Firm Registration No.007375C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of the next Annual General Meeting (AGM)			
3	To Appointment of Mr. PradeepKumarAgarwal as an Executive Director of the Company			
4	To Appointment of Mr.RajendraMansukhlalShahas an Executive Director of the Company			
5	To Appointment of Smt. Gita Devi Agarwalas aNon ExecutiveIndependent Director of the Company			

Place:

Date:

(Signature of the shareholder)

Registered Post/Courier

If Undelivered please return to:

MATRA REALTY LIMITED

CORPORATE OFFICE:OFFICE No.103-HUBTOWN \

SOLARIS,TELI GALI, OFF NS PHADKE MARG

\SAIWADI,ANDHERI EAST MUMBAI

MUMBAI CITY MH 400069 INDIA