

22nd

ANNUAL REPORT

2013-2014

MATRA KAUSHAL ENTERPRISE LIMITED

CONTENTS

1. Corporate Information
2. Notice of Annual General Meeting
3. Director's Report
4. Annexure to Director's Report
5. Report on Corporate Governance
6. Certificate on Corporate Governance
7. Management Discussion and Analysis
8. Auditor's Report
9. Annexure to Auditor's Report
10. Balance Sheet
11. Profit and Loss Account
12. Cash Flow Statement
13. Notes to Accounts
14. Significant Accounting Policies
15. Proxy Form & Attendance Slip
16. Ballot Paper

BOARD OF DIRECTORS

: **Mr. Ramesh Chandra Partani**
Managing Director

Mrs. Premalatha Partani
Director

Mr. Dennis Alwares
Independent Director

Mr.Suresh Chandra Partani
Director

REGISTERED OFFICE

: 702 E Al Karim Trade Centre
Ranigunj, Secunderabad 500 003.

AUDITORS

: **M/s. S.K.Bang & Co.,**
Chartered Accountants,
Hyderabad

BANKERS

: **State Bank of India**
M.G.Road, Secunderabad

**REGISTRAR & SHARE
TRANSFER AGENTS**

: **M/s. Aarthi Consultants Pvt Ltd**
1-2-285, Domalguda, Hyderabad-500029.
Email Id: info@arthiconsultants.com
Phone: 040- 27638111/4445
Fax No : 040-27632184

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Company will be held on Tuesday 30th September, 2014 at 11.00 A.M at the Hotel Balajee Adjacent to Ranigunj Bus Stop, Ranigunj, Secunderabad 500 003 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the P & L Account for the year ended on that date together with the Report of Directors' and Auditors, thereto.
2. To appoint Auditors to hold office from the conclusion of this meeting till the conclusion of next AGM and to fix their remuneration 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 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable, S.K.Bang & Co., Chartered Accountants , be appointed as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 27th Annual General Meeting (AGM) of the Company, subject to ratification by members every year on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company.”

3. To appoint Mrs. Premlatha Partani, (DIN : 02200569) as Director, subject to retire by rotation and in this regard to consider and if thought fit , to pass, with or without modification (s) , the following resolution as an ordinary resolution:

“**RESOLVED THAT** Mrs. Premlatha Partani, (DIN: 02200569), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director pursuant to Section 152 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. To appoint Mr. Alvares Denis Aloysius, (DIN : 02260793) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Alvares Denis Aloysius, (DIN : 02260793), who was earlier appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the of 27th Annual General Meeting of the Company in the Calendar Year 2019-2020.”

5. To consider and if thought fit, to pass with or without modification the following resolution which is proposed as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) of Companies Act, 2013 or any amendment or modifications thereof, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company, to borrow and raise such sum or sums of money from time to time as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital of the Company and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, subject to the proviso that such borrowing shall not exceed Rs. 30,00,00,000 (Rupees Thirty Crores only) over and above the aggregate of the paid-up capital of the Company and its free reserves and shall exclude all temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

For and on behalf of the board

M/s. MATRA KAUSHAL ENTERPRISE LIMITED

Sd/-

**Ramesh Chandra Partani
Managing Director**

Place: Secunderabad

Date: 08-09-2014

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. Proxies, in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
2. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto in respect of special resolution.
3. The Register of Members and Share Transfer Books of the Company will be closed from 24-09-2014 to 30-09-2014 (Both days inclusive).
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
5. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e Electric /Telephone Bill, Driving License or a copy of passport and Bank particulars to the company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants.
6. A Member desirous of receiving any information on the accounts or operations of the company is requested to forward his/her queries to the Company at least 7 working days prior to the meeting, so that the required information can be made available at the meeting.
7. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to send the same to the office of the Registrar and Transfer Agent of the Company.
8. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Pvt Ltd, Share Transfer Agents of the Company for their doing the needful.
11. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of Section 20 of the Companies Act, 2013. Keeping in view shareholders are requested to update their E-Mail ID with their DP.

12. The Company is pleased to provide E-Voting facility through Central Depository Services (India) Limited as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of the 22nd Annual General Meeting. The Shareholders holding shares as on 29th August, 2014, being the cut off date, may participate in E-voting.

The instructions for members for voting electronically are as under:

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on “Shareholders” tab.
- c) Now enter your User ID

For Members holding shares in Demat Form	For Members holding shares in Physical Form
For NSDL: 8 Character DP ID followed by 8 Digits Client ID, For CDSL: 16 digits beneficiary ID,	Folio Number registered with the Company

- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.
- f) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0’s before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is ‘RA00001234’. NSDL Account holder name is Rahul Mishra and DP ID. is IN300000 and client ID 12345678 then default value of PAN is ‘RA123445678’.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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 August 29, 2014 in the Dividend Bank details field.</p>

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Members holding shares in Physical form will then reach directly to the voting screen.
- i) 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.
- If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- j) Click on the relevant EVSN for the “**Matra Kaushal Enterprise Limited**” on which you choose to vote.
- k) On the voting page, you will see Resolution Description and against the same the option ‘YES/NO’ for voting. Enter the number of shares (which represents number of votes) under YES/NO.
- l) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Notice of the Annual General Meeting.
- m) 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.
- n) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p) Note for Non-Individual Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- q) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
13. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form and not casting their vote electronically, may cast their vote at the Annual General Meeting.
14. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock 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 Chairperson of the Company.

15. The results shall be declared on 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.unistab.com and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company on September 30, 2014 and communicated to the BSE Limited.
16. The E Voting period starts from Wednesday 24th September, 2014 and ends on Friday 26th September, 2014 and the timings are 10.00 AM to 6.00 PM IST. The E Voting module shall be disabled by CDSL for voting thereafter.
17. Ballot Form -In terms of Clause 35B of the Listing Agreement, those members, who do not have access to e-voting facility, may send their assent or dissent in writing on the Ballot Form attached with this AGM Notice so as to reach the Scrutinizer at the address mentioned therein on or before September 24, 2014. Any Ballot Form received after this date will be treated as invalid if the reply from the member has not been received.

If any member exercises both e-voting and in writing through Ballot Form, then Scrutinizer will consider only the e-voting.

Members are requested to read the instructions given below:

- I. The Ballot Form should be completed and signed by the sole/first named member. In case of joint holding, this Form should be completed and signed by the first named member and in his absence by the next named joint holder. The signature of the member on this Ballot Form should be as per the specimen signature registered with the Company or furnished by Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
- II. In case of shares held by Companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attached specimen signature(s) of the duly authorized signatories.
- III. Member holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank/DP by affixing a rubber stamp/seal mentioning name and address of the Bank/DP and name, stamp and signature of the Manager.
- IV. Member are requested not to send any other paper along with the Ballot Form and any other paper found in the envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- V. The votes should be cast in favour or against the Resolution putting the tick mark (✓) in the column for assent or dissent. Ballot form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled Ballots will be subject to rejection by the Scrutinizer.
- VI. There will be one Ballot Form for every Folio/Client ID irrespective of the number of the joint holders.

VII. The Ballot shall not be exercised by a Proxy.

Ballot Form – Votes will be considered invalid on the following grounds:

- (i) If the member's signature does not tally .
- (ii) If the member has marked all his shares both in favour and also against the resolutions
- (iii) If the Ballot paper is unsigned.
- (iv) If the Ballot paper filled in pencil or signed in pencil.
- (v) If the Ballot paper received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.

VIII. The Scrutinizer's decision on the validity of the Ballot will be final.

IX. Address of Scrutinizer : Mr.Y.Koteswara Rao, Scrutinizer, Matra Kaushal Enterprise Limited , 702 E, Al Karim Trade Centre, Ranigunj Secunderabad 500 003

**For and on behalf of the board
M/s. Matra Kaushal Enterprise Limited**

**Place: Secunderabad
Date: 08-09-2014**

**Sd/-
Ramesh Chandra Partani
Managing Director**

EXPLANATORY STATEMENT
(Pursuant to Section 102 (1) of the Companies Act, 2013)

ITEM NO.4

Mr. Alvares Denis Aloysius, (DIN: 02260793), is a Non-Executive Independent Director who retires at the ensuing Annual General Meeting. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed Company.

It is proposed to appoint Mr. Alvares Denis Aloysius as Independent Director under Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges to hold office for five consecutive years for a term upto the conclusion of the 27th Annual General Meeting of the Company.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation. The Company has received a declaration from Mr. Alvares Denis Aloysius that he meets with criteria of Independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Alvares Denis Aloysius is proposed to be appointed as an Independent Director and he fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement and that the proposed Director is Independent of Management.

Mr. Alvares Denis Aloysius possesses appropriate skills, experience and knowledge, inter alia, in the field of finance, hence keeping in view his vast experience and knowledge, it will be in the interest of the Company that Mr. Alvares Denis Aloysius is appointed as Independent Director.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

Your Directors commend the Resolution for your approval.

ITEM NO.5

As per the provisions of Section 180 of the Companies Act, 2013 borrowing powers of the board shall be passed by the Members by way of Special resolution. In order to expand the operations and better functioning it was proposed to borrow funds from the various financial institutions.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Your Directors commend the Resolution for your approval.

DIRECTORS' REPORT

To
The Members
Matra Kaushal Enterprise Limited
Secunderabad

The Directors present here with the 22nd Annual Report and accounts of the Company for the year ended 31st March, 2014 together with the Auditors Report thereon.

FINANCIAL RESULTS:

(Rupees in Lacs)

	31-03-2014	31-03-2013
Income from Operations	919.56	1087.70
Profit before Interest & Depreciation	44.43	(8.29)
Less: Interest	0	0.76
Profit before Depreciation	44.43	(9.05)
Less: Depreciation	1.65	1.90
Profit after Depreciation	46.09	(10.95)
Less: Income Tax & FBT for the Current Year	8.52	0
Profit after Tax	37.56	(10.95)
Balance of profit brought forward from previous period	(2.99)	(334.50)
Amount available for appropriation	34.57	(345.45)
Balance carried Over	34.57	(345.45)

Reasons for variations in achievement during the year vis-à-vis the projection have been discussed under the head "Operations".

OPERATIONS:

Your directors wish to inform the share holders that the Company's sales have decreased from Rs 1087.70 Lakhs to Rs 919.55 lakhs for the year ended 31st March 2014 due to adverse market conditions and slack in demand.

SUB-DIVISION OF SHARES:

During the year the Company sub divided the equity shares, such that the each equity share having nominal value of Rs.10/- (Rupees Ten) each was sub-divided into 10 (Ten) Equity Shares having nominal value of Re.1/- (Rupee One) each fully paid-up in the Extra Ordinary General Meeting held on 28th March, 2014. Further pursuant to the Sub-Division of Equity Shares of the Company, the Authorized, Issued, Subscribed and Paid Up Equity Share of nominal value of Rs.10/- each, stands sub-divided into 10 (Ten) Equity Shares of nominal value of Re.1/- each

FUTURE OUTLOOK:

Your directors have initiated several measures by strengthening the marketing force to increase the sales revenue for several new models of Voltage Stabilizers which have been added to the existing range. These new models have been very well received in market. Your Board has planned to import and launch Domestic Appliances and health products to increase the market share.

DIVIDEND:

In view of the carried forward losses your Directors are unable to recommend dividend for the year under review.

DIRECTORS:

The Total number of Directors of the Company as on 31st March, 2014 was 5. Out of which 2 were Independent Directors. Mr.Dhirendra Kumar Jain, Independent Director resigned as the Director of the Company with effect from 27th May, 2014.

AUDITORS:

Mr. T.P.Rao the former Statutory Auditor passed away hence M/s. S.K.Bang & Co., Chartered Accountants were appointed under the Casual Vacancy in the Office of the Auditor by the Board of Directors of the Company. Further the Balance Sheet, Profit & Loss Account along with the Audit Report were audited and certified by Late.T.Prasad Rao.

The appointment of M/s. S.K.Bang & Co., Chartered Accountants is proposed to the Members in the Notice of the current AGM vide item no. 2. You are requested to consider their appointment.

LISTING:

The Company received the Listing and Trading approval from the Bombay Stock Exchange on 25th October, 2013.

PARTICULARS OF EMPLOYEES:

During the year under review, there were no employees drawing salaries equal or more than the limits laid Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended.

DEPOSITS:

The Company has not accepted any deposits from the public within the meaning of Section 73 of Companies Act, 2013.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNICAL ABSORPTION FOREIGN EXCHANGE EARNING AND OUTGO

The details of energy conservation, technology absorption and foreign exchange earnings and outgo as required under Sec.134 (3) (m) of the Companies Act 2013, read with the Companies (disclosure of particulars, in the report of Board of Directors) Rules 1988 are given in the Annexure-A forming part of this report.

CORPORATE GOVERNANCE:

Pursuant to clause 49 to listing Agreement with the stock exchange separate section titled 'Corporate Governance' has been attached to this annual report in Annexure B. A Certificate from T.P.Rao, former Statutory Auditor of the Company regarding compliance of the conditions of corporate Governance stipulated in the listing agreement with stock exchanges was issued on 30th May, 2014 and the same is annexed to and from part of the Annual Report in Annexure C

INDUSTRIAL RELATION:

Industrial relations remain cordial throughout the year and your Directors express their deep gratitude to all the employees. The Company is pursuing its policy to provide a congenial working environment at work place.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report is annexed as Annexure D as a part of the Annual Report.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act 2013 with respect to Directors Responsibility Statement, it is hereby confirmed.

- (i) That in the preparation of the Annual Accounts for the financial year ended March 31, 2014 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (ii) That the Directors had selected such accounting policies and applied them Consistently and made judgments and estimates that were reasonable and prudent, so as to give us true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- (iii) That the Directors had taken proper and sufficient care for the maintenance 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.
- (iv) That the Directors had prepared the accounts for the financial year ended March 31, 2014 on a `going concern` basis.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their grateful appreciation for the co-operation and assistance by Central and State Governments, Banks, Suppliers and business associates as well as shareholders. Your Directors also place on record their appreciation for the devoted services rendered by all employees.

**For and on behalf of the board
M/s. Matra Kaushal Enterprise Limited**

**Place: Secunderabad
Date: 08-09-2014**

**Sd/-
Ramesh Chandra Partani
Managing Director**

**Sd/-
Suresh Partani
Director**

Annexure A

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:

The required information as per Sec.134 (3) (m) of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- | | | |
|---|---|-----|
| 1. Research and Development (R&D) | : | NIL |
| 2. Technology absorption, adoption and innovation | : | NIL |

C. Foreign Exchange Earnings and Out Go:

- | | | |
|---------------------------|---|-----|
| Foreign Exchange Earnings | : | NIL |
| Foreign Exchange Outgo | : | NIL |

Annexure B

CORPORATE GOVERNANCE REPORT

Introduction

Your Company has complied with the applicable requirements of the revised Clause 49. A report for the financial year ended 31st March, 2014 on the implementation of the Corporate Governance Code of the Listing Agreement by the Company, is furnished below.

1. Company's Philosophy on code of governance

The company believes that strong corporate governance is indispensable for healthy business growth and to be resilient in a vibrant capital market and is an important instrument of investor protection.

2. Board of Directors

- a) The Board of Directors of the Company has an optimum combination of executive and non-executive Directors as envisaged in Clause 49 of the Listing Agreement.
- b) 7 Board Meetings were held during the year 2013-2014. Your Company has complied with all the requirements in terms of Listing Agreement and Companies Act, 1956 in respect of Board Meetings. The dates on which the Meetings were held are as follows:

S.No	Dates of Board Meeting
1.	29-05-2013
2.	12-08-2013
3.	16-08-2013
4.	05-09-2013
5.	15-11-2013
6.	11-02-2014
7.	24-02-2014

Name of the Director	Category (Promoter/ Executive/ Non- Executive)	No of other Directorships	No. of Committees in which member	Number of Board meetings attended	Whether attended last AGM
Mr.Ramesh Chandra Partani	Promoter and Managing Director	1	NIL	7	Yes
Mr. Suresh Chandra Partani	Non-Executive Director	1	NIL	7	No
Mr. Dennis Alwares	Non-Executive Independent Director	1	NIL	7	No
Mrs. Premalatha Partani	Promoter and Director	1	NIL	7	Yes
Mr.Dhirendra Kumar Jain	Non-Executive Independent Director	1	NIL	7	No

c) Board's Procedure

Agenda papers along with explanatory statements were circulated to the Directors in advance for each of these meetings. All relevant information as per Clause 49 of the Listing Agreement was placed before the Board from time to time.

d) Pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the company.

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company.

3. Code of Conduct

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

4. Audit Committee

Adhering to the principles envisaged in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 and Section 177 of the Companies Act, 2013 the Audit Committee was constituted as under:

The constitution of the Committee and the attendance of each member of the Committee are given below:

Name of the Director	Designation	Nature of Directorship	No. meetings attended
Mr.Dhirendra Kumar Jain	Chairman	Non-Executive and Independent Director	4
Mr.Suresh Chandra Partani	Member	Non-Executive Director	4
Mr.Alvares Denis	Member	Non Executive and Independent Director	4

During the year under review Four (4) meetings were held

S.No	Dates of Board Meeting
1.	29-05-2013
2.	12-08-2013
3.	15-11-2013
4.	11-02-2014

Terms and reference of the Audit Committee include a review of

- Financial reporting process
- Draft financial statements and auditor's report (before submission to the Board)
- Accounting policies and practices
- Internal controls and internal audit systems
- Risk management policies and practices
- Related party transactions
- Internal audit reports and adequacy of internal audit function

The Audit Committee reviews the un-audited quarterly, half-yearly and yearly financial results with the Management before the same are submitted to the Board for its consideration and approval.

The role of the audit committee includes inter alia, recommending the appointment and removal of the external auditor, discussion of the audit plan, fixation of audit fee and also approval of payment of fees for any other services.

The Chairman of the Audit Committee is always present at the Annual General Meeting to give clarifications, if any, required by the members thereat.

All the members including the Chairman have adequate financial and accounting knowledge.

5. Remuneration Committee

The Company has constituted Remuneration Committee to decide, fix the remuneration payable to the Managing / Whole time Directors of the Company.

However, the remuneration of the Managing / Whole time Director is subject to approval of the Board, and of the Company in the General Meeting and such approvals as may be necessary.

A. Composition

The Remuneration Committee consists of the following Directors:

Name of the Director	Designation	Nature of Directorship
Mr.Dhirendra Kumar Jain	Chairman	Non-Executive and Independent Director.
Mr.Suresh Chandra Partani	Member	Non-Executive Director
Mr. Dennis Alwares	Member	Non-Executive and Independent Director

B. Brief description of terms of reference

The Remuneration Committee shall function in accordance with the terms of reference made by the Board of Directors, which are given as follows:

1. To fix the remuneration packages of Managing Director, etc.,
2. To decide on the elements of remuneration package of all the Directors i.e., salary, benefits, bonus, stock options, pension etc.”

6. Details of remuneration to the directors for the Year

Details of remuneration paid to Directors are given below:

Name of The Director	Relationship with other Directors	Business relationship with company, if any	Loans & Advances from company	Remuneration paid during 2013-14 (Rs. in lakhs)			
				Sitting fees	Salary	Comm-ission	Total
Mr.Ramesh Chandra Partani	NA	Managing Director	Nil	None	1.0	NIL	1.0

7. Investor Grievance Committee

The Board constituted an investors' grievance committee which looks into shareholders' and investors' grievances. The following are the members of the committee:

Details of Committee members

Name of the Director	Designation	Nature of Directorship
Mr.Dhirendra Kumar Jain	Chairman	Non-Executive and Independent Director.
Mr.Suresh Chandra Partani	Member	Non-Executive Director
Mr. Dennis Alwares	Member	Non-Executive and Independent Director

Details of Complaints received/resolved

Nature of Complaint	Received	Resolved	Pending
Non Receipt of Dividends	NIL	NIL	NIL
Non Receipt of Annual Report	NIL	NIL	NIL
Non Receipt of Share Certificate sent	NIL	NIL	NIL
Total	NIL	NIL	NIL

Name and Designation of the Compliance Officer:

Mr. Ramesh Chandra Partani
Managing Director
702E, Al-Karim Trade Centre,
Ranigunj,
Secunderabad-500003

8. General Body Meetings

The details of last three Annual General Meetings are as follows:

AGM	YEAR	DATE	TIME	VENUE	SPECIAL RESOLUTIONS
21 st	2012-2013	30-09-2013	11:00 AM	702E, Al-Karim Trade Centre, Ranigunj, Secunderabad-500003	NIL
20 th	2011-2012	31-07-2012	10:00 AM	702E, Al-Karim Trade Centre, Ranigunj, Secunderabad-500003	NIL
19 th	2010-2011	30-09-2011	3:30 PM	702E, Al-Karim Trade Centre, Ranigunj, Secunderabad-500003	NIL

During the year, no resolutions were put through postal ballot.

9. Disclosures

- (a) The Company has not entered into any transaction of material nature with related parties i.e., Directors, Management, their relatives conflicting with the Company's interest.
- (b) There were no instances of non-compliance of any matter relating to the capital markets during the year under review. Hence, there have been no penalties or strictures imposed by SEBI / Stock Exchange or any other statutory authorities on matters related to capital market.

10. Means of Communication

As per the listing requirements, the Company publishes periodical financial results in leading English and Regional Newspapers.

11. General Share Holder Information

The following information would be useful to the shareholders:

A	Annual General Meeting Date Time Venue	Monday , 30 th September , 2014 11.00 AM Hotel Balajee Adjacent to Ranigunj Bus Stop Ranigunj Secunderabad 500 003
B	Financial Calendar 2014-15 (Tentative Schedule) Financial Reporting for: Quarter ending June, 30 2014 Quarter ending September 30 2014 Quarter ending December 31 2014 Quarter ending March 31 2015 Annual General Meeting for Year ended 31 st March,2015	1 st April to 31 st March Before end of 15 August, 2014 Before end of 15 November, 2014 Before end of 15 February , 2015 Before end of 15 May, 2015 Before end of September, 2015
C	Dates of Book Closure	24 th September , 2014 to 30 th September, 2014 (both days inclusive)
D	Listing on Stock Exchanges	
	Equity Shares	The Bombay Stock Exchange Limited, Mumbai
E	Demat ISIN Number	INE265N01030
F	Trading Code	MKEL
G	Scrip ID BSE	526671

H. Market Price Data: High, Low during each Month in last Financial Year:

Month	High	Low
Apr-13	12.29	11.82
May-13	15.66	12.9
Jun-13	22.85	16.4
Jul-13	49.2	23.95
Aug-13	49.15	48.25
Oct-13	541	513.05
Nov-13	557	540
Dec-13	561	531.1
Jan-14	561	531.1
Feb-14	587	523
Mar-14	569	473.5

I	Registrars and transfer agents (RTA)	M/s Aarthi Consultants Pvt Ltd. 1-2-285, Domalguda, Hyderabad –500 029. Ph:27634445, 27638111 Fax:27632184
J	Share Transfer System	The transactions of the shares held in demat and Physical form are handled by the company's Depository Registrar, M/s Aarthi Consultants Pvt Ltd.

K. Distribution of Company's Shareholdings as on 31-3-2014

Share Holding of Nominal Value		Share Holders		Share Amount	
Rs	Rs.	Numbers	% of Total	In Rs.	% of Total
	(1)	(2)	(3)	(4)	(5)
Upto	5,000	7637	94.24	838220	0.42
5,001	10,000	14	0.17	123650	0.06
10,001	20,000	20	0.25	327890	0.16
20,001	30,000	21	0.26	546350	0.27
30,001	40,000	14	0.17	534110	0.26
40,001	50,000	35	0.43	1711500	0.85
50,001	1,00,000	116	1.43	10268470	5.09
1,00,001	And above	247	3.05	187367660	92.89
	TOTAL	8104	100	201717850	100

L. According to categories of shareholders as at 31st March 2014

	Category	No. of shares held	Percentage of shareholding
A	Promoter's holding		
1.	Promoters* - Indian Promoters - Foreign Promoters	5096393	25.26
2.	Persons acting in concert #	-	
	Sub-Total	5096393	25.26
B.	Non-Promoters Holding		
3.	Institutional Investors	-	
a.	Mutual Funds and UTI	-	
b.	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non-government Institutions)	-	
c.	FII's	-	
	Sub-Total		
4.	Others		
a.	Private Corporate Bodies	4253401	21.09
b.	Indian Public	10466840	51.89
c.	NRIs/OCBs	25325	0.12
d.	Any other (please specify)	329826	1.64
	Sub-Total	15075392	74.74
	GRAND TOTAL...	20171785	100.00

M. Dematerialization of Shares

The Company's shares are Tradable compulsorily in electronic form and through Aarthi Consultants Pvt Ltd, Registrars and Share Transfer Agents. The Company has established connectivity with the Depositories i.e., Central Depository Services (India) Limited. The International Securities Identification Number (ISIN) allotted to our shares under the Depository System is INE265N01030. As on March 31, 2014, 1,98,00,911 Shares i.e 98.12% of the total paid up capital of the Company were held in dematerialized form (Demat) and the rest 3,70,874 i.e 1.83 % held in physical form.

N. Outstanding GDRs/ADRs/Warrants

There are no outstanding GDRs and or any convertible instruments warrants which have to be converted as on 31-03-2014

O. Address for Correspondence:

702 E, Al-Karim Trade Centre, Ranigunj, Secunderabad-500003

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I, Ramesh Chandra Partani, Managing Director of MATRA KAUSHAL ENTERPRISE LIMITED hereby declare that all the board members and senior managerial personnel have affirmed for the year ended 31st March 2014 compliance with the code of conduct of the company laid down for them.

Sd/-

Ramesh Chandra Partani
Managing Director

Place : Hyderabad
Date : 30-05-2014

**For and on behalf of the board
Matra Kaushal Enterprise Limited**

Sd/-

**Ramesh Chandra Partani
Managing Director**

**Place: Secunderabad
Date: 30-05-2014**

Annexure C
Certificate on Corporate Governance

To
The Members
Matra Kaushal Enterprise Limited
CIN # L29309AP1992PLC014177

We have examined the compliance of the conditions of Corporate Governance by M/s. Matra Kaushal Enterprise Limited for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said company with the BSE Limited.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the 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 my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above Listing Agreement.

I state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders / Investors Grievances Committee.

I 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 T.Prasad Rao,
Chartered Accountants
M.No.19196**

Place: Hyderabad

Sd/-

Date : 30-05-2014

Proprietor

Annexure D

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Clause 49 of the Listing Agreement, a report on Management Discussion and Analysis Report is given below:

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Your Company is engaged in Electrical Industry which is into manufacture of voltage stabilizers under the brand “**UNISTAB**” and the products are having its different broad range.

The industry has seen growing trend in requirements in last few years with continued capacity expansions/newer investments in the user industries and the force placed by the Government on the sector and the increasing participation of private sector in electricity generation. The demand for the Company’s products continues to improve considerably. The margins however, are low due to rising input costs and intense competition. We are however trying to reduce the impact by improving operational efficiencies. The actual performance may however differ as it is dependent on several factors beyond control of the Company.

FUTURE OUTLOOK

The thrust placed on the power sector and the improved demand from the user industries, bodes well for us. The margins may however be lower due to increasing raw material costs and intense competition.

RISKS & CONCERNS

Rising input costs are a matter of concern as it may not be possible to pass them on fully to the customers. The industry is turning highly competitive. Timely availability of inputs is also uncertain.

INTERNAL CONTROL SYSTEM

The Company has in place an adequate system of internal controls commensurate with the size of the Company and the nature of business to ensure efficacy of operations and also to ensure that assets are safeguarded against loss and for compliance with applicable legislation. There exists an adequate management reporting system comprising managerial reporting and analysis on various performance indicators, for corrective action as necessary.

The Company has review systems of the performance against agreed financial parameters to assess the strengths and areas of improvement at all the place of Work.

HUMAN RESOURCES

Industrial relations during the year were cordial and the Company continued to have good support of all its employees at all levels.

CERTIFICATE BY THE CHIEF EXECUTIVE OFFICER (CEO)

I, Ramesh Chandra Partani, Managing Director of **M/s. MATRA KAUSHAL ENTERPRISE LIMITED** certify:

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31 March 2014 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.
2. That there are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct;
3. That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies and;
4. That we have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement or an employee having a significant role in the company's internal control system.

Ramesh Chandra Partani
Sd/-
Managing Director

Place : Secunderabad

Date : **30-05-2014**

AUDITOR'S REPORT

To the Members of
M/s. Matra Kaushal Enterprise Limited
Secunderabad

We have audited the accompanying financial statements of M/s MATRA KAUSHAL ENTERPRISE LIMITED Formerly known as P L ENTERPRISE LIMITED. ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 2013 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:
- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 2013; Except
 - a) **AS-15 in respect to gratuity for which the company is not accounting on accrual basis and instead accounting the same on payment basis.**
 - b) **As- 6-Depreciation- In respect of depreciation for which the company is not providing as per the rates & method provided by the companies act and instead it is providing the same as per the rates prescribed under the income Tax Act.**
 - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 2013.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 2013 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For T.P.RAO & CO
Chartered Accountants
Sd/-
T.PRASADA RAO
Proprietor
Membership No. :019196

Place: Hyderabad
Date: 30-05-2014

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of M/s. MATRA KAUSHAL ENTERPRISE LIMITED Formerly known as P L ENTERPRISE LIMITED on the accounts of the company for the year ended 31st March, 2014.

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

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

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.

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

(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 2013. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 2013. Thus sub clauses (f) & (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.

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

b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lacs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 2013.
7. As per information & explanations given by the management, the Company has no internal audit system commensurate with its size and the nature of its business.
8. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess Except Income tax ,sales tax to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were outstanding statutory dues in respect of Income Tax which amounts 11,59,107 and in respect of sales tax which amounts to 12,29,653 as on 31st of March, 2014 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there no amounts payable in respect of income tax, wealth tax, sales tax, service tax, customs duty excise duty which have not been deposited on account of disputes.
10. The Company have accumulated loss and have no cash loss during the financial year covered by our audit and has cash loss in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is not trading in Shares, Mutual funds & other investments.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.

16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For T.P.RAO & CO
Chartered Accountants
Sd/-
T.PRASADA RAO
Proprietor
Membership No. :019196

Place: Hyderabad
Date: 30-05-2014

MATRA KAUSHAL ENTERPRISE LIMITED

**Formerly Known as
P L ENTERPRISE LIMITED
Balance Sheet as at 31-Mar-2014**

		In ₹ (Rupees)	In ₹ (Rupees)
		as at 31-Mar-2014	as at 31-Mar-2013
I.	EQUITY AND LIABILITIES		
1.	Shareholders' Funds		
	(a) Share Capital	201,717,850	201,717,850
	(b) Reserves and Surplus	3,456,937	(299,075)
		205,174,787	201,418,775
2.	Non-Current Liabilities		
	(a) Long-Term Borrowings	-	-
		-	-
3.	Current Liabilities		
	(a) Short-Term Borrowings	-	217,202
	(b) Trade Payables	73,399,764	9,257,673
	(c) Other Current Liabilities	9026804	10,121,154
	(d) Short term Provisions	852592	-
		-	-
		83,279,160	19,596,029
	Total	288,453,947	221,014,804
II.	ASSETS		
1.	Non-Current Assets		
	(a) Fixed Assets		
	(i) Tangible Assets	1,146,391	1,248,979
	(ii) In Tangible Assets	1,240,322	1,550,402
	(c) Non-Current Investments	3,030,500	630,500
		5,417,213	3,429,881
2.	Current Assets		

(a) Inventories	2.10	1,402,269	1,450,429
(b) Trade receivables	2.11	78,634,285	10,939,931
(c) Cash and Cash Equivalents	2.12	7,573,718	1,625,568
(d) Short-Term Loans and Advances	2.13	195,426,462	203,568,995
		283,036,734	217,584,923
Total		288,453,947	221,014,804

**As per my report of even date
attached**

**For T.P.Rao & Co
Chartered Accountants**

Sd/-
T.Prasada Rao
Proprietor
Membership No.026010

For and on behalf of the board

Sd/-
RAMESH CHANDRA PARTANI

Sd/-
SURESH PARTANI

MANAGING DIRECTOR

DIRECTOR

Place: Hyderabad
Date:30-05-2014

MATRA KAUSHAL ENTERPRISE LIMITED

Formerly Known as P L ENTERPRISE LIMITED

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

Particulars	Note No	In ₹ (Rupees) as at 31-Mar-2014	In ₹ (Rupees) as at 31-Mar-2013
I. Revenue from operations	<u>2.14</u>	91,955,680	108,769,507
II. Other Income	<u>2.15</u>	11,715,314	-
III. Total Revenue (I +II)		103,670,994	108,769,507
<u>IV. Expenses:</u>			
Cost of Goods Sold	<u>2.16</u>	89,232,228	102,783,733
Employee benefits expense	<u>2.17</u>	2,044,255	2,451,209
Finance Costs	<u>2.18</u>	123,306	174,120
Depreciation	-	165,374	190,492
Other Expenses	<u>2.19</u>	7,497,228	4,264,675
V.Total Expenses		99,062,390	109,864,229
VI.Profit /(Loss) before tax	(III - V)	4,608,604	(1,094,722)
VII. Tax expense:			
(1) Current tax		852,592	-
(2) Deferred tax		852,592	-
	VIII		

|

|

852,592	-

IX. Profit / (Loss)for the year	(VI- VIII)		
		3,756,012	(1,094,722)
X. Earning per equity share (Face value Rs.10/- each)			
(1) Basic		0.19	(0.05)
(2) Diluted		0.34	(0.10)

As per my report of even date attached

For and on behalf of the board

**For T.P Rao & Co
Chartered Accountants**

Sd/- RAMESH CHANDRA PARTANI Sd/- SURESH CHANDRA PARTANI

Sd/-
T.Prasada Rao

MANAGING
DIRECTOR

DIRECTOR

Proprietor
Membership No.019196
Place:
Hyderabad
Date: 30-05-2014

**MATRA KAUSHAL ENTERPRISE
LIMITED**

**Formerly Known as P L ENTERPRISE
LIMITED**

Particulars		31.03.2014		31.03.2013
A. Cash From operating Activities				
Net Profit before Tax & extraordinary items		4,608,604		(1,094,722)
Adjustments for:				
Interest	11657361		174120	
Depreciation	165,374		190492	
Miscellaneous Expenses written off	310080		-	
		11,181,907		364612
		(6,573,304)		(730,110)
Operating Profit before working capital changes				
adjustment for:				
Increase/Decrease in Trade & Other receivable	(59,551,821)		(198143543)	
Increase/Decrease in Inventories	48,160		42604	
Increase/Decrease in Trade & Other payables	62,830,539		(1,012,141)	
		3,326,878		-199113080
		(3,246,426)		-199843190
Interest Paid	-		(174,120)	
Income Tax paid	-	-	-	(174,120)
Net Cash From Operating Activities		(3,246,426)		-200017310
B. Cash flow investing activities				
Interest received	11,657,361		-	
Purchase of Assets Investments	(62,785)		(1,550,402)	

	(2,400,000)		-	
		9,194,576		(1,550,402)
Net cash used in investing activities		5,948,150		(201,567,712)
C. Cash Flow from financing activities				
Proceeds from issue of shares			200,000,000	
Net Cash used in financing activities		-	-	200,000,000
Net Increase in cash & cash equivalent		5,948,150		-1567712
Cash & Cash equivalent at the beginning of the year		1625568		3193280
Cash and Cash equivalent at the end of the year		7573718		1625568

**As per my report of even date attached
For T.P Rao & Co
Chartered Accountants**

Sd/-
T.Prasada Rao
Proprietor

Membership No.019196

Place: Hyderabad
Date:30-05-2014

For and on
behalf of the
board

Sd/-
RAMESH CHANDRA
PARTANI

MANAGING
DIRECTOR

Sd/-
SURESH CHANDRA
PARTANI

DIRECTOR

Notes to the financial statement

[Note No : 2.1 - 1](#)

In ₹ (Rupees)

In ₹ (Rupees)

Share Capital

Particulars	as at 31-Mar-2014		as at 31-Mar-2013	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of Rs 10.00 each	24,000,000	240,000,000	240,000,000	2,400,000,000
Total	24,000,000	240,000,000	240,000,000	2,400,000,000
Issued				
Equity Shares of Rs 10.00 each	20,171,785	201,717,850	20,171,785	201,717,850
Total	20,171,785	201,717,850	20,171,785	201,717,850
Subscribed and fully paid				
Equity Shares of Rs 10.00 each	20,171,785	201,717,850	20,171,785	201,717,850
Total	20,171,785	201,717,850	20,171,785	201,717,850
Total	20,171,785	201,717,850	20,171,785	201,717,850

Note No: 2.1 - 2

Reconciliation of No. of shares outstanding

Particulars	as at 31-Mar-2014		as at 31-Mar-2013	
	Number	Amount	Number	Amount
Equity Shares				
At the beginning of the year	20,171,785	201,717,850	3,435,700	34,357,000
(-) 95 % of capital written off during the year as per the order of high court	-	-	(3,263,915)	(32,639,150)
(+) Fresh Shares issued to the share holders during the year on the Amalgamation of Kaushalya Global Limited in the Ratio of 1:1 as per order of High court	-	-	20,000,000	200,000,000
Bought back during the year	-	-	-	-
Outstanding at the end of the year	20,171,785	201,717,850	20,171,785	201,171,785

Note No: 2.1 - 3

Shareholders holding more than 5% Equity shares in the company

Particulars	as at 31-Mar-2014		as at 31-Mar-2013	
	Number	% of Holding	Number	% of Holding
Kashish multi tradePrivate Limited	1650000	8.18%	1650000	8.18%

[Note No - 2.2](#)

	In □ (Rupees)	In □ (Rupees)
Reserves and Surplus	as at 31-Mar- 2014	as at 31-Mar-2013
Capital Reserve(Investment Subsidy)		107000
(-) Transferred to Capital Reduction	-	(107000)
General Reserve	-	1500000
(-) Transferred to Capital Reduction		(1500000)
Surplus		
At the beginng of the year	(299,075)	(33,450,870)
(+) Loss for the year up to 15/09/2012	-	(1,043,620)
	(299,075)	(34,494,490)
Transferred from Capital Reduction	-	34,246,150
	(299,075)	(248,340)
+/- Profit or loss for the year	3,756,012	(51,102)
(-) Transfer From reserves		367
At the end of the year		(299,275)
Grand Total	3456937	-299075

[Note No - 2.3](#)

	In □ (Rupees)	In □ (Rupees)
Short-Term Borrowings	as at 31-Mar- 2014	as at 31-Mar-2013
Unsecured Others	-	217,202
Grand Total		

	-	217,202
--	---	---------

Note No - 2.4	In □ (Rupees)	In □ (Rupees)
Trade Payables	as at 31-Mar- 2014	as at 31-Mar-2013
Sundry Creditors	73,399,764	9,257,673
Grand Total	73,399,764	9,257,673

Note: Micro, Small and Medium scale business entities:
The company does not owe any sum to Micro & Small enterprises as at the end of the accounting year on account of principal and interest under the Micro, Small and Medium Enterprises Development Act, 2006 as per the information and records available with the company about their industrial status.

Note No - 2.5	In □ (Rupees)	In □ (Rupees)
Other Current Liabilities	as at 31-Mar- 2014	as at 31-Mar-2013
Cash at Bank-C/A (Excess of Cheques Issued over Balance)	6837360	6699937
Advance against sales	253466	703973
Vat Tax Payable	244242	157410
TDS Payable	4,924	4057
Other Payables	1686812	2555777
Grand Total	9026804	10121154

Note No - 2.6	In □ (Rupees)	In □ (Rupees)
Short term provisions	as at 31-Mar- 2014	as at 31-Mar-2013
Provision for income tax	852,592	
Grand Total	852,592	-

[Note No - 2.8](#)In □ In □ (Rupees)
(Rupees)

In Tangible Assets	as at 31-Mar- 2014	as at 31-Mar-2013
Good will a/c	1,240,322	1,550,402
	1,240,322	1,550,402

[Note No - 2.9](#)In □ In □ (Rupees)
(Rupees)

Non Current Investment(Long Term Investment)	as at 31-Mar- 2014	as at 31-Mar-2013
Trade Investments In Equity Shares of Listed Companies (Present Market Value)	30,500	30,500
In Equity Shares of Unquoted Companies	3,000,000	600,000
Grand Total	3,030,500	630,500

[Note No - 2.10](#)In □ In □ (Rupees)
(Rupees)

Inventories (At Lower of cost and net realisable value)	as at 31-Mar- 2014	as at 31-Mar-2013
Traded Goods (goods purchased for resale)	1,402,269	1,450,429
Grand Total	1,402,269	1,450,429

Note No - 2.11	In □ (Rupees)	In □ (Rupees)
Trade Receivables	as at 31-Mar- 2014	as at 31-Mar-2013
Outstanding for a period exceeding 6 months from date they are due for payment unsecured considered good	2,874,089	3,010,306
Doubtful		-
Less : Provision for Doubtful receivables		-
Total (A)	2,874,089	3,010,306
Others		
Considered		
Unsecured Considered Good	75,760,196	7,929,625
Total (B)	75,760,196	7,929,625
Grand Total	78,634,285	10,939,931

Note No - 2.12	In □ (Rupees)	In □ (Rupees)
Cash and Cash Equivalents	as at 31-Mar- 2014	as at 31-Mar-2013
Balances with Banks Current Accounts	7,416,970	591,069
Cash on hand	156,748	1,034,499
Grand Total	7,573,718	1,625,568

Note No - 2.13	In □ (Rupees)	In □ (Rupees)
Short-Term Loans and Advances	as at 31-Mar- 2014	as at 31-Mar-2013
Trade Deposit & Advances	191,937,470	202,068,505
Staff Advances	2,299,890	1,476,740
Deposits	12,050	12,050
Others	11,700	11,700

T.D.S Receivable	1,165,352	-
Grand Total	195,426,462	203,568,995

	<i>In □ (Rupees)</i>	<i>In □ (Rupees)</i>
Note : 2.14	as at 31-Mar- 2014	as at 31-Mar-2013
Revenue from Operation		
Revenue		
A) Gross Sales	91,955,680	108,769,507
		-
	91,955,680	108,769,507
Gross Revenue	91,955,680	108,769,507
Net Revenue from Operation	91,955,680	108,769,507

	as at 31-Mar- 2014	as at 31-Mar-2013
Note : 2.15		
Other income		
Interest income	11,657,361	
Discount Received	57,953	
	11,715,314	-

	<i>In □ (Rupees)</i>	<i>In □ (Rupees)</i>
Note : 2.16	as at 31-Mar- 2014	as at 31-Mar-2013
Cost Of Goods Sold		
Opening Stock	1,450,429	1,493,034
Purchase of Finished Goods	89,184,066	102,741,128
Closing Stock	1,402,267	1,450,429
Total	89,232,228	102,783,733

	<i>In □ (Rupees)</i>	<i>In □ (Rupees)</i>
Note : 2.17	as at 31-Mar- 2014	as at 31-Mar-2013
Employee Benefits Expenses		
a) Salaries & Wages	1,905,095	2,312,322
b) Director Remuneration	120,000	120,000
d) Staff Welfare Expenses	19160	18887
Total	2,044,255	2,451,209

	<i>In □ (Rupees)</i>	<i>In □ (Rupees)</i>
Note : 2.18	as at 31-Mar- 2014	as at 31-Mar-2013
Finance Cost		
Interest Expense	-	75,600
Bank Charges	123,306	98,520
Total	123,306	174,120

	as at 31-Mar- 2014	as at 31-Mar-2013
Note : 2.19		
Other Expenses		
Audit Fees	19,000	19,000
Advertisement	20,058	80,355
Business Promotion	725,440	1,525
Computer Maintanance	69,771	25,031
Listing expenses	119,078	-
Electricity	145,371	115,377
Freight & Cartage	169,452	252,581
Legal & Professional Charges	-	555,934
Insurance	16,230	-
Incentives	62,696	76,158
Miscellaneous Expenses	16,017	16,338

Office Maintenance & Renovation	87,613	584,327
Postage & Telegram	18,820	56,103
Power and Fuel	-	1,710
Professional Charges	-	10,000
Printing & Stationery	117,893	118,971
Rent, Rates & Taxes	3,789,129	315,230
Repair charges	8,231	186,678
Vehicle Repair & Maintenance	160,604	90,582
Share Transfer Expenses	85,748	158,733
Telephone & Internet Charges	239,516	278,523
Travelling & Conveyance	1,292,675	1,079,006
water charges	23,806	27,345
Sundry Balance W/o	-	215,168
Amalgamation Good will written off	310,080	

ANNEXURE-II

Note: 2.7

**DETAILS OF FIXED ASSETS AS ON 31-3-2014
DEPRECIATION AS PER INCOME TAX ACT, 1961.**

Particulars	WDV b/f.	Additions		Total as on 3/31/2014	Dep. Rate	Depre- ciation for the year	WDV as on 3/31/2014
		Before Sept, 13	After Sept, 13				
Office Building	352,441	-	-	352,441	10%	35,244	317,197
Furniture & Fixtures	96,145	-	-	96,145	10%	9,615	86,531
Office Equipments	62,037	-	62,785	124,822	15%	14,014	110,808
Computers	5,549	-	-	5,549	60%	3,329	2,220
Generator	14,877	-	-	14,877	15%	2,232	12,645
Patents	45,000	-	-	45,000	0%	-	45,000
Motor Vehicle	672,931	-	-	672,931	15%	100,940	571,991
TOTAL	1,248,980	-	62,785	1,311,765		165,374	1,146,391

1) Significant Account Policies

a) Convention:

The financial statements are prepared under historical cost convention in accordance with applicable accounting Standards and relevant presentational requirements of the Companies Act, 1956.

b) Fixed Assets:

Fixed assets are stated at cost net of modvat/cenvat / valued added tax, less accumulated depreciation and impairment loss.

c) Depreciation:

Depreciation has been provided on written down value method on the basis at the rates prescribed in Income Tax, 1961.

d) Investments:

Unquoted Investment: In the opinion of the management investment in the unquoted investment in associates and other companies are of long term nature meant to be held permanently and any diminution in the latest available book value as compared to the cost of such shares is considered temporary by the management and hence not provided (not ascertained).

e) Inventories:

Stocks are valued at lower of cost or estimated net realizable value.

f) Amortization of Miscellaneous Expenditure:

Preliminary Expenses are amortized over a period of five years.

g) Provision for Expenses:

All the expenses for the year are provided on accrual basis.

h) Recognition of Income and Expenditure:

Income and expenditure are recognized on mercantile basis of accounting.

l) Revenue Recognition:

Revenue from sale of goods is recognized when significant risks and rewards in respect of ownership of goods is transferred by the company.

j) Taxation:

Provision for income tax is made on the basis of estimated taxable income for the current accounting period in accordance with the provisions of Income tax act 1961.

k) Earnings per share

In determining earnings per share, the company considers the net profit after tax and includes the post tax effect of any extra ordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

2)Notes on Accounts:

a. contingent liabilities not provided for :

I) Contigent Liabilities are nil.

b. MANAGERIAL REMUNERATIONS:

I) Ramesh Chandra Partani

31.03.2014 31.03.2013
Rs.1,20,000/- Rs.1,20,000/-

c. Balances of parties are taken as they appear in the book of accounts produced and are subject to confirmation.

d. In the opinion of the board and to the best of their knowledge and belief, the value of current assets, loans and advances, in the ordinary course of business would not be less than the amount at which they are stated in the balance sheet.

e. No provision for gratuity has been made as the same is accounted on cash basis.

f. Segment information: The Company operates only in one business segment being the trading in Electronic Items and there are no geographical segments to be reported.

g. The Company has no information as to whether any of its suppliers constitute small scale/ ancillary undertaking and therefore, the amounts due to such suppliers have not been identified and also there is no information as to whether any dues from suppliers covered under “The Micro, Small and Medium Enterprise Development Act, 2006” as March 31, 2014.

h. Previous year’s figures have been regrouped/ reclassified where ever necessary to correspond with the current year’s classification/ disclosure

i. **Earnings in foreign currency: NIL.**

j. **Expenditure in Foreign Currency: NIL**

k. Basic and diluted earnings per share (“EPS”) computed in accordance with accounting standard (AS) 20 “Earnings per Share”

Particulars	2013-14	2012-13
Basic		
Profit after tax as per profit & loss account	37,56,012	-10,94,722
Number of shares subscribed	20,171,785	20,171,785
Basic EPS (Rupees)	0.19	(0.05)
Diluted	0.34	(0.10)

l. Related Party Disclosures

As required by Accounting Standards as per AS-18, the related party’s disclosure issued by the Institute Of Chartered Accountants Of India is as follows:

a) List of related parties and relationships.

(i) Relatives of Key Managerial Personnel.

1. Vikas Partani.
2. Pushkar Partani.

3. Pooja Partani.
4. Laxmi Partani.
5. Ramchander Partani.
6. Nitin Partani
7. Kavita Partani

(ii)Key Management Personnel: 1) Ramesh Chandra Partani

2) Dennis Alwaris

Related Party Transactions for the year:

Particulars	Amount Paid 31.03.2014
a. Remuneration to key managerial personnel	1,20,000

As per my report of even date attached.

For and on behalf of the board

T.PRASADA RAO
Chartered Accountant
Membership No: 019196

For MATRA KAUSHAL ENTERPRISE LIMITED

Sd/-
T. Prasad Rao
Proprietor

Sd/-
Ramesh Chandra Partani
Managing Director

Sd/-
Suresh Chandra Partani
Director

Place: Hyderabad
Date:30-5-2014

MATRA KAUSHAL ENTERPRISE LIMITED

**Reg Office:
PROXY FORM**

I/We _____ of _____ being a Member(s) of above named company, hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to attend and vote for me/us, on my/our behalf at the 22nd Annual General Meeting of the members of the company to be held on Tuesday, the 30th day of September 2014 at 11.00 A.M at Hotel Balajee, Adjacent to Ranigunj Bus Stop , Secunderabad 500 003 and at any adjourned meeting thereof.

As Witnessed Signed this _____ day of September 2014

Signed by the said _____

Folio No./Client ID _____

No. of shares held _____

Affix Re.1/- Revenue Stamp.

Note:

The proxy in order to be effective should be duly stamped, completed, signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

MATRA KAUSHAL ENTERPRISE LIMITED

**Reg Office:
ATTENDANCE SLIP**

(Please present this slip at the Meeting venue)

I hereby record my presence at the 22nd Annual General Meeting of the members of the company to be held on Tuesday, the 30th day of September 2014 at 11.00 A.M at Hotel Balajee, Adjacent to Ranigunj Bus Stop , Secunderabad 500 003

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____
(In block letters)

Folio No./ Client ID _____

No. of shares held _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

BALLOT PAPER

Ballot paper for voting at the meeting of the shareholders of Matra Kaushal Enterprises Limited held on Tuesday, 30th September, 2014 at 11.00 AM at Hotel Balajee, Adjacent to Ranigunj Bus Stop, Ranigunj, Secunderabad 500 003

Shareholder's Name in full :
(Block Letters)

Name of the proxy in full :
if applicable (Block Letters)

Folio : No. of Shares held :

Client ID : DP ID :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice dated September 8, 2014 convening the 22nd Annual General Meeting of the Company to be held on September 30, 2014, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick(✓) mark at the appropriate box below.

Item No.	Description	Type of Resolution	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.	Ordinary Resolution		
2	Appointment of S.K.Bang & Co., Chartered Accountants as Auditors and fixing their remuneration.	Ordinary Resolution		
3	Re-appointment of Mrs.Premlatha Partani, who retires by rotation.	Ordinary Resolution		
4	Appointment of Mr. Alvares Denis Aloysius as an Independent Director.	Ordinary Resolution		
5	Special resolution under section 180(1) (c) of the Companies Act, 2013 for borrowing money upto Rs. 30 crores over and above the aggregate of the paid-up share capital and free reserves of the Company.	Special Resolution		

Place : _____

Date : _____

Signature of the shareholder

NOTE: Kindly read the instructions printed overleaf before filing the form. Valid Ballot Forms received by the Scrutinizer by **6.00 p.m. on September 24, 2014** shall only be considered.

FORM A

Format of Covering Letter of the annual audit Report to be filled with the Stock Exchanges

1.	Name of the Company	Matra Kaushal Enterprise Limited
2.	Annual Financial Statements for the year ended	31 st March, 2014
3.	Type of Audit Observation	Un-Qualified
4.	Frequency of Observation	Nil
5.	<ul style="list-style-type: none"> • Managing Director • Auditor of the Company • Audit Committee Chairman 	<ul style="list-style-type: none"> • Ramesh Chandra Partani <i>Ramesh Chandra Partani</i> • S.K.Bang & Co. * • Dennis Alvares <i>Dennis Alvares</i>

*T.Prasad Rao was the former Auditor of the Company. The Audit Report and the Financial Statements pertaining to the Financial Year 2013-2014 were audited and approved by T.Prasad Rao. As per the Audit report for 2013-2014 there are no qualifications / Remarks. On the basis of the Audit Report certified by T.Prasad Rao, this Covering Letter is being certified by S.K.Bang.

* The Company is in process of recruiting a Chief Financial Officer.

Sampath Kumar Bang
SAMPATH KUMAR BANG
M. No. 026010

